

SUTRO BIOPHARMA, INC.

WHISTLEBLOWER AND COMPLAINT POLICY

As Adopted on September 14, 2018

I. PURPOSE

Sutro Biopharma, Inc. (collectively with its subsidiaries, the “*Company*”) is committed to promoting high standards of ethical business conduct and compliance with applicable laws, rules, and regulations. As part of this commitment, the Company has adopted this Whistleblower and Complaint Policy (this “*Policy*”). Employees are encouraged to use the guidance provided by this Policy to report all known and suspected improper activities. This Policy is designed to provide you, as an employee, with a confidential or anonymous method for reporting any improper activities that are reasonably construed as likely acts of misconduct.

II. REPORTING VIOLATIONS

You should report known and suspected violations of the following to your supervisors or managers:

- laws, governmental rules, and regulations;
- internal accounting controls or accounting and auditing practices and policies; or
- any Company policies.

This includes complaints or reports that you received from persons outside the Company and complaints regarding third parties who provide services to the Company. Supervisors and managers will promptly consider the information that you submitted to them and take appropriate action (a) in accordance with the law, governmental rules and regulations, and Company policies; and (b) that is otherwise consistent with good business practice. They will also provide any reported information to the Company’s Compliance Officer (the “*Compliance Officer*”), who will then provide it to the Chairperson (the “*Chair*”) of the Audit Committee of the Company’s Board of Directors (the “*Audit Committee*”).

If you are not comfortable discussing the suspected violation with any of your direct supervisors or managers, you may report the suspected violation confidentially and anonymously by the following means:

- By calling the Company’s compliance hotline toll-free at 833-577-4276;
- By letter addressed to the Company’s corporate headquarters at 310 Utah Avenue, Suite 150, South San Francisco, California 94080, marked “Attention: Compliance Officer”; or

- By email sent to the Company's Compliance Officer at compliance@sutro.bio.
Note: If you choose to report by email and wish to remain anonymous, please take appropriate steps to ensure your anonymity is maintained.

If you report a suspected violation, you are encouraged to provide as much detail as possible regarding the subject matter of the complaint or concern because the ability to investigate will be largely dependent on the quality and specificity of such information. The Compliance Officer, or his or her designee(s), will be responsible for reviewing, or overseeing the review, of any report of a suspected violation from any source. The Compliance Officer will notify the sender and acknowledge receipt of the report, unless the report was submitted anonymously.

If you wish to report a matter directly to the Audit Committee, you may send an email to auditcommittee@sutro.bio or you may send a letter addressed to the Company's corporate headquarters marked "Attention: Audit Committee." **You may report confidentially and anonymously if you wish.** The Audit Committee will take whatever steps it deems necessary to respond to a report that it receives, which may include referring the matter to the Compliance Officer for investigation.

Sutro has designated the Company's Executive Director, Legal Affairs as its Compliance Officer. In the event that the Executive Director, Legal Affairs is unavailable you may also contact the Company's Chief Financial Officer or the Company's Chief Executive Officer; they are authorized to serve as the Compliance Officer in the interim or to designate another person as the Compliance Officer.

III. STATEMENT OF NON-RETALIATION

It is against Company policy, and in some jurisdictions a crime, for anyone to intentionally retaliate against any person who provides truthful information to a law enforcement official concerning that person's reasonable good faith belief that a possible violation of any federal, state, or foreign law has occurred. Moreover, the Company will not permit any form of intimidation or retaliation against you by any employee, contractor, subcontractor, or agent of the Company because of any lawful act done by you to:

- provide information, cause information to be provided, or otherwise assist in an investigation regarding any conduct that you reasonably believe constitutes a violation of laws, rules, regulations, or any Company policies; or
- file, cause to be filed, testify, participate in, or otherwise assist in a proceeding filed or to be filed relating to a violation of any law, rule, or regulation.

The prohibited forms of intimidation or retaliation include, but are not limited to, discharge, demotion, suspension, threats, harassment, or any other manner of discrimination with respect to your terms or conditions of employment based on your lawful actions with respect to a good faith report or cooperation or assistance with an investigation conducted by the Company.

IV. STATEMENT OF CONFIDENTIALITY

In cases in which you report a suspected violation in good faith and are not engaged in the questionable conduct, the Company will attempt to keep the discussions and actions confidential, to the greatest extent possible, and in compliance with applicable laws and regulations governing employee privacy. All reports and records associated with complaints or reports made under this Policy are considered Company confidential information, and access will be restricted to members of the Board of Directors, the Company's legal counsel, and others involved in investigating a complaint or report under this Policy. Access to reports and records may be granted to other parties at the discretion of the Compliance Officer.

V. INVESTIGATION AND RECORD KEEPING

You should not independently conduct your own investigation but instead you should make your complaint or report (a) to your supervisor or manager or (b) by following the procedures in this Policy. The Compliance Officer, or his or her designee(s), will review all complaints and reports of a suspected violation and will coordinate the investigation and resolution of all such complaints and reports to ensure that corrective action, as necessary and appropriate, is taken.

VI. RETENTION OF RECORDS

The Compliance Officer, or his or her designee(s), will maintain a log of all complaints and reports, tracking their receipt, investigation, and resolution. The Company will preserve records of complaints and reports made under this Policy and associated log(s) for a period of time to be determined by the Compliance Officer. After the established retention period, the records and associated log(s) may be disposed of in accordance with Company policy.

VII. REPORTING TO THE AUDIT COMMITTEE

The Compliance Officer will report to the Audit Committee on the nature of any reports of suspected violations received by the Compliance Officer since the previous meeting of the Audit Committee. If the Compliance Officer determines that reporting prior to the next scheduled Audit Committee meeting is necessary or appropriate, the Compliance Officer will contact the Chair, or such other person designated by the Audit Committee, to decide whether an earlier evaluation is warranted.

VIII. POLICY ADMINISTRATION

The Audit Committee is responsible for reviewing this Policy and confirming that the procedures contained in this Policy are in place. It may request reports from Company executives about the implementation of this Policy and take any other steps in connection with that implementation as it deems necessary. The Audit Committee may amend this Policy and procedures associated with this Policy at its discretion.