

**DIRECTOR CONFLICT OF INTEREST POLICY**  
**OF**  
**SPRINGWORKS THERAPEUTICS, INC.**

**PURPOSE**

SpringWorks Therapeutics, Inc. ("SpringWorks" or the "Company") has adopted a Code of Business Conduct and Ethics (the "Code") that sets forth SpringWorks' expectation that its officers, directors and employees adhere to the highest ethical standards in conducting its business. In addition, director fiduciary duties, including the duties of care and loyalty, require directors to act in the best interests of SpringWorks and its shareholders.

Deliberations and decisions of the SpringWorks Board of Directors (the "Board") must be made in the best interests of the Company at all times. It is the objective of this policy that in circumstances where a director or a director's family member (as defined below) has an actual or potential conflict of interest, such conflict be fully disclosed so that the Audit Committee of the Board (the "Audit Committee") can determine the appropriate course of action to protect the interests of the Company.

For purposes of this policy, "family member" includes a director's spouse, child, stepchild, grandchild, parent, stepparent, mother-in-law, father-in-law, son-in-law, daughter-in-law, sibling, brother-in-law, sister-in-law, nephew, niece, and other member of a director's household.

While conflicts of interest may arise from time to time, the purpose of this policy is not to forbid such conflicts, but rather to establish a process for disclosing and addressing such conflicts so that the Audit Committee can determine the appropriate course of action.

**GENERAL POLICY**

Directors should take reasonable steps to avoid actual or potential conflicts of interest with the Company. A conflict of interest occurs when an individual's private interest interferes with, or gives the appearance of interfering with, the Company's interests. A potential or actual conflict of interest may include, without limitation, (i) a contract or other transaction, (ii) pending or threatened adversarial relationship or proceeding (such as litigation) between the Company and the director, or between the Company and any corporation, firm or association with which the director has a financial or personal interest, (iii) the actual or potential use of confidential information of the Company by the director or any corporation, firm or association with which the director has a financial or personal interest in a manner that could be adverse to the best interests of the Company, or (iv) the use of SpringWorks' information to secure a business opportunity by either the director, the director's family member(s) or an entity in which the director has a personal interest.

## **INDUSTRY DIRECTORS**

Directors who serve as officers, directors, consultants or owners of other companies in or advising companies in the pharmaceutical, biopharmaceutical or biotechnology industries ("Industry Directors") are required to act with particular care and diligence as a member of the Board to avoid any unauthorized direct or indirect use or disclosure of SpringWorks' confidential information, and to avoid any unauthorized direct or indirect use or disclosure of any third party confidential information. For Industry Directors, precautionary actions such as recusal from Board consideration, discussions and voting (or from a Board meeting, or any applicable part thereof) may be required under certain circumstances to protect the Company's confidential information and to avoid any appearance or implication that there may be or has been unauthorized use or disclosure of another company's confidential information. Each circumstance should be evaluated by an Industry Director and the Audit Committee at the time based on the particular facts and in accordance with this policy.

## **IDENTIFICATION OF CONFLICTS**

Each director should use his or her best efforts to identify and disclose any situation that might be considered an actual or potential conflict of interest. In addition, the Audit Committee may direct that additional procedures be implemented to monitor and identify conflicts of interest.

## **DISCLOSURE**

When a director identifies an actual or potential conflict of interest, he or she should promptly notify the Chair of the Audit Committee of such conflict of interest. The Chief Executive Officer and General Counsel should also be notified. In the event a director is not certain if an actual or potential situation presents a conflict of interest, he or she should seek guidance from the General Counsel.

The Chair of the Audit Committee, with such assistance from the General Counsel, and, at the Company's expense, any outside advisers as the Chair of the Audit Committee deems necessary or appropriate, shall gather the material facts of the actual or potential conflict of interest and shall review such material facts with the other members of the Audit Committee in a meeting of the Audit Committee. In the meeting, the Audit Committee then shall make a determination whether an actual or potential conflict of interest with the Company exists. It is important for the Audit Committee to consider the underlying circumstances of each situation, such as the nature of the director's relationship with another entity or the relationship with the family member that is involved with another entity, in determining the appropriate course of action.

## **RECUSAL OR OTHER ACTION**

If the Audit Committee determines that no actual or potential conflict of interest exists, the Audit Committee shall not take any further action except to record its determination in minutes of the meeting. If the Audit Committee determines that an actual or potential conflict of interest exists, the Audit Committee shall determine an appropriate course of action, which may include, without limitation, not providing the director information regarding the subject matter of the actual or potential conflict of interest, or asking the director to recuse himself or herself from any review or vote in a meeting of the Board or any committee on the subject matter of the actual or potential conflict of interest. The Chair of the Audit Committee shall report on the matter to the Board.

The director with the actual or potential conflict of interest shall not participate in the Audit Committee's consideration of the conflict of interest. In the event the Chair of the Audit Committee has the actual or potential conflict of interest, the remaining members of the Audit Committee shall designate a member of the committee to lead the Audit Committee's consideration of the conflict of interest and report to the Board.

Adopted August 7, 2019, subject to effectiveness of the Company's Registration Statement on Form S-1 for its initial public offering.