

# Code of Ethical Conduct

Revised on November 9, 2022

## Chapter 1 General Provisions

### Article 1 (Objectives)

This Code of Ethical Conduct (to be called the "Code") aims to define matters needed to enforce the Ethics Regulation of Celltrion (including the headquarters, subsidiaries, and companies that Celltrion invested in and has management rights; to be called the "Company") to prevent corruption and create a clean working environment; and to set the standard of behavior that the Company's all executives and employees shall follow.

### Article 2 (Designation and Operation of Code of Ethics Officer)

For efficient enforcement of the Code, each division designates and operates a Code of Ethics Officer who has work capabilities and ethicality, which the Compliance Officer manages.

### Article 3 (Definition)

Following is the definition of terms used in this Code.

1. "Employees" refer to employees hired in accordance with the employment rules.
2. "Executives" refer to directors (including those who fall under any of the subparagraphs of Paragraph 1, Article 401-2, of the Commercial Act) and auditors.
3. "Duty-related persons" refers to individuals, corporations, and other organizations whose rights and interests are affected by the actions or decisions of executives and employees related to their duties.
4. "Duty-related executives and employees" refers to the following employees among executives and employees who directly receive benefits or disadvantages in relation to the performance of certain executives and employees' duties.
  - A. Subordinates who receive job orders in relation to the employee's duties
  - B. Executives and employees other than those in charge of HR, budget, audit, reward or punishment, or evaluation
  - C. In the case of delegating or entrusting duties, the employee who delegates or entrusts the task and the employee who is entrusted with the task
5. "Money and valuables, etc." refer to the following.
  - A. All property interests, such as money, securities, real estate, goods, accommodation vouchers, memberships, admission tickets, discount coupons, invitation tickets, the right to use real estate, etc.
  - B. Treat or entertainment such as food, liquor, golf, etc., and provision of convenience such as transportation, accommodation, etc.
  - C. Other tangible and intangible economic benefits, such as debt relief, employment offer, granting of interest, etc.
6. "Public officials, etc.," refer to public officials or those engaged in public affairs as stipulated in the

Improper Solicitation and Graft Act.

7. "Undisclosed material information" refers to information about the Company's business activities or property status and any other undisclosed information that may affect investors' investment decisions.

8. Among the terms used in the Code, definitions of terms not separately stipulated in this Article shall be governed by the definitions of terms used in relevant laws and regulations.

#### **Article 4 (Scope of Application)**

This Code applies to the Company and all its executives and employees (including temporary agency workers under labor contracts). In addition, the Company ensures that its partners and suppliers understand and practice this Code.

#### **Article 5 (Compliance Obligations, Responsibilities, etc.)**

All executives and employees shall understand and comply with the Code and shall be held responsible for any violations of the Code.

#### **Article 6 (Pledge of Compliance)**

All executives and employees shall submit the following compliance pledges to the relevant persons in charge and comply with them.

1. Executives and employees submit a "Pledge of Compliance with the Code of Conduct for Executives and Employees of Celltrion Co., Ltd." upon joining the Company [Attached Form No. 1]

2. Executives and employees submit an "Agreement on Trade Secrets Between Celltrion Co., Ltd. and Executives and Employees" upon joining the Company [Attached Form No. 2]

3. Executives and employees submit a "Pledge of Compliance for Executives and Employees of Celltrion Co., Ltd." every year [Attached Form No. 3]

4. Executives and employees submit a "Pledge of Compliance with Stock Trading Regulations for Executives and Employees of Celltrion Co., Ltd." every year [Attached Form No. 4]

5. Executives and employees submit a "Non-disclosure Agreement" before leaving the Company [Attached Form No. 5]

## **Chapter 2 Fair Duty Performance, etc.**

#### **Article 7 (Instructions that Interfere with Fair Duty Performance)**

① Executives and employees shall not give subordinates instructions that significantly interfere with the fair performance of duties against laws or regulations for the benefit of themselves or others.

