

# MEIRAGTx HOLDINGS PLC

## CODE OF BUSINESS CONDUCT AND ETHICS

### I. INTRODUCTION

#### A. Purpose

At MeiraGTx Holdings plc (the “*Company*” or “*we*”), we are focused on developing potentially curative treatments for patients living with serious diseases. Our mission is to improve the lives of patients through cutting-edge science designed to treat their specific condition. We believe each patient deserves the best treatment possible, and we seek to deliver on that promise by finding novel treatments through our highly flexible gene therapy platform and scalable manufacturing capabilities.

We are firmly committed to uncompromising integrity, compliance and ethics to ensure that everything we do meets the highest standard of principled business behavior. This Code of Business Conduct and Ethics (the “*Code*”) contains general guidelines for conducting the business of MeiraGTx consistent with these standards. To the extent this Code requires a higher standard than required by commercial practice or applicable laws, rules or regulations, the Company is committed to adhering to these higher standards.

This Code applies to all of our directors, officers and other employees of the Company, as well as those contractors and consultants of the Company that have entered into a consulting agreement with the Company. We refer to all officers and other employees covered by this Code as “Company employees” or simply “employees,” and we refer to all persons covered by this Code as “*Covered Persons*,” in each case, unless the context otherwise requires. In this Code, we refer to our principal executive officer, principal financial officer, principal accounting officer and controller, or persons performing similar functions, as our “principal financial officers.” The provisions of this Code apply to Covered Persons, as applicable, in connection with such person’s service to or on behalf of the Company.

#### B. Seeking Help and Information

This Code is not intended to be a comprehensive rulebook and cannot address every situation that you may face. If you have any questions, feel uncomfortable about a situation or have any doubts about whether any conduct is consistent with the Company’s ethical standards, seek help. We encourage you to contact your supervisor for help first. If your supervisor cannot answer your question or if you do not feel comfortable contacting your supervisor, you may contact the Company’s General Counsel. The Company has also established an Ethics Hotline that is available 24 hours a day, 7 days a week, at <https://meiragtx.ethicspoint.com>, or by telephone at:

- 1-844-545-1394 in the U.S.;
- 0800 890 011 in the U.K. (followed by code 844-545-1394 when prompted);
- 1800 550 000 in Ireland (followed by code 844-545-1394 when prompted); or
- 0800 10010 in Belgium (followed by code 844-545-1394 when prompted).

You may remain anonymous and will not be required to reveal your identity in a telephone call to the Ethics Hotline, although providing your identity may assist the Company in addressing your questions or concerns. Reports to the Ethics Hotline are shared with senior management and the Audit Committee of the Board of Directors.

### C. Reporting Violations of the Code

You have a duty to report any known or suspected violation of this Code, including violations of the laws, rules, regulations or policies that apply to the Company. If you know of or suspect a violation of this Code, immediately report the conduct to your supervisor, or the Company's General Counsel, or the Ethics Hotline as set forth above. The Company's General Counsel will work with you and your supervisor or other appropriate persons to investigate your concern. If you do not feel comfortable reporting the conduct to your supervisor or you do not get a satisfactory response, you should contact the Company's General Counsel or call the Ethics Hotline. You may remain anonymous and will not be required to reveal your identity in a telephone call to the Ethics Hotline, although providing your identity may assist the Company in investigating your concern. All reports of known or suspected violations of the law or this Code will be handled sensitively and with discretion. Your supervisor, the Company's General Counsel and the Company will protect your confidentiality to the extent possible, consistent with applicable laws and the Company's need to investigate your concern.

It is Company policy that any Covered Person who violates this Code will be subject to appropriate discipline, which may include, for an employee, termination of employment, for a contractor or consultant, termination of service, or, for a director, a request that such director resign from the Board of Directors of the Company (the "*Board of Directors*"). This determination will be based upon the facts and circumstances of each particular situation. If you are accused of violating this Code, you will be given an opportunity to present your version of the events at issue prior to any determination of appropriate discipline. If you violate the law or this Code, you may be exposed to substantial civil damages, criminal fines and prison terms. The Company may also face substantial fines and penalties and may incur damage to its reputation and standing in the community. Your conduct as a representative of the Company, if it does not comply with the law or with this Code, can result in serious consequences for both you and the Company.

### D. Policy Against Retaliation

The Company prohibits retaliation against a Covered Person who, in good faith, seeks help or reports known or suspected violations. Any reprisal or retaliation against such person because such person, in good faith, sought help or filed a report will be subject to disciplinary action, including potential termination of employment or service, as applicable.

