

ACTUATE THERAPEUTICS, INC.
CODE OF BUSINESS CONDUCT AND ETHICS

Introduction

It is the general policy of Actuate Therapeutics, Inc. (the “*Company*”) to conduct its business activities and transactions with the highest level of integrity and ethical standards and in accordance with all applicable laws. In carrying out this policy, the Company has adopted the following Code of Business Conduct and Ethics (this “*Code*”). All directors, officers, employees and consultants of the Company are subject to the policies contained in this Code.

This Code covers a wide range of business practices and procedures. It does not cover every issue that may arise, but it sets out basic principles to guide all directors, officers, employees and consultants of the Company and its subsidiaries. Specific policies and procedures of the Company provide details pertinent to many of the provisions of this Code. Directors, officers, employees and consultants are expected to be aware of, and to act in accordance with, both this Code and the Company’s other policies and procedures at all times. In particular, this Code is in addition to the U.S. Employee Handbook, Insider Trading Policy, Related Party Transactions Policy, Compliance Reporting Policy and Corporate Disclosure Policy, each of which may have further, greater or more specific restrictions on behavior than as set out in this Code. None of these policies and procedures are a part of this Code or incorporated herein.

Directors, officers, employees and consultants must conduct themselves accordingly and seek to avoid even the appearance of improper behavior. Those who violate the standards in this Code or who fail to cooperate with Board of Directors of the Company (the “*Board*”) and management directions given to effect compliance with this Code may be subject to disciplinary action, possibly including termination of employment.

Any questions relating to how this Code should be interpreted or applied should be addressed to the person designated for this purpose (the “*Code of Ethics Contact*”) in this Code or otherwise designated by the Board. For purposes of this Code, the Code of Ethics Contact may be different for various persons. With respect to the conduct of directors, the Company’s Chief Executive Officer (“*CEO*”) and Chief Financial Officer (“*CFO*”), the Code of Ethics Contact is the Chair of the Board or, if the matter involves the Chair of the Board, the Chair of the Audit Committee. With respect to the conduct of employees (other than the CEO or the CFO) or consultants, the Code of Ethics Contact is the CEO or CFO.

Basic Principles and Practices

1. Compliance with Laws, Rules and Regulations.

It is the Company’s policy to comply with all applicable laws, rules and regulations. It is the personal responsibility of each employee, consultant, officer and director to adhere to the both the spirit and the form of the standards and restrictions imposed by those laws, rules and regulations in the performance of their duties for the Company, including those relating to accounting and auditing matters and insider trading.

2. Confidentiality.

In carrying out the Company’s business, directors, officers, employees and consultants often learn trade secrets and other confidential or proprietary information about the Company, its customers, suppliers, or joint venture parties. Employees, consultants, officers and directors must maintain the confidentiality of

all information so entrusted to them, except when disclosure is authorized or legally mandated. This duty of confidentiality is important both as to the Company's competitive position and with respect to the securities laws applicable to the Company as a public company. Confidential information cannot be disclosed to any third party unless the third party has signed a nondisclosure agreement approved by the Company's management and should be divulged only to persons having a need to know the information in order to carry out their job responsibilities. Further, you may not use any confidential information other than for legitimate, Company-related reasons. You must also abide by any specific agreements regarding confidentiality or invention assignments between you and the Company and Company policies regarding confidentiality between you and the Company. Nothing in this Code, any confidentiality agreement, or any other employee policy limits your rights under applicable law to provide truthful information to regulatory, judicial, administrative or other governmental authorities, including the filing of a charge with or participation in any investigation or proceeding conducted by federal, state or local authorities.

Consistent with the foregoing, all directors, officers, employees and consultants should be discreet with respect to confidential information about the Company or any other companies as to which such person receives information not available to investors generally and not discuss it in public places.