② Employees whom superiors have instructed to violate fair duty performance shall not follow such instructions and may receive separate instructions from the Company after reporting the fact to the Company according to the internal reporting rules.

③ Executives and employees shall not get any discrimination or disadvantages in any way for not

following instructions under the above Paragraph 2.

### **Article 8 (Prohibition of Acts that Cause Conflict of Interest)**

- ① Executives and employees shall put the Company's interests first, other than personal interests, when performing their duties.
- ② If any of the following persons are duty-related persons, executives and employees shall report to their team leader or Code of Conduct Officer whether or not such duty-related persons evade duties; and shall take appropriate actions, except for duties that do not affect fair performance of duties as determined by the CEO.
  1. The executive or employee him/herself
  2. Relatives (refers to relatives pursuant to Article 777 of the Civil Act)
  2. Corporations/organizations for which the executive or employee has worked within two years before joining the Company.
  3. A person who has a monetary transaction of 3 million won or more with the executive or employee
  4. A corporation or organization in which the executive or employee or his/her family member (refers to a family member pursuant to Article 779 of the Civil Act. The same shall apply hereinafter) is an executive or employee of the Company.
  5. A corporation or organization for which the executive or employee or his/her family member acts or provides advisory or consulting services.
  6. A corporation or organization of which the executive or employee or his or her family owns stocks, shares, capital, etc., at a percentage equal to or higher than the following:
    - A. The total number of stocks owned by the executive or employee, or his family member is 30/100 or higher than the total number of stocks issued or investment shares.
    - B. The combined amount of capital owned by the executive or employee, or his/her family member is 50/100 or more of the gross capital.
  7. A retiree of the Company who has worked with the executive or employee in the same department within five years prior to retirement
  8. A person who is judged to be difficult to perform duties fairly since he/she has been acquainted with the executive or employee due to school ties, regionalism, or religion, or they had joined the Company in the same year, or have previously worked at the same workplace
  9. A person who is judged to have difficulty in fair performance of duties because he/she received direct interest from the executive or employee within the past two years while performing his/her duties, such as permits/licenses, the conclusion of contracts, decision or execution of policies or projects within the past two years, and as a result, formed continuous ties with the executive or employee.
  10. Any other person in a relationship corresponding to each of the above subparagraphs is reasonably judged to have difficulty performing duties fairly.
- ③ Executives and employees must consult with their team leader or the Code of Conduct Officer if it is unclear whether or not they fall under the provisions of the above Paragraph 2.
- ④ Notwithstanding the above Paragraph 2, if executives and employees have to deal with business

related to the interest of the person in each subparagraph of the above Paragraph 2 while performing their duties, they shall not conduct any acts that infringe on the interest of the Company for the benefit of the said person.

#### **Article 9 (Exclusion of Preferential Treatment)**

Executives and employees shall not give preferential treatment to or discriminate against a certain person on the grounds of regionalism, blood ties, school ties, religion, etc., in performing their duties.

#### **Article 10 (Transparent Accounting Management)**

Executives and employees shall accurately and transparently record and manage accounting based on facts according to relevant laws, generally accepted accounting principles, etc.

#### **Article 11 (Prohibition of Personnel Solicitation, etc.)**

- ① Executives and employees shall not directly ask a person in charge of personnel affairs or a person who may influence personnel affairs to exert an unfair influence on promotion, transfer, position assignment, etc., or allow others to do so.
- ② Executives and employees shall not exploit their positions to unfairly intervene in personnel affairs such as promotion, transfer, position assignment, etc., of other executives and employees.