### E. Waivers of the Code

Any waiver of this Code for our directors, executive officers or other principal financial officers may be made only by our Board of Directors and will be disclosed to the public as required by law or the rules of The Nasdaq Stock Market, when applicable. Waivers of this Code for other Covered Persons may be made only by our Chief Executive Officer or General Counsel and will be reported to our Audit Committee.

## II. **CONFLICTS OF INTEREST**

### A. Identifying Potential Conflicts of Interest

Covered Persons must act in the best interests of the Company. You must refrain from engaging in any activity or having a personal interest that presents a "conflict of interest" and

should seek to avoid even the appearance of a conflict of interest. A conflict of interest occurs when your personal interest interferes with the interests of the Company. A conflict of interest can arise whenever you, in your service to the Company, take action or have an interest that prevents you from performing your Company duties and responsibilities honestly, objectively and effectively. Identifying potential conflicts of interest may not always be clear-cut. For example, the following situations might reasonably be expected to give rise to a conflict of interest and must be identified to, and addressed by, the General Counsel or the Board of Directors (as further described in Section II.B below) as soon as you become aware of the circumstances as more fully set forth below:

- Outside Employment. An employee being employed by, serving as a director of, or providing any services to a company that the individual knows or suspects is a material customer, supplier or competitor of the Company (other than services to be provided as part of an employee's job responsibilities for the Company).
- Improper Personal Benefits. Your obtaining any material (as to him or her) personal benefits or favors because of his or her position with the Company. Please see "Gifts and Entertainment" below for additional guidelines in this area.
- Financial Interests. Your having a "material interest" (ownership or otherwise) in any company that you know or suspect is a material customer, supplier or competitor of the Company and using your position to influence a transaction with such company. Whether you have a "material interest" will be determined by the Board of Directors in light of all of the circumstances, including consideration of your relationship to the customer, supplier or competitor, your relationship to the specific transaction and the importance of your interest.
- Loans or Other Financial Transactions. Your obtaining loans or guarantees of personal obligations from, or entering into any other personal financial transaction with, any company that you know or suspect is a material customer, supplier or competitor of the Company. This guideline does not prohibit arms-length transactions with banks, brokerage firms or other financial institutions.
- Service on Boards and Committees. Your serving on a board of directors or trustees or on a committee of any entity (whether profit or not-for-profit) whose interests might reasonably be expected to conflict with those of the Company.
- Actions of Family Members. The actions of family members outside the workplace may also give rise to the conflicts of interest described above because they may influence your objectivity in making decisions on behalf of the Company, such as when a family member may work for, or be applying to work for, the Company, a competitor, vendor, consultant, business partner or customer of the Company. For purposes of this Code, "family members" include your spouse or life-partner, brothers, sisters, parents, in-laws and children whether such relationships are by blood or adoption.

For purposes of this Code, a person or entity is a "material" customer if the customer has made payments to the Company in the past year in excess of \$200,000 (or equivalent amount in British pound sterling, euro or other currency) or 5% of the customer's gross revenues, whichever

is greater. A person or entity is a “material” supplier if the supplier has received payments from the Company in the past year in excess of \$200,000 (or equivalent amount in British pound sterling euro or other currency) or 5% of the supplier’s gross revenues, whichever is greater. If you are uncertain whether a particular person or entity is a material customer or supplier, please contact the Company’s principal financial officer for assistance.

#### B. Disclosure of Conflicts of Interest

The Company requires that you promptly disclose any situation that reasonably would be expected to give rise to a conflict of interest. If you suspect that you have a situation that could give rise to a conflict of interest, or something that others could reasonably perceive as a conflict of interest, you must report it in writing to the Company’s General Counsel, or if you are a director or executive officer, to the Board of Directors. The Company’s General Counsel or the Board of Directors, as applicable, will work with you to determine whether you have a conflict of interest and, if so, how best to address it. All transactions that could potentially give rise to a conflict of interest involving a director, executive officer or principal financial officer must be approved in advance by the Board of Directors, and any such approval will not be considered a waiver of this Code.

### III. CORPORATE OPPORTUNITIES

You have an obligation to advance the Company’s interests when the opportunity to do so arises. If you discover or are presented with a business opportunity through the use of corporate property or information or because of your position with the Company, you should first present the business opportunity to the Company before pursuing the opportunity in your individual capacity. You may not use corporate property, information or your position with the Company for personal gain while providing services to the Company.

You should disclose to your supervisor the terms and conditions of each business opportunity covered by this Code that you wish to pursue. Your supervisor will contact the Company’s General Counsel and the appropriate management personnel to determine whether the Company wishes to pursue the business opportunity. If the Company waives its right to pursue the business opportunity, you may pursue the business opportunity on the same terms and conditions as originally proposed and consistent with the other ethical guidelines set forth in this Code.

