

## **PART 1**

### **GERON CODE OF CONDUCT**

#### ***PURPOSE***

This Code of Conduct (the Code) contains general guidelines for conducting the business of the Company consistent with the highest standards of business ethics. To the extent that this Code requires a higher standard than required by commercial practice or applicable laws, rules or regulations, we adhere to these higher standards.

This Code applies to Geron's board of directors, officers, full-time and part-time employees, contractors and vendors and references to employees encompass all persons covered by this Code.

#### ***COMMITMENT TO ETHICAL BEHAVIOR***

Geron is committed to maintaining the highest standard of business ethics. All employees are expected to act at all times in a way that reflects favorably on them, on the Company and on their co-workers and to avoid anything that may interfere with the Company's operation or with the rights of others. All employees are responsible and accountable for adhering to this Code of Conduct and demonstrating honesty, integrity, and respect in their work and in their interactions with others, including fellow employees, stockholders, collaborators, customers, vendors, and everyone else.

Among other things, Geron expects and demands that all employees will:

- Comply with all applicable laws and regulations;
- Comply with the specific policies set forth in this Code of Conduct and with all other Company policies;
- Report any suspected violations of law, the Code or Company policy to the appropriate Company officer; and
- Cooperate with and support the Company's investigation of any suspected violations, and with any necessary corrective measures.

#### ***COMPLIANCE WITH LAW***

Geron and its employees are subject to various Federal and state laws and regulations. Some of them apply to everyone or to all companies; others apply to us because the Company issues publicly traded securities, or because we are developing therapeutic products, or because we use potentially hazardous substances in our operations. Regardless of the source of the law or regulation, everyone at Geron is obligated to comply at all times and in all respects with all applicable laws and regulations.

Some of the laws that apply to Geron are described below.

### ***Insider Trading and Fair Disclosure***

Employees at Geron are likely to possess information about the Company (or about another company) that is not known to the general public and that is “material,” that is, if it were known to a reasonable investor it could affect the investor’s decision to buy, sell or hold the Company’s stock. Federal and state laws prohibit trading in Geron stock or other securities while in the possession of material, nonpublic information about the company whose stock is being traded. They also prohibit “tipping” other people about such information so that they can trade, and selective disclosure of such information on behalf of the Company. Geron employees must comply strictly with these prohibitions.

Geron’s Insider Trading Policy provides more details about the policy and procedures for trading Geron stock.

### ***Accounting and Disclosure Controls***

Federal law obligates Geron to disclose certain information about its activities in reports filed with the Securities and Exchange Commission (the SEC). Those reports, which may include the Company’s financial statements, must be complete and accurate. Under the direction of the Chief Executive Officer (CEO) and Chief Financial Officer (CFO), the Company has designed a set of internal controls and disclosure controls to ensure that all material information about the Company is reported to the appropriate Company officers so that it can be reflected, if appropriate, in the Company’s SEC filings, and that all our financial reports are complete, accurate, and reliable. All Geron employees must comply with those internal controls and disclosure controls and with the requirements of applicable accounting and auditing standards. That includes promptly reporting to his/her supervisor any significant event or occurrence (whether positive or negative) that arises in the course of the employee’s work. It also includes reporting immediately to the Controller, the CFO or the CEO any actual or suspected breaches or violations of the Company’s internal controls or any actual or suspected fraudulent or questionable transactions or occurrences (*e.g.*, embezzlement, forgery or alteration of checks and other documents, theft, misappropriation or conversion to personal use of Company assets, and falsification of records). Employees are also encouraged to bring to the attention of any Company officer any changes that may improve the Company’s system of internal controls or disclosure controls.

### ***Antitrust Laws***

Federal and state antitrust laws prohibit price-fixing, conspiracies to restrain competition, and other related activities. Examples of potentially illegal activities include:

1. Agreeing with competitors to fix prices or other terms of sale.
2. Boycotting or otherwise refusing to deal with certain suppliers or customers.
3. Dividing sales opportunities with competitors by territory or product line.
4. Pricing to drive a competitor out of business.
5. Disparaging, misrepresenting, or harassing a competitor.

Antitrust laws are complex and fact-specific, especially as they interact with patent law. Any employee who has a question regarding how those laws apply to Geron’s activities should consult with the Chief Patent Counsel.

### ***Environmental and Safety Regulations***

Geron's research involves use of radioactive, bio-hazardous, and other materials that can damage the environment or cause illness or injury, and that are therefore regulated by law. All employees who may encounter such materials must receive appropriate training about how to handle them safely and in compliance with the law. The rules and procedures for safe and responsible practices must be strictly observed. Geron's safety manual provides more details about these rules and procedures.

