



# CODE OF BUSINESS CONDUCT AND ETHICS

## HOW TO USE THIS CODE

*This Code is intended to serve as a guide to help you answer potential legal and ethical questions that may arise while conducting company business; however, it is not intended to be a comprehensive rulebook.*

*Nurix has additional company policies that cover other specific topics that you should also read and familiarize yourself with.*

## WHEN IN DOUBT, ASK!

EFFECTIVE: June 23, 2020

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## INTRODUCTION

At Nurix we are committed to bringing novel, first-in-class therapies to patients who do not have adequate treatment options. Delivering on this commitment is the focus of our work; however, how we do this work is as important as the results we achieve. We expect every director, officer and employee to comply in every respect with all applicable laws and regulations and to conduct the Company's business in a way that protects and promotes our valuable reputation.

This Code of Business Conduct and Ethics ("Code") has been adopted by our Board of Directors and applies to all Nurix employees, officers and directors ("Company Personnel"), as well as contractors, consultants and other third parties acting on Nurix's behalf ("Company Contractors") to guide their decisions and activities.

## OPEN COMMUNICATION

It is our responsibility to create and foster an environment of open communication and to ensure that our colleagues are able to speak up if they have any questions or concerns or have reason to believe that this Code or any of our policies are being violated.

Company Personnel should feel free to share their concerns directly with their manager, human resources, or with anyone in the leadership team including our General Counsel, or anonymously via our Nurix hotline <https://nurix.ethicspoint.com> or by dialing toll-free: 1-844-958-1446.

## OUR ETHICS AND COMPLIANCE PROGRAM

We have established a compliance program ("Compliance Program") to ensure adherence to all relevant laws and regulations as well as the ethical standards reflected in this Code. The Compliance Program includes this Code and other policies and procedures that support it and is reviewed regularly to ensure that it appropriately covers all current Nurix activities and the evolving compliance environment.

Our Compliance Program is overseen by our Chief Executive Officer, our General Counsel, and the Audit and Development Advisory Committees of our Board of Directors. These individuals and groups are responsible for:

- Ensuring an effective Compliance Program;
- Championing a culture of compliance throughout Nurix;
- Ensuring the appropriate amount of management attention to areas of our business that by their nature may present compliance risks;
- Ensuring that all Company Personnel and Contractors are appropriately trained on this Code of Business Conduct and Ethics and the policies that support it;
- Routinely assessing whether the goals and principles of our Code of Business Conduct and Ethics are being upheld;

- Fostering an “open-door” environment where questions or concerns related to conduct and ethics can be appropriately addressed;
- Directing investigations of any alleged violation of this Code and Nurix policies and procedures;
- Ensuring that appropriate actions are taken if there is a substantiated violation; and
- Identifying and implementing any updates or changes to the Compliance Program or other compliance initiatives that may be necessary.

Compliance is everyone’s responsibility. Every functional, departmental and team leader is expected to foster a culture of compliance, lead by example and ensure that the spirit and letter of this Code and related policies are being followed, and every employee is expected to guide the consultants, vendors, contract workers and temporary staff working in their areas to act in a manner consistent with this Code and related policies.

## **MAKING THE RIGHT DECISION**

*This Code is not a comprehensive rulebook. Here is a useful framework for evaluating a situation or for making a decision:*

### **PURPOSE**

- *Why am I doing this in the first place?*
- *Is the activity what it is purported to be?*
- *Is it legal and, even if it is legal, is it the right thing to do?*
- *Am I willing to be held accountable for this action and for its consequences?*

### **PROCESS**

- *Did I follow the required steps?*
- *Did I cut essential corners?*
- *Did I ask complete and transparent questions?*

### **PERCEPTION**

- *How would this look to regulators, your fellow employees, external collaborators, vendors, the patient community, physician community, the scientific community and others?*
- *How would this look like if reported in the media?*
- *How would this look in three or four years from now?*

## **UNDERSTANDING AND COMPLYING WITH LAWS AND REGULATORY REQUIREMENTS**

While we do not expect all Company Personnel to know the intricate details of every law and regulation that applies to our business, we do expect them to understand, know and comply with our policies and procedures, including this Code, which are based on those laws and regulations.