Confidential information related to the Company or any other companies means any information that has been provided to you during your employment with the Company and/or information you may have gained access to while employed and/or was developed by you or other employees in the course of their employment with the Company, that is proprietary and confidential in nature. This includes any trade secrets and other non-public information that would be harmful to the relevant company or useful or helpful to competitors if disclosed, such as materials and information regarding the ongoing operations, strategy and plans of the Company, information that customers, research participants, partners or vendors have provided to us, suppliers and pricing, facility or product development plans, funding sources, technology, patents, patentable information, inventions, research, data, contracts, information regarding the financial health and performance of the Company or other companies, salary and personnel information, plans regarding significant acquisitions or divestitures, plans to raise additional capital and marketing and sales plans.

3. Conflicts of Interest.

All business decisions should be made solely because they are in the best interest of the Company, and not for personal benefit. A "conflict of interest" arises when a person's interests interfere or appear to interfere with the interests of the Company. A conflict of interest can arise when a director, officer, employee or consultant takes actions or has interests that may make it difficult to perform his or her work for the Company objectively and effectively. A conflict of interest may also arise when an individual, or a member of his or her family or a person with whom he or she has a close personal connection, receives an improper personal benefit as a result of his or her position in, or relationship with, the Company. In most cases, anything that would constitute a conflict for a director, officer, employee or consultant also would present a conflict if it is related to a member of his or her family. Breach of confidentiality obligations can also give rise to a conflict of interest. Moreover, the appearance of a conflict of interest alone can adversely affect the Company and its relations with customers, suppliers and employees.

Directors, officers, employees and consultants are expected to use good judgment, to adhere to high ethical standards and to avoid situations that create an actual or potential conflict of interest.

The following activities are prohibited and your involvement may lead to termination of your employment with the Company:

- Outside employment with any other biopharmaceutical company or any other employer who *directly* competes with us.

- Using your position, title, corporate letterhead, business cards or business address for personal gain or in conflict with our interests.
- Maintaining, *either directly or indirectly*, a personal or financial interest in any business concern that is engaged in business with the Company, such as research partner or a supplier, or any competitor without specific disclosure and prior approval from an officer of the Company.

Interests in other companies, including potential competitors, partners and suppliers, that are purely for investment purposes, are not significant to the individual, do not include involvement in the management of the other entity, or where such ownership consists of holdings of less than 1% of securities of a corporation regularly traded on the public stock market, are not generally considered conflicts unless otherwise determined by the Code of Ethics Contact or the Board.

A conflict of interest may not always be clear; therefore, you should consult with higher levels of management if you have any questions.

Any director, officer, employee or consultant who becomes aware of a conflict or a potential conflict should bring it to the attention of the Code of Ethics Contact. Further, if a director, officer, employee or consultant or someone with whom such person has a close relationship (e.g., a family member or close companion) has a financial or employment relationship with an actual or potential competitor, supplier or customer, such person must disclose this fact in writing to the Code of Ethics Contact. The Company may take any action that it deems necessary in its sole discretion to avoid or remedy an actual, prospective or perceived conflict of interest.

In addition to the requirements of this Code, directors and executive officers must comply with the Company's Related Party Transactions Policy at all times.

4. Corporate Opportunities.

Employees, consultants, officers and directors must not take for themselves personally (or direct a third party to take) opportunities that are discovered through the use of Company property or confidential information or your position with the Company or the position of the Company without the consent of the Board or its designees unless the Company has already been offered the opportunity and turned it down. No director, officer, employee or consultant may use corporate property, information or position for improper personal gain, and no employee or consultant may compete with the Company directly or indirectly while they are employed by the Company. You owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

Sometimes the line between personal and Company benefits is difficult to draw, and sometimes there are both personal and Company benefits in certain activities. Employees, consultants, officers and directors who intend to make use of Company property or services in a manner not solely for the benefit of the Company should consult beforehand with the Code of Ethics Contact.

Notwithstanding the foregoing, this Code does not apply to certain opportunities in which certain persons and entities are permitted to participate under, or receive approval for in accordance with the terms of, the Company's charter or bylaws.