### ***Litigation Documents***

If the Company becomes involved in litigation or other legal proceedings (including government investigations), no documents relating in any way to those proceedings may be altered or destroyed except as authorized by the CEO or, in the case of patent proceedings, the Chief Patent Counsel.

### ***False Claims, Bribes, Kickbacks, and Fraud***

Geron may have grants or contracts with the Federal government for research or other purposes. Federal law prohibits any person from making false claims for reimbursement or other benefits under government grants, contracts, or other government programs. It is essential that reporting of costs and activities under Federal grants and contracts be accurate. The Foreign Corrupt Practices Act (FCPA), which applies to all U.S. citizens and employees and agents of U.S. corporations regardless of their nationality, prohibits giving or promising anything of value to any foreign government official or candidate for public office in order to obtain or retain business. The FCPA also applies when an intermediary is used to facilitate a transaction between a company and a public official. Geron employees who deal with foreign government officials, or with anyone whom the Company engages to assist in obtaining or maintaining government contracts or other business opportunities in countries outside the United States, must take care to ensure strict compliance with the FCPA. Laws regarding reimbursement of expenses for government personnel vary, and the propriety of any particular payment should be reviewed with the Controller.

This is not an exhaustive list of the legal requirements that may apply to Geron or its activities. **Any employee who has questions about the requirements of law or how to comply should ask his/her supervisor or the Human Resources department.**

### ***COMPLIANCE WITH POLICIES ON EMPLOYEE CONDUCT***

In addition to complying with all applicable laws and regulations, Geron employees must comply with the Company's policies on employee conduct. Most of these policies are matters of common sense and fairness that would apply in any business. Some of them reflect the special nature of companies like Geron that depend on scientific research and on proprietary information and intellectual property. In general, these policies require employees to refrain from any behavior that might be harmful to them, to other Geron employees, or to the Company.

### ***Conflicts of Interest***

All employees, from executive officers on down, have a duty of loyalty to Geron and its stockholders. Although the Company strives to unify the economic interests of Geron employees and Geron stockholders, through equity awards and other programs, those interests could conflict with an employee's outside personal financial interests. All such conflicts should be avoided. An

employee must not knowingly place himself or herself in a position that would have the appearance of being, or could be construed to be, in conflict with the interests of the Company.

The Company requires that employees disclose any situation that reasonably would be expected to give rise to a conflict of interest. If an employee suspects that he/she has a conflict of interest, or something that others could reasonably perceive as a conflict of interest, the employee must report it to his/her supervisor or other appropriate party.

The following are examples of potential conflicts of interest:

1. *Accepting Gifts and Entertainment.* Accepting from a vendor or contractor any gift of more than nominal value or entertainment that is more than a routine social amenity can appear to be an attempt to influence the recipient into favoring a particular vendor or contractor.
2. *Outside Activities.* Engaging in consulting or other outside activities that materially encroach on the time or attention which should be devoted to the employee's duties; adversely affect the quality of work performed; compete with the Company's activities; imply sponsorship or support by the Company of the outside employment or organization; or adversely affect the good name of the Company. All consulting and outside employment by Geron employees requires the prior written approval of the employee's supervisor and in some instances, the Chief Patent Counsel.
3. *Interests in Other Businesses.* Having a financial interest (whether as an investor, lender, employee or other service provider) in a Geron competitor, or having a financial interest in a Geron vendor with whom the employee or a subordinate deals in the course of his/her job with the Company.
4. *Service on Boards and Committees.* No employee should serve on a board of directors or trustees or on a committee of any entity (whether profit or not-for-profit) whose interests reasonably would be expected to conflict with those of the Company.
5. *Using Company Resources for Personal Economic Benefit.* Although Geron policy permits reasonable incidental use of Company telephone, computer, and other office equipment for personal reasons, no employee may make a significant use of Company property, facilities or physical resources, or any use of proprietary Company information, for the employee's personal economic benefit. No employee may knowingly take advantage of a business opportunity, such as rights to a product or process that rightfully belong to Geron.
6. *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 an employee's objectivity in making decisions on behalf of the Company. For purposes of this Code, "family members" include an employee's spouse or life partner, brothers, sisters and parents, in-laws and children whether such relationships are by blood or adoption.

