

## **KODIAK SCIENCES INC.**

### **CORPORATE GOVERNANCE GUIDELINES**

The Board of Directors (the “**Board**”) of Kodiak Sciences Inc. (the “**Company**”) has approved the following as guidelines for the Board’s conduct as it exercises its oversight of the business of the Company in accordance with its fiduciary responsibilities.

#### **1. ROLE OF THE BOARD**

The role of the Board is to oversee the performance of the Chief Executive Officer and other senior management and to assure that the best interests of stockholders are being served. To satisfy this responsibility, the Board expects its members to take a proactive approach to their duties and function as active monitors of corporate management. Accordingly, the directors provide oversight in the formulation of the long-term strategic, financial and organizational goals of the Company and of the plans designed to achieve those goals. In addition, the Board reviews and approves Company standards and policies to assure that management carries out their day-to-day operational duties in a competent and ethical manner and consistent with standards of responsible conduct and ethics.

The day-to-day business of the Company is carried out by its employees, managers, and officers, under the direction of the Chief Executive Officer and the oversight of the Board, to enhance the long term value of the Company for the benefit of stockholders. The Board and management also recognize that creating long term enterprise value is advanced by considering the interests and concerns of other stakeholders, including the Company’s employees, customers, creditors, and suppliers as well as the community generally.

The Board understands that effective directors act on an informed basis after thorough inquiry and careful review, appropriate in scope to the magnitude of the matter being considered. The directors know their position requires them to ask probing questions of management and outside advisors. The directors also rely on the advice, reports and opinions of management, counsel, and expert advisers. In doing so, the Board evaluates the qualifications of those it relies upon for information and advice and also looks to the processes used by managers and advisors in reaching their recommendations. In addition, the Board has the authority to hire outside advisors at the Company’s expense if they feel it is appropriate.

#### **2. SELECTION OF CHAIRPERSON OF THE BOARD AND CHIEF EXECUTIVE OFFICER**

The Board shall fill the chairperson of the Board (the “**Chairperson**”) and Chief Executive Officer positions based upon the Board’s view of what is in the best interests of the Company. The Chief Executive Officer and Chairperson may, but need not be, the same person.

### **3. LEAD INDEPENDENT DIRECTOR**

If the Chairperson of the Board is an executive of the Company, the Board shall elect a “Lead Independent Director,” who will have the responsibility to schedule and prepare agendas for meetings of outside directors. The Lead Independent Director may communicate with the Chairperson and the Chief Executive Officer, disseminate information to the rest of the Board in a timely manner, raise issues with management on behalf of the outside directors when appropriate, and facilitate communications between management and the outside directors. In addition, the Lead Independent Director may have other responsibilities, including calling meetings of outside directors when necessary and appropriate, being available, when appropriate, for consultation and direct communication with the Company’s stockholders, building a productive relationship between the Board and the Chief Executive Officer, ensuring that the Board fulfills its oversight responsibilities in Company strategy, risk oversight and succession planning, and performing such other duties as the Board may from time to time designate. Nevertheless, all members of the Board are encouraged to communicate with the Chief Executive Officer.

As long as the Chairperson is an independent, non-employee director, the “Lead Independent Director” responsibilities described in this policy shall reside with the Chairperson.

### **4. COMMITTEES**

The Board has three standing committees: the Audit Committee, the Compensation Committee, and the Nominating and Corporate Governance Committee. The Board will continue to delegate substantial responsibilities to each committee, and each of the Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee should consist solely of independent directors, as defined by the applicable rules of The Nasdaq Stock Market (“**Nasdaq**”), and in the case of the Audit Committee, as defined by the rules and regulations of the Securities and Exchange Commission (“**SEC Rules**”); *provided, however*, that the Company may avail itself of any phase-in rules applicable to newly-listed companies in connection with an initial public offering. The Board should appoint a member of each committee as committee chairperson. The members of the committees shall meet the membership criteria specified in the applicable charter for such committee. Additional committees may be formed from time to time as determined by the Board.

### **5. ASSIGNMENT OF COMMITTEE MEMBERS**

Committees should be appointed (or re-appointed), and the chairperson of each committee designated, by the Board, upon recommendation by the Nominating and Corporate Governance Committee, periodically and at least annually. While the composition of the committees of the Board should be considered each year in making certain that these committees are not stagnant or without fair representation, it is the Board’s belief that continuity of experience in the specific functions of these committees provides a significant benefit to the stockholders and to management.