5. Fair Dealing.

We believe in succeeding through honest business competition. Our commitment to fairness includes respecting the rights of our competitors to compete lawfully in the marketplace and abiding by all

applicable laws in the course of competing. We do not seek competitive advantages through illegal or unethical business practices. Each director, officer, employee and consultant should endeavor to deal fairly with the Company's customers, suppliers, competitors and employees. No director, office, employee or consultant should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair business practice. Antitrust and competition law is a complex subject but in general, these laws prohibit activities aimed at preventing or restricting free competition, abusing intellectual property rights or using market power to unfairly disadvantage competitors. To ensure that the Company fully complies with these laws, you should promptly involve a Code of Ethics Contact when questionable situations arise.

6. Payments or Gifts from Others.

Under no circumstances may directors, officers, employees or consultants, make or accept any offer, payment, promise to pay, or authorization to pay any money, gift, or anything of value to or from customers, vendors, consultants, healthcare professionals, healthcare organizations, patients, government officials or others that is perceived as intended, directly or indirectly, to influence any business decision, any act or failure to act, any commitment of fraud, or opportunity for the commission of any fraud.

Educational items that are designed primarily for the education of patients or healthcare professionals and do not have value to the healthcare professional outside of their professional responsibilities may be appropriate, if approved by the Code of Ethics Contact. Provision of meals in conjunction with certain types of events, such as educational discussions or programs, is only permitted to the extent that they are provided in compliance with applicable Company policies. Any arrangements with healthcare professionals including, for example, business courtesies, fee for service consulting agreements, research grants, or the provision of educational items must comply with all applicable laws and regulations, as well as all Company policies, procedures and guidelines.

Inexpensive gifts, infrequent business meals, celebratory events and entertainment, provided that they are not excessive or create an appearance of impropriety, do not violate this Code and they comply with the Company's policies with respect to compliance with anti-bribery and anti-corruption laws, if applicable. You must inform your supervisor of any acceptance of gifts or premiums from any source. Questions regarding whether a particular payment or gift violates this Code are to be directed to the Code of Ethics Contact.

The Company complies with all applicable anti-bribery and anti-corruption laws, including the U.S. Foreign Corrupt Practices Act. You are expected to comply with the Company's policies with respect to compliance with these laws at all times.

7. Health and Safety.

The Company strives to provide a safe and healthy work environment. All employees have responsibility for maintaining a safe and healthy workplace for all other employees by following the Company's safety and health rules, policies and practices and reporting accidents, injuries and unsafe equipment, practices or conditions.

8. Insider Trading.

You are not permitted to use, share or disseminate confidential information to, or enable others to, purchase or sell securities in violation of the federal securities laws or for any other purpose except the conduct of our business. To use confidential information for personal financial benefit or to "tip" others who might make an investment decision on the basis of this information is not only unethical, but is also

illegal. You are expected to comply with the Company's Insider Trading Policy. If you have any questions about trading in the Company's securities, you should contact the CEO or CFO. Inquiries from investors or analysts should also be directed to the CEO or CFO.

9. Protection and Proper Use of Company Assets.

All directors, officers, employees and consultants should protect the Company's assets and ensure their efficient use. All Company assets should be used only for legitimate business purposes.

10. Equal Opportunity, Non-Discrimination and Fair Employment.

We are an equal employment opportunity employer by choice, and do not discriminate against associates or job applicants on the basis of race, ethnicity, religion, color, gender, sexual orientation, national origin, citizenship status, veteran status, pregnancy, age, disability, or any other protected status in accordance with all applicable federal, state and local laws. We also make all reasonable accommodations to meet our obligations under laws protecting the rights of the disabled. Our policies are designed to ensure that all employees are treated, and treat each other, fairly and with respect and dignity. This applies to interactions with employees, customers, contractors, suppliers and applicants for employment, and any other interactions where directors, officers and employees represent the Company.

The Company prohibits any harassment based on any of these legally protected categories. Harassment is verbal or physical conduct that denigrates or shows hostility or aversion towards an individual because of these protected attributes, and that: (1) has the purpose or effect of creating an intimidating, hostile, or offensive working environment; or (2) has the purpose or effect of unreasonably interfering with an individual's work performance; or (3) otherwise adversely affects an individual's employment opportunities. This policy extends to all aspects of our employment practices, including but not limited to, recruiting, hiring, discipline, termination, promotions, transfers, compensation, benefits, training, leaves of absence, and other terms and conditions of employment.