### IV. CONFIDENTIAL INFORMATION

Covered Persons have access to a variety of confidential information regarding the Company. Confidential information includes all non-public information that might be of use to competitors or investors, or, if disclosed, harmful to the Company or its collaborators, customers or suppliers. You have a duty to safeguard all confidential information of the Company or third parties with which the Company conducts business, except when disclosure is authorized or legally mandated. Unauthorized disclosure of any confidential information is prohibited. Additionally, you should take appropriate precautions to ensure that confidential or sensitive business information, whether it is proprietary to the Company or another company, is not communicated within the Company except to those individuals who have a need to know such information to perform their responsibilities for the Company. Your obligation to protect confidential information continues after you cease service with the Company. Unauthorized disclosure of confidential information could cause competitive harm to the Company or its collaborators,

customers or suppliers and could result in legal liability to you and the Company.

Any questions or concerns regarding whether disclosure of Company information is legally mandated should be promptly referred to the Company's General Counsel.

## **V. COMPETITION AND FAIR DEALING**

You should endeavor to deal fairly with fellow Covered Persons and with the Company's collaborators, licensors, customers, suppliers and competitors. You should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice. You should maintain and protect any intellectual property licensed from licensors with the same care as they employ with regard to Company-developed intellectual property. You should also handle the nonpublic information of our collaborators, licensors, suppliers and customers responsibly and in accordance with our agreements with them, including information regarding their technology and product pipelines.

## **VI. GIFTS AND ENTERTAINMENT**

The giving and receiving of gifts or entertainment is a common business practice. Appropriate business gifts and entertainment can be an integral part of building relationships among business partners ("business partners" defined for purposes of this Section VI as current suppliers, customers, contractors, consultants or competitors and prospective suppliers, customers, contractors, consultants or competitors with whom we are considering, or intending to enter into, a business relationship). Business gifts and entertainment ("business gifts and entertainment" defined for purposes of this Section VI as gifts and entertainment to, from or with business partners), however, must not compromise, or appear to compromise, your or the recipient's ability to make objective and fair business decisions. In addition, it is important to note that the giving and receiving of business gifts or entertainment are subject to a variety of laws, rules and regulations applicable to the Company's operations. These include, without limitation, laws covering the marketing of products, bribery, kickbacks and facilitation payments. You are expected to understand and comply with all laws, rules and regulations that apply to your job position. Please read these rules carefully and refer back to them often to ensure that you fully understand how they apply to your interactions with business partners, competitors and government personnel, among others.

It is your responsibility to ensure that giving or accepting a business gift or entertainment, as defined herein, is appropriate under the circumstances. As a general rule, any business gift or entertainment given or received must be infrequent, nominal in value, intended to further legitimate business goals and be in compliance with these rules, as well as any gift and entertainment rules applicable to the recipient and applicable law. The business gift or entertainment must never be, or potentially appear to be, an inducement to or reward for any particular business decision by the Company or any business partner, and it must not be offered, given or accepted in anticipation of or during business negotiations with a prospective business partner.

If consistent with these principles, employees may give or accept an occasional unsolicited courtesy business gift or entertainment, so long as the gift or entertainment has a market value under \$150 (but usually lower), is customary in the industry, and does not influence or appear to influence the judgment, conduct, or business decisions of the recipient, and is not offered, made

or received at a time when a business decision is pending or being considered.

With respect to business gifts or entertainment to be given, all expenses incurred should be within this \$150 limit (but usually lower), given in the name of the Company and fully and accurately identified on expense reports. The giving of business gifts or entertainment above this level is strongly discouraged and must be pre-approved by your supervisor. If unusual circumstances do not permit prior approval, the business gift or entertainment must be reported promptly after it is given.

With respect to business gifts or entertainment received, any such gifts above the \$150 threshold are strongly discouraged and generally should be declined. If anticipated, such business gifts or entertainment above the limit must be reported to the General Counsel in advance. If circumstances do not permit advance reporting, the business gift or entertainment must be reported promptly following its receipt.

If under the circumstances it would in your judgment be inappropriate to accept a business gift or entertainment under the \$150 limit, and you are unable to return the gift, please contact the General Counsel, who may require you to donate the gift to an appropriate community organization.

Gifts given or received may never be in cash or cash equivalents (such as gift certificates or vouchers). In addition, gifts must be given openly rather than secretly.

If you have any questions about whether it is permissible to give or accept a gift, entertainment or something else of value, contact the General Counsel for additional guidance.

In assessing appropriateness, you must be particularly careful that gifts and entertainment are not construed as bribes, kickbacks or other improper payments that are in violation of company policy or applicable law. See “Anti-Corruption Laws” in Section XII of this Code for a more detailed discussion of our policies regarding giving or receiving gifts or anything of value related to business transactions in foreign countries.