## **6. FREQUENCY AND LENGTH OF COMMITTEE MEETINGS**

Each committee chairperson, in consultation with committee members, will determine the frequency and length of committee meetings, considering all relevant factors such as the committee's mandate, nature of current committee business to be discussed and the like. Notwithstanding the foregoing, each committee shall meet at least as frequently as is required by the applicable charter adopted by the Board for such committee. The committee chairperson may call additional committee meetings at times other than the scheduled meetings of the full Board.

## **7. COMMITTEE CHARTERS AND AGENDAS**

Each committee shall have its own charter, which will set forth the purpose, membership requirements, authority and responsibilities of the committee. Each committee will review and reassess the adequacy of its charter annually and shall submit any recommended changes to the Board for approval. Committee charters should be within the scope of authority granted by the Board and should be approved by the Board. The chairperson of each committee, in consultation with appropriate members of management and staff, should develop the overall annual and individual meeting agenda. Any committee of the Board is authorized to engage its own outside advisors at the Company's expense, including legal counsel or other consultants, as the committee determines, *provided* that the committee shall promptly advise the full Board of such engagement.

## **8. RELATED-PARTY TRANSACTIONS AND CODE OF BUSINESS CONDUCT AND ETHICS**

The Nominating and Corporate Governance Committee shall review the Company's Related-Person Transactions Policy and review and oversee all transactions between the Company and a related person for which review or oversight is required by applicable law or that are required to be disclosed in the Company's financial statements or SEC filings; and periodically review and approve, and monitor compliance with, the Company's Code of Business Conduct and Ethics, which is applicable to directors, officers, employees, consultants, contractors, and other agents. The Audit Committee shall review and approve the Company's procedures for handling complaints regarding accounting or auditing matters, or of known or suspected violations of the Company's Code of Business Conduct and Ethics.

Directors may be asked from time to time to leave a Board meeting when the Board is considering a transaction in which the director (or another organization in which the director is a director or officer) has a direct or indirect financial or other interest. Directors shall disclose any such interests to the Board in advance of Board deliberation on the topic.

## **9. BOARD MEETINGS AND AGENDA ITEMS**

The Board shall meet in regularly scheduled meetings each year. The Chairperson, in consultation with the Chief Executive Officer, will set the agenda for each meeting. Each Board member is free to suggest inclusion of items on the agenda. The Board will annually review the Company's long-term strategic plans, as well as regularly reviewing operating performance,

management plans and prospects and other issues facing the Company. Meetings should be scheduled with sufficient length to permit in-depth discussions and analysis.

#### **10. BOARD MATERIALS DISTRIBUTED IN ADVANCE**

To the extent possible, management will distribute sufficiently in advance information and data which is important to the Board's understanding of matters to be discussed at the meeting, and the current status of the Company's business, to enable the directors to read and prepare for the meeting. On those occasions when the subject matter is too sensitive to be distributed, the subject will be introduced at the meeting.

#### **11. BOARD, COMMITTEE, AND STOCKHOLDER MEETINGS**

Directors are expected to prepare for, attend, and actively participate in all Board and committee meetings. The Company encourages, but does not require, directors to attend the annual meeting of stockholders.

#### **12. REGULAR ATTENDANCE OF MANAGEMENT AT BOARD MEETINGS**

Management (*e.g.*, the Chief Financial Officer, the General Counsel (if one is then serving) and Secretary, and such other members of the executive staff as the Chief Executive Officer may designate from time to time) will attend Board meetings on a regular basis. Other members of management and staff will attend meetings and present reports from time to time. Specifically, the Board encourages management to schedule managers to be present at Board meetings who can provide additional insight into the items being discussed because of their personal involvement in these areas. It is understood that Company personnel and others attending Board meetings may be asked to leave the meeting in order for the Board to meet in executive session.

#### **13. EXECUTIVE SESSIONS OF INDEPENDENT DIRECTORS AND AUDIT COMMITTEE**

The Board shall regularly have separate meeting times for independent directors, without management present. Such executive sessions shall be held at least twice per year, following regularly scheduled meetings and may occur at such other times as requested by an independent director. The Chairperson or Lead Independent Director, as applicable, shall preside at executive sessions.

The Audit Committee shall also meet periodically with the Company's outside auditors without management present, at such times as it deems appropriate.

#### **14. BOARD ACCESS TO COMPANY EMPLOYEES**

Board members should have full access to members of management, either as a group or individually, and to Company information that they believe is necessary to fulfill their obligations as Board members. The directors should use their judgment to ensure that any such contact or communication is not disruptive to the business operations of the Company.