All directors, officers, employees and consultants are expected to comply with this equal opportunity commitment in their dealings with co-workers and customers. Likewise, if you are the subject of discrimination that violates the above commitment, or are a witness to such activity, you are obligated to report it immediately to your supervisor or to the Code of Ethics Contact. If your complaint involves someone in your direct line of supervision, then you should inform another supervisor/manager of your complaint. If another supervisor is unavailable, or is not appropriate for reporting this matter, or if you feel the response by the supervisor or Code of Ethics Contact is insufficient, then you should report the matter through the other methods listed in Section 14 below.

11. Disclosure.

The Company's periodic reports and other documents filed with the Securities and Exchange Commission ("**SEC**"), including financial statements and other financial information, must comply with applicable federal securities laws and SEC rules. Depending on your position, you may be called upon to provide information to help assure that the Company's public reports and communications are complete, fair, accurate and understandable. You are expected to use all reasonable efforts to provide complete, accurate, objective, relevant, timely and understandable answers to inquiries related to the Company's public disclosures.

Each director, officer, employee and consultant, to the extent involved in the Company's disclosure process, must:

- be familiar with the disclosure requirements applicable to the Company, as well as the business and financial operations of the Company;
- be familiar with and comply with the Company's disclosure controls and procedures and its internal control over financial reporting, to the extent relevant to his or her area of responsibility so that the Company's public reports and documents filed with the SEC comply in all material respects with the applicable federal securities laws and SEC rules;
- to the extent appropriate within his or her area of responsibility, take all necessary steps to ensure that all filings with the SEC and all other public communications about the financial and business condition of the Company provide full, fair, accurate, timely and understandable disclosure, and
- not knowingly misrepresent, or cause others to misrepresent, facts about the Company to others, whether within or outside the Company, including to the Company's independent auditors, governmental regulators and self-regulatory organizations.

12. Record Keeping.

The Company requires honest and accurate recording and reporting of information in order to make responsible business decisions. If you use a business expense account, expenses to be reimbursed must be documented and recorded accurately. If you are not sure whether an expense is appropriate, ask your supervisor.

All of the Company's books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect the Company's transactions and must conform both to applicable legal requirements and to the Company's system of internal controls. All Company business data, records and reports must be prepared truthfully and accurately. The Company's business records must be maintained for the periods specified in the Company's applicable record retention policies.

Employees who contribute to or prepare the Company's financial statements, public filings, submissions or communications should do so in accordance with the following guidelines:

- All accounting records, as well as reports produced from those records, must be prepared in accordance with the laws of each applicable jurisdiction.
- All records must fairly and accurately reflect the transactions or occurrences to which they relate.
- All records must fairly and accurately reflect, in reasonable detail, the Company's assets, liabilities, revenues and expenses.
- The Company's accounting records must not contain any false or intentionally misleading entries.
- No transactions should be intentionally misclassified as to accounts, departments or accounting periods.
- All transactions must be supported by accurate documentation in reasonable detail and recorded in the proper account and in the proper accounting period.
- No information should be concealed from independent auditors.
- Compliance with the Company's system of internal accounting controls is required.

Business records and communications often become public, and employees should avoid exaggeration, derogatory remarks, guesswork or inappropriate characterizations of people and companies that can be misunderstood. This applies equally to e-mail, internal memos and formal reports.

13. Implementation.

Violations of this Code or of any direction given by the Board or management in order to affect the provisions, goals, and aims of this Code may result in disciplinary action, including termination of employment.

14. Reporting Violations of this Code.

Directors, officers, employees and consultants are responsible for being aware of the corporate policies applicable to their activities and to comply with them fully. If you become aware of illegal activity, unethical behavior, a violation of this Code or believe that a violation may take place in the future, you

should promptly report the matter in the manner outlined below and set forth in more detail in the Company's Compliance Reporting Policy. Failure to report a known violation allows misconduct to go unremedied and could itself be a violation.