**Important Note: Notwithstanding anything in this Section VI, gifts and entertainment may never be offered or exchanged under any circumstances to or with any governmental employees or representatives, or politicians or political parties, without the prior written approval of the General Counsel or the Chief Executive Officer.** If you have any questions about this policy, contact your supervisor or the Company’s General Counsel for additional guidance. For a more detailed discussion of special considerations applicable to dealing with governments, see “Interactions with the Government” in Section X.B below.

## **VII. COMPANY RECORDS**

Accurate and reliable records are crucial to our business. Our records are the basis of our earnings statements, financial reports, regulatory submissions and many other aspects of our business and guide our business decision-making and strategic planning. Company records include financial records, personnel records, records relating to our technology and product development, clinical development, customer collaborations, manufacturing and regulatory submissions and all other records maintained in the ordinary course of our business.

All Company records must be complete, accurate and reliable in all material respects. You

must follow any formal document retention policy of the Company with respect to Company records within your control. Please contact your supervisor or the Company's General Counsel to obtain a copy of any such policy or with any questions concerning any such policy.

#### **VIII. PROTECTION AND USE OF COMPANY ASSETS AND FACILITIES**

Covered Persons should protect the Company's assets and ensure their efficient use for legitimate business purposes only and not for any personal benefit or the personal benefit of anyone else. Theft, carelessness and waste have a direct impact on the Company's financial performance. The use of Company funds or assets, whether or not for personal gain, for any unlawful or improper purpose is prohibited. Additionally, to keep our employees, assets and confidential information safe and secure, only Company employees may have security badges providing continuous access to the Company's premises and facilities. Temporary security badges issued to consultants, vendors and other visitors will only provide access to those areas of the Company's premises and facilities necessary to perform their responsibilities for the Company for the duration of their visit or provision of services on site.

You should be aware that Company property includes all data and communications transmitted or received to or by, or contained in, the Company's electronic or telephonic systems. Company property also includes all written communications, including but not limited to conversations or transmissions by email, the internet or instant messaging. Covered Persons should have no expectation of privacy with respect to these communications and data. To the extent permitted by law, the Company has the ability, and reserves the right, to monitor and review all electronic and telephonic communication using the Company's electronic or telephonic systems. These communications may also be subject to disclosure to law enforcement or government officials.

#### **IX. ACCURACY OF FINANCIAL REPORTS AND OTHER PUBLIC COMMUNICATIONS**

As a public company we are subject to various securities laws, regulations and reporting obligations. Both applicable law and our policies require the disclosure of accurate and complete information regarding the Company's business, financial condition and results of operations. Inaccurate, incomplete or untimely reporting will not be tolerated and can severely damage the Company and result in legal liability.

The Company's principal financial officers and other employees, contractors or consultants working in the finance department have a special responsibility to ensure that all of our financial disclosures are full, fair, accurate, timely and understandable. These individuals must understand and strictly comply with generally accepted accounting principles and all standards, laws and regulations for accounting and financial reporting of transactions, estimates and forecasts.

#### **X. COMPLIANCE WITH LAWS AND REGULATIONS**

Each Covered Person has an obligation to comply with all laws, rules and regulations applicable to the Company's operations. These include, without limitation, laws covering bribery and kickbacks, the development, testing, approval, manufacture, marketing and sale of our products and product candidates, copyrights, trademarks and trade secrets, information privacy, insider trading, illegal political contributions, antitrust prohibitions, foreign corrupt practices, offering or receiving gratuities, environmental hazards, employment discrimination or harassment,

occupational health and safety, false or misleading financial information or misuse of corporate assets. You are expected to understand and comply with all laws, rules and regulations that apply to your job position. If any doubt exists about whether a course of action is lawful, you should seek advice from your supervisor or the Company's General Counsel.

A. The Food, Drug and Cosmetic Act, EU and EU Member State Pharmaceutical Laws and Interactions with the Food And Drug Administration, the European Medicines Agency, the U.K. Medicines and Healthcare Products Regulatory Agency and other EU Member State competent authorities

The Company's products, product candidates and operations are subject to extensive and rigorous regulation by the U.S. Food and Drug Administration (the "**FDA**") under the Federal Food, Drug, and Cosmetic Act (the "**FFDCA**") and its implementing regulations, as well as under the laws applicable to pharmaceutical products in the U.K. and EU and the Member States of the EU (the "**European Pharmaceuticals Laws**"). FDA regulations and European Pharmaceuticals Laws regulate many areas of the Company's operations, including, but not limited to, the development, design, non-clinical and clinical research, manufacturing, safety, efficacy, labeling, packaging, storage, recordkeeping, premarket clearance or approval, adverse event reporting, advertising, promotion, marketing, sale and distribution of our products. Local regulatory authorities also regulate the export of products manufactured in their jurisdictions to international markets, as well as the import of products manufactured in international markets into their jurisdictions. Violation of these laws and regulations can have significant impacts on the Company and its products, including, among other things, severe civil and criminal penalties, adverse publicity for the Company, total or partial suspension of production of a Company product, withdrawal of a Company product from the market or restrictions on our ability to continue selling a Company product, and disciplinary action by the Company against the responsible individuals, up to and including termination of employment.