### **Chapter 3 Disinterested Performance of Duties, etc.**

#### **Article 12 (Conclusion and Implementation of Disinterested Contracts)**

- ① Executives and employees shall perform their duties fairly and transparently pursuant to relevant laws and internal regulations, such as the Monopoly Regulation and Fair Trade Act, Fair Transaction in Subcontracting Act, etc., and shall not conduct any behavior that might deter fair competition.
- ② Executives and employees shall not violate the procedures set forth in related laws and regulations in the course of performing the duties in the above Paragraph 1 and shall not make unfair requests such as forcing unfair transaction conditions by using their superior position in transactions.
- ③ Executives and employees shall not receive or demand unfair benefits from the transaction counterpart in relation to their duties.

#### **Article 13 (Prohibition of Influence Peddling)**

- ① Executives and employees shall not use their position or authority to obtain unjust benefits or allow others to gain such unjust benefits.
- ② Executives and employees shall not use the Company's name or position for the unjust benefit of themselves or a third party beyond the scope of their duties or allow others to do so.

#### **Article 14 (Prohibition of Intercession, Solicitation, etc.)**

- ① Executives and employees shall not make an intercession or solicitation that harms the fair performance of duties of other employees for the unjust benefit to themselves or others.
- ② Executives and employees shall not introduce a duty-related person to another duty-related person in relation to the performance of their duties for the unjust benefit to themselves or others.
- ③ Executives and employees shall not make an unjust solicitation directly or via a third party to public officials, etc.

**Article 15 (Prohibition of Receipt of Money, Valuables, etc.)**

- ① Executives and employees shall not accept, demand, or promise money, valuables, etc., regardless of the title, such as donation, sponsorship, gift, etc., directly or indirectly in relation to their duties.
- ② Money, valuables, etc., that falls under any of the following subparagraphs are not subject to the above Paragraph 1.
  1. Money and valuables provided by the Company to its executives and employees or temporary agency workers or provided by superiors to subordinates for the purpose of consolation, encouragement, reward, etc.
  2. Food, congratulatory and condolence money, gifts, etc., provided for the smooth performance of duties or networking, formality, or monetary gifts within the range of value set forth in the Improper Solicitation and Graft Act
  3. Money and valuables provided by a club, alumni association, hometown association, social gathering, religious group, social organization, etc. related to executives and employees to their members following their respective rules; and money and valuables provided to an employee in difficult situations due to disease, disaster, etc., by a person who has a special long-term and lasting relationship with the employee as a member of the above groups, etc.
  4. Other money and valuables, etc., permitted under other laws, standards, or social norms

**Article 16 (Prohibition of Giving Money, Valuables, etc.)**

- ① Executives and employees shall not offer, promise to offer, or express any intention to offer money and valuables to public officials, etc.
- ② Despite the above Paragraph 1, executives and employees can provide public officials, etc. money, valuables, etc., that fall under each of the following subgraphs as an exception.
  1. Food, congratulatory and condolence money, gifts, etc., provided for the smooth performance of duties or for networking, formality, or monetary gifts within the range of value set forth in the Improper Solicitation and Graft Act
  2. Money, valuables, etc., provided from a legitimate source of right such as payment of debts (excluding donation) incurred in a private transaction.
  3. Money, valuables, etc., provided to public officials who are relatives (referring to relatives pursuant to Article 777 of the Civil Act), etc.
  4. Money, valuables, etc., provided to a public official with special long-term and lasting relations with the executive or employee and is in difficult situations due to disease, disaster, etc.
  5. Money, valuables, etc., of customary amount uniformly provided by the organizer to the attendants

in the form of transportation or accommodation expenses, food, etc., at an official event related to the duties of a public official, etc.

6. Souvenirs or promotional items that are distributed to many unspecified individuals; and rewards or prizes given in a contest, lottery, etc.
7. Money, valuables, etc., otherwise permitted by other laws, standards and under social rules.
- ③ Executives and employees shall not offer, promise to offer, or express any intention to offer money, valuables, etc., to other individuals, corporations, or other organizations unjustly in relation to duties.
- ④ Executives and employees shall make charitable donations and sponsorships in a fair manner pursuant to internal standards and procedures. Donations and sponsorships for political purposes are prohibited.
- ⑤ More details about the prohibition of accepting or offering money and valuables are set by the Business Manual on Accepting or Offering Money and Valuables.