Such report may be made in person or in writing, and may be anonymous, at the employee's discretion, through the following:

- Discuss the situation with the CEO, CFO or your Code of Ethics Contact;
- If you do not believe your concern is being adequately addressed, or you are not comfortable speaking with one of the above-noted contacts, report your concern using one of the methods listed below, through which you may choose to identify yourself or remain anonymous:
 - by mail to Actuate Therapeutics Inc., 1751 River Run, Suite 400, Fort Worth, Texas, Attn: CEO, CFO, Chair of the Board or Audit Committee Chair (as you believe would be the appropriate recipient); or
 - via our ethics or reporting hotline by phone at 1-800-988-7724 or online at <https://reportanissue.com/actuate>.

Employees submitting a report on an anonymous basis are strongly encouraged to keep a copy of the report (if made in writing) and a record of the time and date of their submission, as well as a description of the matter as reported if the report was not in writing. Employees are encouraged to provide as much specific information as possible, including names, dates, places and events that took place, relevant documents and the employee's perception of why the incident(s) may be misconduct.

The Company will follow the procedures in the Company's Compliance Reporting Policy in investigating and enforcing this Code and in reporting on this Code.

Notwithstanding the foregoing, this Code does not prohibit a director, officer, employee or consultant from providing information to a federal regulatory or law enforcement agency, any member of Congress, or any committee of Congress, in connection with conduct that such person reasonably believes constitutes a violation of a criminal statute (including antifraud statutes) or any rules or regulations of the SEC, whether or not reported internally as described above.

We will not allow retaliation against an employee for reporting, opposing or participating in any investigation of a possible violation of this Code. Retaliation for reporting a federal offense is illegal under federal law and prohibited under this Code. The employee is protected from retaliation even if the investigator does not agree that there has been a violation.

The Audit Committee is responsible for applying and has the authority to interpret this Code in any particular situation.

15. Accountability for Adherence to this Code.

The Board shall determine, or, with respect to matters not involving directors or executive officers, designate appropriate persons to determine, appropriate actions to be taken in the event of violations of this Code. Such actions shall be reasonably designed to deter wrongdoing and to promote accountability for adherence to this Code, and shall include written notices to the individual involved that the Board or its designee has determined that there has been a violation, and may include censure by the Board or its designee, demotion or re-assignment of the individual involved, suspension with or without pay (as determined by the Board or its designee) and termination of the individual's employment or other service.

16. **Waiver.**

Any waiver of this Code for directors or executive officers may be made only by the Board and will be promptly disclosed as required by law and the Nasdaq Stock Market, Inc., Marketplace Rules. Any person who believes that a waiver may be called for should discuss the matter with the Code of Ethics Contact.

17. **What to Do if You Have Questions or Are Unsure About a Transaction.**

We must all work to ensure prompt and consistent action against violations of this Code. However, in some situations, it is difficult to know right from wrong. Since we cannot anticipate every situation that will arise, it is important that we have a way to approach a new question or problem. These are the steps to keep in mind:

- Always ask first, act later. If you are unsure of what to do in any situation, seek guidance from your supervisor or the Code of Ethics Contact before you act.
- Make sure you have all the facts. In order to reach the right solutions, you must be as fully informed as possible.
- Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper? This will enable you to focus on the specific question you are faced with, and the alternatives you have. Use your judgment and common sense; if something seems unethical or improper, it probably is.
- Discuss the problem with your supervisor. This is the basic guidance for all situations. In many cases, your supervisor will be more knowledgeable about the question, and will appreciate being brought into the decision-making process.
- Seek help from Company resources. In the event it is inappropriate to discuss an issue with your supervisor, or if you do not feel comfortable approaching your supervisor with your question, you may also call the Code of Ethics Contact.
- You may report ethical violations in confidence and without fear of retaliation. If your situation requires that your identity be kept secret, your anonymity will be protected.
- **If you have questions or uncertainties regarding this Code or are unsure as to whether an action is consistent with this Code, please contact the Code of Ethics Contact.**

Policy Date: August 12, 2024