

PHASEBIO PHARMACEUTICALS, INC.
ACCOUNTING & AUDITING WHISTLEBLOWER POLICY

EFFECTIVE OCTOBER 17, 2018

PURPOSE

PhaseBio Pharmaceuticals, Inc. (“*PhaseBio*”) is committed to complying with all laws that govern its business, including those that govern our accounting and auditing practices. We encourage open discussion of our business practices within the workplace. If you have a good-faith complaint about a possible violation of law or policy, including with regard to accounting or auditing matters, we expect you to report it promptly. Other third parties, such as consultants or vendors, may also report a good-faith complaint about accounting or auditing matters in accordance with this policy.

The Board of Directors established these procedures to facilitate the reporting of such complaints. The procedures govern (i) receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters, and (ii) confidential, anonymous submission of concerns regarding questionable accounting or auditing matters.

This policy is a supplement to our Code of Conduct. Please note that while this policy focuses on accounting and auditing issues, our commitment to encouraging reports, our policy of non-retaliation, and our reporting hotline – all discussed below – apply equally to all sorts of Code of Conduct violations and other violations of law or policy. See the Code of Conduct for details. We encourage you to reach out to our Chief Financial Officer, John Sharp (john.sharp@phasebio.com) with any questions you may have.

SCOPE OF MATTERS COVERED

This policy covers complaints relating to accounting or auditing matters, including:

- fraud, deliberate error, or gross negligence or recklessness in the preparation, evaluation, review, or audit of PhaseBio’s financial statements;
- fraud, deliberate error, or gross negligence or recklessness in the recording and maintaining of PhaseBio’s financial records;
- deficiencies in or noncompliance with our internal accounting controls;
- misrepresentation or false statements to management, regulators, outside auditors, or others by a senior officer, accountant, or other employee regarding a matter contained in PhaseBio’s financial records, financial reports, or audit reports; or
- deviation from full and fair reporting of our results or financial condition.

NON-RETALIATION

We will not retaliate against you for filing a good-faith concern regarding non-compliance with this policy. Nor will we retaliate against anyone participating in the investigation of such a complaint solely because they participated. Finally, we will not permit retaliation by any manager or executive officer. If you believe you have been subjected to retaliation or the threat of retaliation, please file a complaint with our Chief Financial Officer. We will take appropriate corrective action if you experience an improper response in violation of this policy.

CHIEF FINANCIAL OFFICER

Our Chief Financial Officer is responsible for administering this policy. The Chief Financial Officer or his designee is responsible for receiving, reviewing, then investigating (under the direction and oversight of the Audit Committee) complaints under this policy.

REPORTING

If you have a complaint covered by this policy, you should report it to the Chief Financial Officer, either directly or via compliance-reporting@phasebio.com, which will be distributed to both the CFO and the Audit Committee Chair. If the suspected violation involves the Chief Financial Officer, you should report it to our Chief Executive Officer or a member of the Audit Committee.

ANONYMOUS REPORTING

We have a procedure for anonymous reporting of complaints about any suspected violation of law or policy, including those involving accounting or auditing matters. To file an anonymous report:

- Send a message from an anonymous email address to compliance-reporting@phasebio.com, or
- Send a report by regular mail to the Chief Financial Officer, John Sharp, at PhaseBio Pharmaceuticals, Inc., 1 Great Valley Parkway, Suite 30, Malvern, Pennsylvania 19355; or
- Leave an anonymous message by phone at 1-866-418-4615; or

We expect employees to make every effort to report concerns using one or more of the above methods. The complaint procedure is specifically designed so that you have a mechanism that allows you to bypass a supervisor that may be engaged in prohibited conduct. Anonymous reports should be factual, instead of speculative or conclusory, and should contain as much specific information as possible to allow those investigating the report to adequately assess the nature, extent, and urgency of the investigation.

RECEIVING AND INVESTIGATING COMPLAINTS

After receiving a complaint, our Chief Financial Officer (or his designee) will determine whether the alleged information pertains to an accounting or audit matter. Our Chief Financial Officer will promptly notify the Audit Committee of all complaints related to an accounting or audit matter.

Complaints regarding matters other than accounting or audit will be investigated by our Chief Financial Officer or his designee (or another appropriate department, such as Human Resources, as warranted).

Initially, the Audit Committee will determine if there is an adequate basis for an investigation. If so, the Chief Financial Officer will appoint one or more investigators to promptly and fully investigate any claims under the direction and oversight of the Audit Committee. The Audit Committee may also appoint others to oversee the investigation. If the reporting person identified himself, the Chief Financial Officer will also confidentially tell the reporting person that the complaint was received and whether an investigator has been assigned. The reporting person will be given the investigator's name and contact information.

The reporting person's confidentiality will be maintained to the fullest extent possible consistent with the need to conduct an adequate investigation. PhaseBio may find it necessary to share information on a "need to know" basis in the course of any investigation.

If the investigation confirms that a violation has occurred, PhaseBio will promptly take appropriate corrective action against the persons involved. This may include termination. The matter may also be referred to governmental authorities that may investigate and initiate civil or criminal proceedings.

RETENTION OF COMPLAINTS

The Chief Financial Officer or his designee will maintain a log of all complaints covered by this policy, tracking their receipt, investigation, and resolution. The Chief Financial Officer will prepare a periodic report for each member of the Audit Committee. Each member of the Audit Committee will have access to the log, and the Chief Financial Officer may provide access to the log to other personnel involved in the investigation of complaints. Copies of the log and all documents obtained or created in connection with any investigation will be maintained in accordance with any established document retention policy.