#### **Article 17 (Reporting and Handling of Prohibited Money and Valuables Offered or Accepted)**

- ① Executives and employees shall comply with this Code and the Business Manual on Accepting or Offering Money and Valuables when receiving or offering money and valuables. If it is unclear whether money and valuables they are to be accepted or offered are prohibited or not, they shall ask for an opinion from the Compliance Support Department in advance.
- ② In case of falling under each of the following subparagraphs, executives and employees shall immediately report it to the Code of Conduct Officer.
  1. Executives and employees themselves offered or accepted prohibited money and valuables, or someone promised them or expressed intention to them to offer prohibited money and valuables.
  2. Executives and employees are informed that their spouse, lineal ascendant, or descendant has received prohibited money and valuables, or someone promised or expressed intention to offer them prohibited money and valuables.
- ③ In any of the cases that fall under the above Paragraph 2, the executives and employees shall, without delay, return or have the money and valuables returned to the person who offered them or shall withdraw the promise or intention to provide the money and valuables or have it withdrawn.

#### **Article 18 (Prohibition of Private Use of or Profiting from Company Assets)**

- ① Executives and employees shall use company assets only for business activities and approved purposes.
- ② Executives and employees shall not cause property damage to the Company by using the budget assigned for business activities for purposes other than the intended purpose.

#### **Article 19 (Prohibition of Leaking or Using Undisclosed Material Information, etc.)**

- ① Employees shall not disclose the Company's undisclosed material information to anyone outside the Company until it is disclosed in accordance with legitimate procedures.

- ② Executives and employees shall not make property transactions or investments related to securities, real estate, etc., by using the Company's undisclosed material information. They shall not provide such information to others to help them make property transactions or investments.
- ③ In cases where executives and employees trade securities of other companies related to their duties, they shall notify the Code of Conduct Officer before trading. If trading already occurred before making a prior notice, then the fact shall be notified to the Code of Conduct Officer within two weeks of trading.
- ④ After being notified pursuant to the above Paragraph 3, the Code of Conduct Officer can take appropriate measures such as recommending to sell or not to buy marketable securities, etc., if there is a substantial reason to do so, such as going against the Company's interest or violating relevant laws, such as Financial Investment Services and Capital Markets Act, by utilizing undisclosed material information obtained in performing duties to trade marketable securities.
- ⑤ In cases where the Code of Conduct Officer took measures such as recommending relevant executives and employees to sell or not to buy marketable securities as per the above Paragraph 3, they shall immediately follow the recommendation by selling or not buying the marketable securities.

#### **Article 20 (Prohibition of Short-term Investment and Short Selling by Insiders)**

- ① Executives and employees who are able to obtain undisclosed material information of the Company due to their duties in accordance with Paragraph 1 of Article 172, the Financial Investment Services and Capital Markets Act shall not conduct short-term trading (selling company stocks, etc., within six months after buying, or buying them within six months after selling to generate profits) of the Company's securities.
- ② Executives and employees shall not short sell the Company's marketable securities they do not own.

#### **Article 21 (Prohibition of Involvement in Money Laundering)**

- ① Executives and employees shall ensure that the Company and they are not exploited in the process of laundering money generated from illegal activities such as criminal activities.
- ② Executives and employees shall not be engaged in acts directly or indirectly involved in money laundering through irregular or illegal business processing.

### **Chapter 4 Creating Sound Workplace Culture**

#### **Article 22 (Mutual Respect Among Executives and Employees)**

- ① Executives and employees shall always respect and be considerate of each other and shall not conduct behavior that violates the basic human rights of individuals, such as using abusive language or swear words.
- ② Executives and employees shall take the lead in living a healthy lifestyle, including refraining from

excessive drinking.