We provide initial and periodic training in a variety of ways, including live and online sessions. We expect Company Personnel to use the resources we make available to them and to ask questions and seek guidance when in doubt.

## **CONFLICTS OF INTEREST**

Company Personnel must avoid any relationship or activity that might affect, or even appear to affect, their ability to make objective and fair decisions when performing their duties for Nurix. A conflict of interest may arise when Company Personnel:

- Allow a personal or outside interest to interfere with or influence the performance of their duties;
- Make a decision or engage in conduct that is not in the best interest of Nurix;
- Are presented with a personal or financial opportunity that could benefit themselves or their friends or family but may conflict with Nurix’s interests;
- Award Nurix business to a company owned or controlled by an employee of Nurix or a member of their family;
- Are asked to be on the Board of, or to perform services for or assist, any entity that is a competitor or vendor of Nurix;
- Own, invest or have a substantial interest in a competitor, supplier, contractor or collaborator;
- Engage in activity that could create the appearance of a conflict with Nurix’s interests.

Determining whether a conflict of interest exists is not always easy and often the mere appearance of a conflict could create issues for Nurix in the short or long term.

Company Personnel should review with their manager as well as our Legal Department before engaging in any activity, transaction or relationship that may give rise to a conflict of interest. The Legal Department can help to evaluate potential conflicts of interest and can recommend appropriate steps to mitigate or eliminate the risks involved.

## **PROFESSIONAL AND TRADE ORGANIZATIONS, PATIENT ADVOCACY GROUPS, TASK FORCES, AND INDUSTRY ADVISORY GROUPS**

*Company Personnel may be asked, or may seek, to participate in professional or trade organizations, patient advocacy groups, task forces, or other forms of industry groups. If such activities relate to the biopharmaceutical industry, the individual must seek their manager's and Legal Department's approval before engaging in such activities.*

## **CORPORATE OPPORTUNITIES AND INSIDER TRADING**

Company Personnel may not take personal advantage of corporate opportunities, such as those presented to Company Personnel or discovered by them as a result of their position within Nurix or through the use of Nurix property or information. Even opportunities that are acquired privately by Company Personnel may be questionable if they are related to our existing or proposed lines of business. Company Personnel may not use their position with Nurix or Nurix confidential or proprietary information for improper personal gain, nor can Company Personnel compete with Nurix in any way.

It is generally illegal for any officers, directors, employees and certain others Nurix has identified as "Insiders" to trade in Nurix securities while in the possession of material, non-public information about Nurix. It is also generally illegal for any Company Personnel to disclose material, nonpublic information about Nurix to others who may trade on the basis of that information. These illegal activities are commonly referred to as "insider trading." For additional details, please refer to the *Nurix Insider Trading Policy*.

## **HONESTY WITH REGULATORS AND OTHER GOVERNMENT OFFICIALS**

Nurix is subject to many laws, regulations and guidelines. Particular care must be taken to ensure that no inaccurate, incomplete, or misleading reports, certifications, claims, or statements are made to any government agency or official. To the greatest extent practicable, Company Personnel should engage with government officials only during scheduled meetings where formal minutes are being taken. When dealing with government officials and employees, Company Personnel and Contractors should avoid even the appearance of impropriety. Any activity, anywhere in the world, that could be perceived as an attempt to improperly influence or mislead government officials to obtain favorable treatment or for any other purpose is strictly prohibited. Local custom or common practices are not a basis for permissible activity.

## **MAINTENANCE OF CORPORATE BOOKS, RECORDS, DOCUMENTS AND ACCOUNTS**

The integrity of our official corporate books and public disclosures depends on the validity, accuracy, timeliness, and completeness of the information supporting the entries in our various systems and accounts of record. Intentionally making false or misleading entries, whether they relate to financial results or scientific or clinical test results, is strictly prohibited.

Furthermore, our records serve as a basis for managing our business and are important in meeting our obligations to our stockholders, customers, suppliers, creditors, partners, employees, regulators, and others with whom we do business. As a result, it is important that our books, records, and accounts accurately and fairly reflect, in reasonable detail and in all material respects, our assets, liabilities, revenues, costs, and expenses, as well as all transactions and changes in assets and liabilities.

