



celularity®

CODE OF CONDUCT AND BUSINESS ETHICS

INTRODUCTION

It is the vision and mission of Celularity Inc. (including all of its subsidiaries and organizational units collectively “[Celularity](#)” or the “[Company](#)”) to harness the power of the living cell utilizing leading-edge technologies to amplify the body’s ability to fight disease, heal and regenerate. In doing so, Celularity is committed to achieving the highest ethical standards in all aspects of our work.

Our Code of Conduct and Business Ethics (“[Code](#)”) is designed to help us decide how to act when faced with difficult decisions. Our Code applies to all directors, officers, managers, employees and agents of Celularity, as well as third parties who work on Celularity’s behalf (collectively, “[Colleagues](#)”).

The principles contained in this Code encourage us not only to act with integrity and follow the rules and laws that govern our industry but embolden us to do what we can to maintain the trust and respect of the organizations with which we work and the people who rely upon us. Should you ever have any questions regarding the Code or its underlying principles, please contact our [Ethics & Compliance](#) team.

By living up to the ethical standards that are rightly expected of us, together we can lead the [next evolution of cellular medicine](#) by building a better [workplace](#), supporting better [health](#), pioneering better [science](#), conducting better [business](#) and fostering a better [society](#).



Better ***Workplace***



Better ***Health***



Better ***Science***



Better ***Business***



Better ***Society***

Better *Workplace*

Respect and dignity towards our fellow Colleagues is fundamental to our success



Respect for Others

Our success depends on the contributions of every member of our team. At all times we must act in accordance with the highest professional standards and treat everyone with whom we interact with the respect and dignity they deserve. This includes not only our fellow Colleagues, but also the consultants and vendors we conduct business with, and the consumers, physicians and patients we serve.

Diversity and Inclusion

We take pride in the diversity of our workforce and value the unique perspectives offered from our Colleagues from various walks of life. It is our belief that our ability to create teams that bring together different cultural, personal and professional backgrounds, is what truly makes us unique, and we welcome and encourage diversity and inclusion in the workplace at all levels.

Discrimination and Harassment

We ensure equal opportunity without discrimination or harassment in the workplace on the basis of gender, race, color, religion, national origin, age, physical or mental disability, sexual orientation, gender identify and expression, or any other characteristic protected by law. You should never be subjected to unwelcome or offensive conduct that may interfere with your ability to perform your work. We must all conduct ourselves in a manner that always promotes the most effective operation of our business.

Health and Workplace Safety

It is our belief that everyone deserves the right to work in an environment that is healthy and safe. We must protect this right by complying with all applicable health, safety and environmental laws and regulations. We all must take an active role in ensuring our own safety by complying with workplace safety rules and procedures, and reporting accidents, injuries and unsafe equipment, practices or conditions to management.

Speaking Up and Non-Retaliation

Open communication is critical to the success of our organization. We all have an affirmative obligation to report potential violations as soon as we become aware of an issue.

We prohibit retaliation in any form for the good faith reporting of a violation of a law, rule, regulation or company policy. If you suspect you have been subject to retaliation or are aware of what you believe to be retaliatory conduct by others, you should immediately contact the Ethics & Compliance department, Human Resources or the Ethics and Compliance Hotline.

Better *Health*

Developing and delivering novel therapies for patients is our number one priority



Patient Safety and Benefits

It is our fundamental responsibility to place the well-being of our patients first by appropriately balancing risks and benefits and to ensure the best interest of the patients and physicians who use our therapies receive utmost consideration. Compromising patient benefits or safety is not an option.

Adverse Events and Product Quality Complaints

We must ensure that all of our products and services are safe and effective, and consistent with the utmost quality standards. It is crucial that we closely monitor the safety of our products and strenuously evaluate concerns that arise. Any concerns about the safety or quality of our products – no matter how minor the concern may appear to be – must be reported to the appropriate channels in a timely manner.

Access to Healthcare

We must work to enhance access to healthcare for patients through medical research, new business models and actions to strengthen healthcare throughout the world.

Promotion of Our Products

We have the responsibility to promote our products in a manner that is consistent with the product's approved indication(s) and only to a population for which they are indicated. All product promotional materials must be developed and reviewed in accordance with our policies and procedures.

Interactions with Healthcare Professionals

Building appropriate and ethical relationships with healthcare professionals (HCPs) is an integral part of our business operations. We must conduct ourselves in the most appropriate and compliant manner, consistent with our policies and procedures, when interacting with HCPs. Giving or offering anything of value to influence prescribing or purchasing decisions of HCPs is strictly prohibited.