Covered Persons with responsibilities in the areas governed by the FFDCA, FDA regulations and European Pharmaceuticals Laws are required to review, understand and comply with applicable laws and regulations. These individuals are expected to have a thorough understanding of the laws, regulations and other relevant standards applicable to their job positions, and to comply with those requirements. If any doubt exists regarding whether your job position or a particular course of action is governed by these laws and regulations, you should seek advice immediately from your supervisor and the Company's General Counsel.

B. Interactions with the Government

The Company may conduct business with the U.K. and U.S. governments, EU institutions and other public bodies, state and local governments and the governments of other countries. The Company is committed to conducting its business with all governments, public bodies and their representatives with the highest standards of business ethics and in compliance with all applicable laws and regulations, including the special requirements that apply to communications with governmental bodies that may have regulatory authority over our products and operations, such as government contracts and government transactions.

If your job responsibilities include interacting with governments, public bodies, public officials or their representatives, you are expected to understand and comply with the special laws, rules and regulations that apply to your job position as well as with any applicable standard

operating procedures that the Company has implemented. If any doubt exists about whether a course of action is lawful, you should seek advice immediately from your supervisor and the Company's General Counsel. **In no event may any gifts or entertainment be offered or exchanged under any circumstances to or with any governmental employees or representatives, or politicians or political parties, without the prior written approval of the General Counsel or the Chief Executive Officer.**

In addition to the above, you must obtain approval from the Company's Chief Executive Officer or General Counsel for any work activity that requires communication with any member or employee of a legislative body or with any governmental official or employee. Work activities covered by this policy include meetings with legislators or members of their staffs or with any executive branch officials on behalf of the Company. Preparation, research and other background activities that are done in support of lobbying communication are also covered by this policy even if the communication ultimately is not made. If any doubt exists about whether a given work activity would be considered covered by this provision, you should seek advice immediately from your supervisor and the Company's General Counsel.

C. Political Contributions and Volunteer Activities

The Company encourages its Covered Persons to participate in the political process as individuals and on their own time. However, applicable contribution and lobbying laws severely limit the contributions the Company can make to political parties or candidates. It is Company policy that Company funds or assets not be used to make a political contribution to any political party or candidate, unless prior written approval has been given by our Chief Executive Officer or principal financial officer. The Company will not reimburse you for personal political contributions. When you participate in non-Company political affairs, you should be careful to make it clear that your views and actions are your own, and not made on behalf of the Company. Please contact the Company's General Counsel if you have any questions about this policy.

D. Interactions with Healthcare Professionals and Patient Organizations

The Company respects the practice of medicine and supports the integrity of the physician-patient relationship. You may interact with healthcare professionals, patient advocacy groups, payers, and others on behalf of the Company only in a way that does not have, or appear to have, an improper influence on their decisions. In the event that the Company's research or business requires that we engage the services of a healthcare professional to serve as an investigator, consultant or speaker, we do so in order to meet a legitimate and appropriate business purpose and only when the terms of the engagement are consistent with applicable legal and Company policy requirements. You must adhere to applicable industry guidelines and other regulations, only offering meals and hospitality in a manner that is consistent with the Company's policies and is conducive to educational, clinical or scientific discussions. The Company will collect, report, and disclose payments and other transfers of value made to healthcare professionals when and where required by law.

E. Compliance with Antitrust Laws

Antitrust laws of the United States and other countries are designed to protect consumers and competitors against unfair business practices and to promote and preserve competition. Our policy is to compete vigorously and ethically while complying with all antitrust, monopoly,

competition or cartel laws in all countries, states or localities in which the Company conducts business. Violations of antitrust laws may result in severe penalties against the Company and its employees, including potentially substantial fines and criminal sanctions. You are expected to maintain basic familiarity with the antitrust principles applicable to your activities, and you should consult the Company's General Counsel with any questions you may have concerning compliance with these laws.