Financial activities are to be recorded in accordance with all applicable laws, regulations and accounting practices. All Company Personnel must cooperate fully with the Finance Department and their designees and provide complete and accurate information to them to help ensure that all of Nurix's financial books, records, reports, filings with the Securities and Exchange Commission and all other public communications provide full, fair, accurate, timely and understandable disclosure.

Anyone who becomes aware of, or suspects, any departure from these standards must report his or her knowledge promptly to their manager, human resources, the General Counsel or any of the available communication channels including the anonymous hotline.

The Nurix Hotline can be reached via <https://nurix.ethicspoint.com> or by dialing toll-free: 1-844-958-1446.

## **DOING OUR JOBS WITH INTEGRITY**

*We are measured, as a company and as individuals, not only for the results we achieve, but for the way we achieve them.*

*We hold ourselves -and each other- accountable for this on our way to delivering value to all the stakeholders we serve, especially patients.*

## **INFORMATION SECURITY**

*The security, integrity, confidentiality and reliability of information, in all its forms, are critical to the ongoing operations of Nurix.*

*Nurix information may be verbal, digital or hardcopy, individually-controlled or shared, stand-alone or networked, local or virtual, used for administration, research, regulatory, commercial, or other purposes.*

*When adversely impacted, Nurix may be exposed to security, privacy, regulatory or reputational risk.*

## **SCIENTIFIC INTEGRITY**

Research integrity is fundamental to the scientific process and to Nurix's ability to evolve its science and bring drugs to market. All Nurix research and development must be conducted in accordance with all applicable laws and regulations, authorship rules, reporting requirements, and generally accepted ethical standards of the scientific community. Scientific misconduct, such as fabrication, falsification, or plagiarism in proposing, conducting, or reporting research, dishonors and disregards the intellectual contributions and property of others, impedes the progress of research and corrupts the scientific record.

## **SCIENCE, CLINICAL PROGRAM AND APPROVED PRODUCT COMMUNICATIONS**

It is our policy to communicate about our science, clinical programs and products in an accurate, fair and informative manner consistent with applicable regulations. Company Personnel and Contractors may only describe Nurix's science, clinical programs and/or approved products in a truthful, balanced, complete and non-misleading or deceptive manner. It is also Nurix policy to use only programs and materials that have been approved in accordance with our policies and procedures.

## **CONFIDENTIAL, PRIVATE, AND PROPRIETARY INFORMATION**

The protection of confidential business information and trade secrets is vital to the interests and success of Nurix. Such information should not be shared externally unless it is necessary to do so in the performance of a Nurix-approved job or activity and such sharing has been explicitly authorized or is covered by a confidentiality agreement.

Confidential information includes non-public information that might be of use to competitors or harmful to Nurix or its customers if disclosed, such as business plans, scientific and technical strategies, financial information, information related to Nurix's research platforms, data and results, inventions, works of authorship, trade secrets, processes, conceptions, formulas, patents, patent applications, licenses, suppliers, manufacturers, customers, market data, personnel data, personally identifiable information pertaining to our employees, trial participants, customers or other individuals (including, for example, names, addresses, telephone numbers and social security numbers), and similar types of information provided to us by our customers, suppliers and partners. This information may be protected by privacy, patent, trademark, copyright and trade secret laws.

Acquiring proprietary information from others through improper means, possessing trade secret information that was improperly obtained, or inducing improper disclosure of confidential information from past or present employees of other companies is prohibited, even if motivated by an intention to advance Nurix's interests.

All Company Personnel are required to sign agreements promising they will not divulge Nurix's proprietary information or material outside of Nurix and that the ideas, inventions, products, and processes developed while working for Nurix are the property of Nurix.

## PROTECTION AND PROPER USE OF THE NURIX'S ASSETS

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Nurix's assets include its intellectual property rights, equipment, physical and virtual servers and communication facilities, among other items. The loss, theft and misuse of company assets can have a direct impact on Nurix's business and financial condition. Company Personnel are obligated to protect Nurix assets in general and are required to protect all company's assets entrusted to them. Company Personnel are also expected to take steps to ensure that Nurix's assets are used only for legitimate business purposes.