Requests for Off-label Information

Only our Medical Affairs department is authorized to respond to unsolicited requests for off-label uses or treatment regimens that are not included in our product's approved labeling. Proactively offering off-label information, soliciting off-label questions or promoting any of our products for off-label uses is prohibited.

Better *Science*

Groundbreaking science leads to first class therapies for our patients



Research and Development Ethics

We are committed to scientific excellence in research and development of new products and technologies from innovative, high-quality research conducted with the highest ethical standards. Accordingly, we must conduct all research and development with uncompromised integrity and consistent with applicable laws, regulations and practice guidelines, including Good Laboratory Practices, Good Clinical Practices and Good Animal Welfare Practices.

We must ensure that our values and principles are always considered during the design, conduct of our research and interpretation and analysis of the results. At every stage of our development process, we should challenge each other regarding medical and ethical concerns.

Data Accessibility

We understand that access to data is important for the advancement of the general public health and science. Accordingly, we must commit ourselves to transparent and ethical disclosure of the results of our research.

Data Integrity

The completeness, consistency and accuracy of scientific data and records is an important part of ensuring the safety, efficacy and quality of our products. We must ensure that our data is recorded, handled and stored in away that complies with applicable data protection laws, and enables accurate and transparent reporting interpretation and verification.

Better *Business*

Our reputation in the marketplace is dependent on our business integrity



Confidentiality and Proprietary Information

We must safeguard and maintain the privacy of confidential and proprietary information pertaining to our business at all times.

Conflicts of Interest

Personal interests must not influence our business judgment or decision making. We all have a duty to advance the company's interests when the opportunity to do so arises. Accordingly, no Colleague may request or receive any improper benefit from another party by virtue of one's position with the company. Colleagues are prohibited from having a financial interest in a transaction to which the Company is a party or having a material interest in another party with which the Company does business.

Use of Corporate Assets

We must properly use and maintain our assets to ensure that they are protected from misuse, loss, theft and waste. Our Company assets may only be used for proper and legitimate business purposes and may not be sold, loaned or given away, regardless of condition, or used for personal benefit, without proper authorization. This includes both tangible and intangible assets, such as our intellectual property.

Books and Record Keeping

We must maintain books, records and accounts that accurately and fairly present our assets. All hard copy and electronically-maintained records that are created or received in the normal course of business must be retained pursuant to our policies and procedures.

Fair Competition and Antitrust Laws

We are committed to ensuring fair competition in our industry and compliance with applicable antitrust laws. Accordingly, we prohibit entering into an understanding or agreement with an actual or potential competitor, which would illegally limit or restrict either party's actions. This prohibition includes any action relating to pricing, costs, profits, products, services, terms or conditions of sale, market share or customer or supplier classification or selection.

Anti-Bribery and Anti-Corruption

We do not tolerate any form of bribery or corruption. No Colleague may offer, give or accept money, gifts, loans, rewards, favors or anything of value that constitutes, or reasonably could be perceived as constituting, a bribe or any other improper business inducement on behalf of our company.

Transparency

We are open and transparent with respect to our business practices and must comply with all applicable laws and regulations regarding disclosure and transparency.

Better *Society*

We must foster the trust and respect of the communities in which we live and operate



Environment and Sustainability

We strive to protect the environment and are committed to minimizing negative impact on our planet. We must comply with all environmental laws and regulations and understand how our job duties may impact the environment.

Charitable Contributions, Sponsorships and Grants

We are committed to making a positive impact on our communities through charitable contributions, sponsorship and other initiatives. Contributions may only be provided in accordance with our policies and procedures to ensure compliance with applicable laws and regulations.

Patient Advocacy

We support the work of patient advocacy groups through the provision of financial and in-kind assistance that seeks to enhance patient welfare. Our relationships with patient advocacy groups must always comply with applicable laws and regulations, as well as our own policies and procedures.

Political Contributions

We encourage individual participation in civic affairs and the political process at one's own expense. However, we must not use, or consent to the use of, any of our company funds or assets to support, either directly or indirectly, any political candidate or political party inside or outside the U.S.

Lobbying

We are committed to abiding by the laws and regulations relating to the lobbying of government officials on our behalf. All lobbying activities and related expenditures must be pre-approved by senior management.

CELULARITY ETHICS AND COMPLIANCE HOTLINE

If you know or suspect any unethical behavior, you have a responsibility to speak up. It is our responsibility to listen.
Report any potential violations or get more information by contacting the [Celularity Ethics and Compliance Hotline](#):