1. Meetings with Competitors

You should exercise caution in meetings with competitors. Any meeting with a competitor may give rise to the appearance of impropriety. As a result, if you are required to meet with a competitor for any reason, you should obtain the prior written approval of an executive officer of the Company. You should try to meet with competitors in a closely monitored, controlled environment for a limited period of time. You should create and circulate agendas in advance of any such meetings, and the contents of your meeting should be fully documented. In no event should you disclose or receive confidential information during these meetings. Additionally, you should refrain from any communications regarding product or service offerings, supplier terms and conditions, collaborations and development projects, prices, costs, market share, allocation of sales territories, bids for a particular contract or collaboration, distribution methods or channels, marketing strategies, future development plans or product roadmaps and any other subjects relating to or affecting the production or sale of products and services to existing or prospective customers. If any of the foregoing topics are raised during your meeting, you should affirmatively end the discussion, and you should state your reasons for doing so.

2. Professional Organizations and Trade Associations

You should be cautious when attending meetings of professional organizations and trade associations at which competitors are present. Attending meetings of professional organizations and trade associations is both legal and proper, if such meetings have a legitimate business purpose in the interest of the Company and are conducted in an open fashion, adhering to a proper agenda. Any questions regarding the appropriateness of such meetings should be referred to the General Counsel. At such meetings, you should not discuss the restricted topics listed above, the Company's pricing policies or other competitive terms, plans for new or expanded products, services or facilities or any other proprietary, competitively sensitive business information. You are required to notify your supervisor or the Company's General Counsel prior to attending any meeting of a professional organization or trade association.

F. Compliance with Insider Trading Laws

Consistent with the Company's Insider Trading Compliance Policy, Covered Persons are prohibited from trading in the stock or other securities of the Company while in possession of material nonpublic information about the Company. In addition, Covered Persons are prohibited from recommending, "tipping" or suggesting that anyone else buy or sell the Company's stock or other securities on the basis of material non-public information. Covered Persons who obtain material non-public information about another company in the course of their duties are prohibited from trading in the stock or securities of the other company while in possession of such information or "tipping" others to trade on the basis of such information. Violation of insider trading laws can result in severe fines and criminal penalties, as well as disciplinary action by the Company, up to

and including, for an employee, termination of employment, for a contractor or consultant, termination of service, or, for a director, a request that such director resign from the Board of Directors. Under the Insider Trading Compliance Policy, all transactions in the Company's securities (including without limitation, acquisitions and dispositions of Company shares, gifts, the exercise of share options, the sale of Company shares issued upon exercise of share options or vesting of equity awards and the sale of shares acquired through the Company's employee share purchase plan) by Covered Persons must be pre-cleared by the Company's General Counsel or his or her designee. You are required to read carefully and observe our Insider Trading Compliance Policy, as amended from time to time. Please contact the Company's General Counsel for a copy of the Insider Trading Compliance Policy or with any questions you may have about insider trading laws.

## **XI. PUBLIC COMMUNICATIONS AND REGULATION FD**

### **A. Public Communications Generally**

The Company places a high value on its credibility and reputation in the community. What is written or said about the Company in the news media and investment community directly impacts our reputation, positively or negatively. Our policy is to provide timely, accurate and complete information in response to public requests (from media, analysts, etc.), consistent with our obligations to maintain the confidentiality of competitive and proprietary information and to prevent selective disclosure of market-sensitive financial data. The Company has adopted a separate Policy Statement – Guidelines for Corporate Disclosure to maintain the Company's credibility and reputation in the community, to maintain the confidentiality of competitive and proprietary information and to prevent selective disclosure of market-sensitive financial data.

### **B. Compliance with Regulation FD**

In connection with its public communications, the Company is required to comply with a rule under the U.S. federal securities laws referred to as Regulation FD (which stands for "fair disclosure"). Regulation FD provides that, when we disclose material non-public information about the Company to securities market professionals or stockholders (where it is reasonably foreseeable that the stockholders will trade on the information), we must also disclose the information to the public. "Securities market professionals" generally include analysts, institutional investors and other investment advisors.

The Company has designated certain individuals as "spokespersons" who are responsible for communicating with analysts, institutional investors and representatives of the media. Any employee or director who is not a designated spokesperson of the Company is prohibited from communicating any information about the Company to analysts, institutional investors or representatives of the media without prior written approval from the General Counsel or the Chief Executive Officer.

For more information on the Company's policies and procedures regarding public communications and Regulation FD, please contact the Company's General Counsel for a copy of the Company's Policy Statement – Guidelines for Corporate Disclosure or with any questions you may have about disclosure matters.

## **XII. ANTI-CORRUPTION LAWS**

The Company is committed to complying with the U.S. Foreign Corrupt Practices Act (the “*FCPA*”), the U.K. Bribery Act 2010 (the “*Bribery Act*”) and other applicable anti-corruption laws. The FCPA prohibits the Company and its employees, directors, officers, and agents from offering, giving, or promising money or any other item of value, directly or indirectly, to win or retain business or to influence any act or decision of any government official, political party, candidate for political office, or official of a public international organization.