## **15. BOARD COMPENSATION REVIEW AND STOCK OWNERSHIP**

The Compensation Committee should conduct periodic reviews of non-employee director compensation. This review may include input from the Company's human resources personnel and outside consultants to evaluate director compensation compared to other companies of like size in the industry. Any change in director compensation should be approved by the full Board.

Board members who are also employees of the Company shall not be separately compensated for their service on the Board.

## **16. SIZE OF THE BOARD**

The Board should have no fewer than five and no greater than nine directors, with the authorized number of directors to be established in accordance with the Company's bylaws and certificate of incorporation. Board size should facilitate active interaction and participation by all Board members. The Board will review from time to time the appropriateness of its size.

## **17. COMPOSITION OF BOARD**

The Board believes that, so long as the Company does not qualify as a "Controlled Company" under the rules of Nasdaq, there should be a majority of independent directors on the Board as a matter of policy. Within that policy, the mix of Board members should provide a range of expertise and perspective in areas relevant to the Company's business.

## **18. BOARD DEFINITION OF "INDEPENDENCE" FOR DIRECTORS**

A director shall be considered "independent" for purposes of serving on the Board if he or she meets the criteria for independence established by Nasdaq. A director shall be considered "independent" for purposes of serving on a Board committee based on the definition of independence used in that committee's charter, which shall conform to any requirements established for such a committee by Nasdaq and any applicable SEC Rules.

## **19. BOARD MEMBERSHIP CRITERIA AND SELECTION; ANNUAL ELECTION; MANDATORY RETIREMENT**

The Nominating and Corporate Governance Committee should review annually candidates for nomination to the Board (including re-nomination of existing directors). The Nominating and Corporate Governance Committee may also review new members in the event of a vacancy or expansion of the Board between annual meetings of stockholders.

The Nominating and Corporate Governance Committee may consider both recommendations and nominations for candidates to the Board from stockholders so long as such recommendations and nominations comply with the certificate of incorporation and bylaws of the Company and applicable laws, including SEC Rules. Stockholders may recommend director nominees for consideration by the Nominating and Corporate Governance Committee by writing to the Secretary of the Company and providing the information required in the Company's bylaws. Following verification of the stockholder status of the person submitting the recommendation, all properly

submitted recommendations will be brought to the attention of the Nominating and Corporate Governance Committee. Stockholders who desire to nominate persons directly for election to the Board at the Company's annual meeting of stockholders must meet the deadlines and other requirements set forth in the Company's bylaws and SEC Rules.

Directors shall be subject to election at the annual meeting of stockholders, in accordance with the terms of service specified in the Company's certificate of incorporation and bylaws. As provided in the Company's certificate of incorporation and bylaws, the Board may be classified with classes of directors.

The Company does not have any age-related, mandatory retirement requirement for Board service.

Any vacancies on the Board occurring between the Company's annual meetings of stockholders may be filled by persons selected by a majority of the directors then in office, although less than a quorum, or by a sole remaining director, and any director so elected will serve for the remaining term of the class of directors in which the vacancy occurred.

## **20. CHANGES IN EMPLOYMENT; SERVICE ON OTHER BOARDS**

If, after joining the Board, a director accepts an offer of employment or resigns from the director's current position of employment, such director must offer his or her resignation to the Chairperson (or, if the director changing employment is the Chairperson, to the Company's Chief Executive Officer or Lead Independent Director). Following receipt of the offer to resign, the other members of the Board shall meet and determine whether or not to accept such directors' resignation; *provided, however*, that if the Board has not accepted such director's resignation within 30 days after the offer to resign is made, then the offered resignation will be deemed to have been rejected.

Directors should limit the number of for-profit board on which they serve in order to ensure that such service does not interfere with the director's ability to fulfill his or her duties as a member of the Board, and no director shall serve on the boards of more than five other public companies.

Prior to accepting a position to serve on any board of directors or other governing body of a for-profit corporation, for-profit organization, or other for-profit entity, (1) any employee of the Company (other than the Chief Executive Officer) must obtain approval of such service by the Chief Executive Officer, (2) the Chief Executive Officer must obtain approval of such service by the Board, and (3) any director (other than the Chief Executive Officer) should notify the chairperson of the Nominating and Corporate Governance Committee to evaluate the relationship for a potential conflict of interest and to confirm that the director continues to have the time available to perform his or her duties to the Company.

Directors shall inform the Nominating and Corporate Governance Committee of any material change in their professional status or standing that could limit their ability to serve as an effective Company director.