### ***Company Records***

Accurate records are crucial to the operations of 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, timesheets, records relating to our product development, clinical development, manufacturing and regulatory submissions and all other records maintained in the general course of business.

All Company records must be complete, accurate and reliable in all material aspects. The Company has a formal document retention policy that each employee and director must follow with respect to Company records within such employee's or director's control. Please contact your supervisor or a Company officer should you have questions concerning this policy.

### ***Federal Regulations***

The Company's product candidates and operations are subject to extensive and rigorous regulation by the U.S. Food and Drug Administration (the FDA). The FDA regulates many areas of the Company's operations, including the research, preclinical and clinical testing, and development of our drug products; the submission of data and other information to support FDA approval; the manufacturing, testing, storage and labeling of our drug products; and the promotion, distribution, and sale of drug products (including the provision of drug samples to physicians); and the reporting of adverse events and other information to the FDA. The FDA also regulates the export of drug products manufactured in the U.S. to international markets. Violation of these laws and regulations can result in 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, and disciplinary action by the Company against the responsible individuals, up to and including termination of employment.

### ***Other Policies***

Geron policies also prohibit the following:

1. Falsifying, making a material omission from or concealing any record of the Company or otherwise violating the Company's record-keeping policy.
2. Using or possessing illegal drugs while on Geron premises or while on duty.
3. Being under the influence of alcohol when engaging in Geron business.
4. Using or disclosing confidential information, belonging to Geron or to a third party, in violation of the Proprietary Information and Inventions Agreement.
5. Violating safety or health rules or practices or engaging in conduct that creates a safety or health hazard.
6. Harassing or unlawfully discriminating against another employee, a consultant, contractor, visitor, or any other person.
7. Violating Geron's scientific integrity policy or failing to cooperate with an investigation of an allegation of scientific misconduct.
8. Covering up the violation by another person of any of these policies or of applicable law, or retaliating against anyone for reporting such a violation.

### ***REPORTING VIOLATIONS***

**All employees have a responsibility to report violations of this Code of Conduct**, including any violations of the laws, rules, regulations or policies that apply to the Company. An employee should report suspected violations to his/her supervisor. However, if uncomfortable reporting a suspected violation to one's supervisor, an employee may report violations to the Controller, the Human Resources department, the CFO or the CEO. **In addition, any employee may report a violation to the Chair of the Audit Committee of the Board of Directors, whose contact**

**information is attached as Appendix A to this Code of Conduct.** Reports should be in writing whenever practical. All reports of suspected violations will be handled sensitively and with discretion. The Company and all persons receiving reports will protect an employee's confidentiality to the extent possible consistent with law and the Company's need to investigate the report. Employees may make such reports anonymously, although in some cases it will be difficult to investigate a violation without knowing the identity of the employee who reported it. **No employee will be retaliated against for any good faith report of a suspected violation, even if, after investigation, the Company concludes that no actual violation occurred.**

### ***RESPONSE TO REPORTS OF VIOLATIONS***

Geron management or the Board of Directors will thoroughly investigate within a reasonable amount of time any report of violation of this Code of Conduct. All employees are required to cooperate with and support the Company's investigation of any suspected violations. If a violation is found to have occurred, the Company will take appropriate disciplinary action, up to and including termination of employment, and any other corrective action (*e.g.*, correction of records or filings) that is appropriate under the circumstances. Furthermore, Geron employees who violate the law or this Code may expose themselves and be liable for substantial civil damages, criminal fines and prison terms. The Company may also face substantial fines and penalties and may incur damage to its reputation in the community.

### ***WAIVER***

Waivers of this Code will be granted only in extraordinary circumstances. Waivers of this Code with respect to non-executive employees may be made only by the CEO or CFO of the Company. Any waiver of this Code with respect to a director, Company officer or other principal financial officer may be made only by the Board of Directors and will be disclosed to the public as required by law or the rules of the Nasdaq Global Market.

### ***ETHICS ABOVE ALL***

Ethical conduct in all things is an essential part of Geron's values. In addition to complying strictly with laws, regulations, and policies, all Geron employees are expected to behave ethically at all times. Everyone at Geron should take seriously any question of ethics of Company activities presented in good faith by any employee. No employee will be required to act in a way that he/she, after serious consideration and discussion, finds to be unethical. **Any employee who has any questions about these guidelines may contact his/her supervisor or the Human Resources department.**

APPENDIX A TO CODE OF CONDUCT

**Contact Information for Audit Committee Chair**

The Chair of the Audit Committee of the Board of Directors can be contacted as follows:

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