Similarly, the Bribery Act prohibits the Company and its employees, directors and agents from offering, receiving, giving or promising any financial or other advantage, directly or indirectly, to win or retain business or an advantage in the conduct of business or to influence any act or decision whether such conduct is performed in the U.K. or abroad. The Bribery Act criminalizes bribery both in the public and the private sectors.

The Company prohibits Covered Persons from giving or receiving bribes, kickbacks, or other inducements to foreign officials or any other person. This prohibition also extends to payments to agents acting on the Company’s behalf if there is reason to believe that the payment will be used indirectly for a prohibited payment. Indirect payments include any transfer of money or other item of value to another individual or organization where the person making the transfer knows or has reason to know that some or all of that transfer is for the benefit of an individual to whom direct payments are prohibited. The use of agents for the payment of bribes, kickbacks or other inducements is also prohibited. In addition, gifts or entertainment may not be offered or exchanged under any circumstances to or with any governmental employees or representatives, or politicians or political parties, without the prior written approval of the General Counsel or the Chief Executive Officer.

Violation of the FCPA, the Bribery Act and other applicable anti-corruption laws is a crime that can result in severe fines and criminal penalties, as well as disciplinary action by the Company, up to and including, for an employee, termination of employment, for a contractor or consultant, termination of service. or, for a director, a request that such director resign from the Board of Directors. In addition, if the Company is found either to have participated in or to have failed to prevent the corruption, we could face an unlimited fine, be excluded from tendering for public contracts and face damage to our reputation. For further guidance, please contact the Company’s General Counsel.

## **XIII. IMPORT LAWS AND COUNTER-TERRORISM**

The Company must comply with import regulations as well as counter-terrorism requirements when engaging in international trade. If you are involved with importing, you need to be aware of the applicable governmental regulations and requirements, including those required by the FDA and the Customs-Trade Partnership Against Terrorism (C-TPAT). A failure to comply can result in fines, penalties, imprisonment and/or a loss of import privileges.

## **XIV. INTERNATIONAL TRADE LAWS**

Company employees and agents must know and comply with U.S. laws and regulations that govern international operations, as well the local laws of countries where the Company operates. The United States and many countries and regions (such as the U.K. and the EU and its Member States) enact and administer laws that restrict or otherwise require licensing for the export

or import of certain goods and services to other countries or to certain parties. U.S., U.K. and EU laws and regulations also impose various trade and economic sanctions or embargoes against other countries or persons, and prohibit cooperation with certain boycotts imposed by some countries against others. The Company, as a Cayman Islands incorporated entity, must act in compliance with certain sanctions in light of U.K. statutory instruments which apply such sanctions to the Cayman Islands.

The scope of licensing requirements, trade and economic sanctions, and trade embargoes may vary from country to country. They may range from specific prohibitions on trade in a given item to a total prohibition of all commercial transactions. It is important to note that the Company may not facilitate or encourage a non-U.S. company to perform a transaction that it could not perform itself pursuant to U.S. sanctions laws.

Covered Persons involved in export transactions or international operations must familiarize themselves with the list of countries against which the U.S., U.K. and EU maintain sanctions and the rules relating to exporting to or transacting with such countries, either directly or indirectly through foreign subsidiaries or other third parties. Due to the complexities of these international trade laws, contact the General Counsel before exporting or importing goods or services, or engaging in transactions with countries or persons that may be affected by economic or trade sanctions. If requested to participate in or cooperate with an international boycott that your government does not support, you may not agree to or comply with such request. Immediately report this request to the General Counsel.

## **XV. WORKPLACE STANDARDS**

We bring together personnel from different geographic, ethnic, cultural, personal and professional backgrounds which gives the Company a unique competitive advantage. We take pride in the diversity of our global workforce and are committed to ensuring that all individuals are treated with respect and dignity. We adhere to laws that prohibit discrimination everywhere that we do business and maintain zero tolerance for harassment in the workplace.

### **A. Employment Practices**

The Company is committed to fair employment practices in every aspect of our business. The following is only intended to be a summary of certain of our employment policies and procedures. Copies of the Company's detailed policies are provided to Covered Persons when they are onboarded to the Company and are also available by contacting the Human Resources department. You must comply with all applicable labor and employment laws, including anti-discrimination laws and laws related to freedom of association and privacy. It is your responsibility to understand and comply with the laws, regulations and policies that are relevant to your job. Failure to comply with labor and employment laws can result in civil and criminal liability against you and the Company, as well as disciplinary action by the Company, up to and including termination of service. You should contact the Company's General Counsel if you have any questions about the laws, regulations and policies that apply to you.