- ③ Executives and employees shall not discriminate against each other based on race, skin color, nationality, gender, age, educational background, religion, regionalism, physical or mental disability, political opinion, disease, marital status, pregnancy status, military service, or other personal characteristics protected by law.

#### **Article 23 (Prohibition of Sexual Harassment)**

Executives and employees shall not conduct each of the following behaviors that are considered as a sexual invitation or cause sexual shame.

1. Touching a specific body part
2. Telling obscene jokes or lewd and vulgar stories
3. Making sexual comparisons or evaluations of the others' appearance
4. Posting or showing obscene photos or drawings, etc.
5. Forcing others to serve alcohol, dance at dinner parties, etc.
6. Other acts that cause sexual shame under social norms

#### **Article 24 (Money Transactions, etc.)**

- ① Executives and employees shall not engage in financial transactions with customers, intercessions for them, or debt guarantees.
- ② Executives and employees shall not make excessive monetary transactions or debt guarantees among themselves

## **Chapter 5 Measures in Cases of Violation**

#### **Article 25 (Reporting Violations)**

① Anyone who finds out that an executive or employee has violated this Code can report it anonymously or under real name to the person in charge of operating the internal reporting system according to the internal reporting system regulations. In this case, reporting can be made in the following ways:

1. Reporting through a computer system (groupware, etc.)
2. Reporting by mail (Person in charge of operating the internal reporting system, Celltrion Co., Ltd., 23 Academy-ro, Yeonsu-gu, Incheon, 22014)
3. Reporting via email (InternalAuditor@celltrion.com)

② After receiving a report under the above Paragraph 1, the person in charge of operating the internal reporting system must deliver it to the head of the audit department without delay, and the audit department shall confirm the facts and initiate an investigation without delay. However, if the case falls under any of the following subparagraphs, it may be closed without investigating the facts.

1. There is no practical benefit to the investigation because it is not subject to reporting, or the degree



of violation is minor

2. The details of the report are ambiguous, and the evidence is insufficient to confirm the facts
  3. An issue that has already been reported and the result was notified was reported again without justifiable reasons
  4. An investigation by a government agency or supervisory authority has already begun or been completed.
- ③ The audit department may conduct a direct investigation or hire an external lawyer, accountant, or other experts to verify the truth of the report under the above Paragraph 1.

#### **Article 26 (Guarantee of Informant's Anonymity)**

- ① Confidentiality of the informant who reported via the internal reporting system and the report's details shall be guaranteed as required by law, and the informant shall not be disadvantaged for reporting.
- ② A person who gives disadvantages such as discriminatory treatment to the informant because of reporting under the above Paragraph 1 is subject to disciplinary actions.
- ③ The informant who was disadvantaged under the above Paragraph 2 can request protective measures and relief from the CEO, and the CEO shall promptly investigate the situation and take appropriate measures accordingly.

#### **Article 27 (Authority to Prevent and Identify Violation)**

The Company can check all items and records stored in the Company, including executives' and employees' emails, Internet use, and computer files, to the extent permitted by relevant laws; and has the authority to check and prevent improper use of assets/resources and records, as well as the authority to check whether laws, the Code, or other company policies were violated.

#### **Additional Rules (October 2007)**

This rule shall come into effect in October 2007.

#### **Additional Rules (September 2, 2019)**

This rule shall come into effect on September 2, 2019.

#### **Additional Rules (January 24, 2022)**

This rule shall come into effect on January 24, 2022.

#### **Additional Rules (November 9, 2022)**

This rule shall come into effect on November 9, 2022.

[Form 1] Pledge of Compliance with the Code of Conduct for Executives and Employees of Celltrion Co., Ltd

[Form 2] Agreement on Trade Secrets Between Celltrion Co., Ltd. and Executives and Employees

[Form 3] Pledge of Compliance for Executives and Employees of Celltrion Co., Ltd.

[Form 4] Pledge of Compliance with Stock Trading Regulations for Executives and Employees of Celltrion Co., Ltd.

[Form 5] Non-disclosure Agreement