## **21. ASSESSING BOARD AND COMMITTEE PERFORMANCE**

The Nominating and Corporate Governance Committee will support and advise the Board and each committee in an annual assessment of its performance during the prior year. This assessment should focus on areas in which the Board or its committees believe contributions can be made going forward to increase the effectiveness of the Board or its committees. Each committee and the full Board will consider and discuss the findings of the assessments.

## **22. DIRECTOR ORIENTATION AND CONTINUING EDUCATION**

Board members who are newly appointed or elected shall receive orientation and education about the Company, its business, and its financial operations, and about the functioning of the Board. Further, the Company encourages directors to participate in continuing education programs focused on the Company's business and industry, committee roles and responsibilities, and legal and ethical responsibilities of directors.

## **23. FORMAL EVALUATION AND COMPENSATION OF THE CHIEF EXECUTIVE OFFICER AND OTHER EXECUTIVE OFFICERS**

The formal evaluation of the Chief Executive Officer and the other executive officers should be made in the context of an annual compensation review by the Compensation Committee, which may include appropriate input from other Board members. The Chief Executive Officer's compensation shall be recommended by the Compensation Committee for approval by the full Board. The Compensation Committee's evaluation should be based on objective criteria, including performance of the business and accomplishment of long-term strategic objectives and annual operating plan performance in accordance with the principles and criteria established by the Compensation Committee. The evaluation of the compensation of executive officers other than the Chief Executive Officer shall be done in consultation with the Chief Executive Officer.

## **24. SUCCESSION PLANNING AND MANAGEMENT DEVELOPMENT**

The Nominating and Corporate Governance Committee is responsible for ensuring the Board fulfills its responsibility for Chief Executive Officer succession planning. The Compensation Committee shall monitor management's succession plans for other key executives and encourage management's employee development programs.

## **25. BOARD INTERACTION WITH THIRD PARTIES**

The Board believes that management speaks for the Company. Individual directors may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company, but it is expected that directors would do this with knowledge of management and, in most instances, only at the request of management.

In cases where stockholders wish to communicate directly with the non-management directors, messages can be sent by mail to the attention of the corporate Secretary, addressed to the Company's principal executive office. The Company will forward such communications, as

appropriate, to the appropriate member(s) of the Board or, if none is specified, to the Chairperson or Lead Independent Director, as applicable.

## **26. COMPANY POLICIES**

The Board expects that its members, when conducting business either as a member or in a manner associating such member with the Company, shall observe all policies which apply to the Company's employees, including policies regarding business and workplace conduct, communications, ethics and conflicts of interest. The Company's directors should not accept any gift of value that indicates an intent to influence improperly the normal business relationship between the Company and any supplier, customer or competitor.

The Nominating and Corporate Governance Committee may, from time to time, consider and make recommendations to the Board regarding, new or amended policies affecting directors' and officers' Company stock holdings including minimum stock holding requirements for, and requirements to approve certain sales of, Company stock by such directors and officers.

## **27. FORMULATION OF STRATEGY**

The Board should provide oversight to management in formulating corporate strategy.

## **28. PERIODIC REVIEW OF GUIDELINES**

The Nominating and Corporate Governance Committee should review these guidelines no less than annually, and shall submit any proposed changes to the Board for review and approval.

## **29. ACCESS, RESOURCES, RELIANCE ON INFORMATION AND OTHERS**

The Board and its members shall at all times have direct, independent and confidential access to the Company's executive officers, management, and personnel to carry out the Board's purposes. The Board is authorized to obtain at the Company's expense such data, advice, consultation, and documentation as the Board considers appropriate and to retain at the Company's expense consultants, independent counsel, or other advisers to advise or assist the Board in the performance of any of the responsibilities and duties set forth above, or for any other matter related to the Board's purposes.

A member of the Board is entitled when discharging his or her duties to rely in good faith on reports or other information provided by the Company's management, its independent auditors, legal counsel, or other advisors as to matters the member reasonably believes to be within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Company. Nothing in these guidelines is intended to preclude or impair the protection provided under the General Corporation Law of the State of Delaware for good faith reliance by members of the Board on reports, advice or other information provided by others (including reports, advice or other information provided by the Company's management, legal counsel, or independent auditors, or independent professional advisers or consultants retained by the Board).



These guidelines are not intended to create inflexible requirements, and are not intended to interpret applicable laws and regulations, or to modify the Company's certificate of incorporation or its bylaws.