### **B. Harassment and Discrimination**

The Company is committed to providing equal opportunity and fair treatment to all individuals on the basis of merit, without discrimination because of race, color, religion, national origin, ethnicity, sex (including pregnancy), sexual orientation, gender, gender identity, age,

disability, veteran status or other characteristic protected by law. The Company also prohibits harassment based on these characteristics in any form, whether physical or verbal and whether committed by supervisors, non-supervisory personnel or non-employees. Harassment may include, but is not limited to, offensive sexual flirtations, unwanted sexual advances or propositions, verbal abuse, sexually or racially degrading words, or the display in the workplace of sexually suggestive or racially degrading objects or pictures.

If you have any concerns or complaints about discrimination or harassment, report such conduct to your supervisor or the Company's General Counsel. The Company's General Counsel will work with you and your supervisor or other appropriate persons to investigate your concern. You may also report known or suspected violations of the Code on the Ethics Hotline that is available 24 hours a day, 7 days a week. Please see the "Reporting Violations of the Code" section of this Code for additional details on the Hotline.

All complaints will be treated with sensitivity and discretion. Your supervisor, the Company's General Counsel and the Company will protect your confidentiality to the extent possible, consistent with law and the Company's need to investigate your concern. Where our investigation uncovers harassment or discrimination, we will take prompt corrective action, which may include disciplinary action by the Company, up to and including, termination of service. The Company strictly prohibits retaliation against a Covered Person who, in good faith, files a complaint.

Any member of management who has reason to believe that a Covered Person has been the victim of harassment or discrimination or who receives a report of alleged harassment or discrimination is required to report it to the relevant human resources personnel immediately.

#### C. Alcohol and Drugs

The Company is committed to maintaining a drug-free work place. All Covered Persons must comply strictly with Company policies regarding the abuse of alcohol and the possession, sale and use of illegal drugs. Drinking alcoholic beverages is prohibited while on duty or on the premises of the Company, except at specified Company-sanctioned events or as otherwise authorized in writing by management. Possessing, using, selling or offering illegal drugs and other controlled substances is prohibited under all circumstances while on duty or on the premises of the Company. Likewise, you are prohibited from reporting for work, or driving a Company vehicle or any vehicle on Company business, while under the influence of alcohol or any illegal drug or controlled substance.

#### D. Violence Prevention and Weapons

The safety and security of Covered Persons is vitally important. The Company will not tolerate violence or threats of violence in, or related to, the workplace. If you experience, witness or otherwise become aware of a violent or potentially violent situation that occurs on the Company's property or affects the Company's business you must immediately report the situation to your supervisor or the relevant human resources personnel.

The Company does not permit any individual to have weapons of any kind on Company property or in vehicles, while on the job or off-site while on Company business. This is true even if you have obtained legal permits to carry weapons. The only exception to this policy applies to security personnel who are specifically authorized by Company management in writing to carry weapons.

## **XVI. ENVIRONMENT, HEALTH AND SAFETY**

The Company is committed to providing a safe and healthy working environment and to avoid adverse impact and injury to the environment and the communities in which it does business. Covered Persons must comply with all applicable environmental, health and safety laws, regulations and Company standards. It is your responsibility to understand and comply with the laws, regulations and policies that are relevant to your job. Failure to comply with environmental, health and safety laws and regulations can result in civil and criminal liability against you and the Company, as well as disciplinary action by the Company, up to and including termination of your service. You should contact the Company's General Counsel if you have any questions about the laws, regulations and policies that apply to you.

### **A. Environment**

You should strive to conserve resources and reduce waste and emissions through recycling and other energy conservation measures. You have a responsibility to promptly report any known or suspected violations of environmental laws or any events that may result in a discharge or emission of hazardous materials.

### **B. Health and Safety**

The Company is committed not only to comply with all relevant health and safety laws, but also to conduct business in a manner that protects your safety. All Covered Persons are required to comply with all applicable health and safety laws, regulations and policies relevant to their positions. If you have a concern about unsafe conditions or tasks that present a risk of injury to you, please report these concerns immediately to your supervisor, the Head of Environmental, Health and Safety or the Company's General Counsel.

## **XVII. CONCLUSION**

This Code contains general guidelines for conducting the business of the Company consistent with the highest standards of business ethics. If you have any questions about these guidelines, please contact your supervisor or the Company's General Counsel. The Company expects all of its Covered Persons to adhere to these standards.

This Code, as applied to the Company's principal financial officers, shall be our "code of ethics" within the meaning of Section 406 of the Sarbanes-Oxley Act of 2002 and the rules promulgated thereunder.

This Code and the matters contained herein are neither a contract of employment nor a guarantee of continuing Company policy. The Company reserves the right to amend, supplement or discontinue this Code and the matters addressed herein, without prior notice, at any time.

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Effective Date: January 9, 2023