Upon termination of employment or other engagement with Nurix, Company Personnel and contractors shall return to and not take from Nurix any Nurix property, including, but not limited to:

- Any inventory, material, supply, communication, correspondence, document or product;
- Any idea, invention, and/or process that was developed while working for or on behalf of Nurix;
- Any form of reproduction or copy of any the above, including without limitation any electronic (e.g., email or files) versions; and/or
- Any proprietary or confidential property or information of Nurix as defined in Nurix's Employee Confidential Information and Inventions Assignment Agreement.

## OUR PARTNERSHIP WITH SUPPLIERS

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*We partner with external suppliers who are committed to operating in a manner consistent with this Code and to upholding the highest standards of quality, integrity, excellence, safety, legal compliance, and respect for human rights.*

## HANDLING PERSONAL INFORMATION

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We must help protect the privacy of personal information, including personal health information, by following these principles:

- Comply with all applicable laws and regulations of the jurisdictions in which personal information is collected, stored and used;
- Collect and use only the minimum amount of personal information necessary to achieve legitimate business purposes and keep the information only as long as necessary to achieve such purposes;
- Share personal information only with individuals who have a legitimate need for it and will protect it properly;
- Follow our guidelines for handling and destroying personal information.

## COMPETITION AND FAIR DEALING

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Competing vigorously, yet ethically and lawfully, with competitors, and establishing advantageous, but fair, business relationships with customers and suppliers, is a part of the foundation for long-term success. Unlawful and unethical conduct, which may lead to short-term gains, may damage a company's reputation and long-term business prospects and subject the company and relevant individuals to criminal and civil liability.

Accordingly, it is our policy that Company Personnel must endeavor to deal ethically and lawfully with Nurix's collaborators, customers, suppliers, and competitors in all business dealings on Nurix's behalf.

Company Personnel should not take unfair advantage of another person or entity when acting on behalf of Nurix, including through the abuse of privileged or confidential information or through improper manipulation, concealment or misrepresentation of material facts.

## ACCEPTING GIFTS, MEALS, ENTERTAINMENT, OR OTHER FAVORS

To avoid even the appearance of improper relations with a vendor or a potential vendor to Nurix, Company Personnel and Contractors should exercise care in the items they receive and their circumstances. Here are some guidelines:

- Company Personnel and Contractors shall not solicit gifts, gratuities, or any other personal benefit or favor of any kind from any individual or company currently doing business with Nurix or any individual or company that is anticipated to do such business.
- Company Personnel and Contractors may accept unsolicited gifts, provided they are items of nominal value. The gift's value must not raise any questions of an obligation on the part of the recipient.
- Please contact your manager or the General Counsel if you have any questions regarding any offers of gifts or other favors.

## RESPECT FOR PEOPLE

Our ability to succeed depends on the knowledge, imagination, skill, diversity, integrity, safety and collaboration among our employees in every function and on every level.

We are committed to creating and preserving an environment of mutual respect, inclusion and accountability.

## ANTITRUST COMPLIANCE

It is our policy to comply with all provisions of U.S. federal and state and foreign antitrust and unfair competition laws. These laws are designed to promote fair and vigorous competition, unrestricted by anti-competitive agreements and practices.

Antitrust laws generally prohibit competitors from sharing competitively sensitive information (such as pricing) and fixing prices or other terms or conditions of sale, rigging bids, allocating customers and markets, and otherwise agreeing not to compete.

To prevent even the appearance of illegality, Company Personnel should not discuss (orally or in writing) any of these subjects with a competitor without first seeking guidance from Nurix's Legal Department.

## BRIBES, KICKBACKS AND OTHER IMPROPER TRANSFERS OF VALUE

Nurix's does not permit or condone bribes, kickbacks or other improper payments, transfers or receipts. No Company Personnel or Contractors should offer, give, solicit or receive any money or other item of value for the purpose of obtaining, retaining or directing business or bestowing or receiving any kind of favored treatment.

In particular, the U.S. Foreign Corrupt Practices Act ("FCPA") prohibits any U.S. individual or business from authorizing, offering or paying money or anything of value, directly or indirectly, to any foreign official or employee, political party, or candidate for public office for the purpose of obtaining or maintaining business or for any other business advantage.

In addition, the federal Anti-Kickback Statute makes it a criminal offense to knowingly and willfully offer, pay, solicit, or receive any remuneration to induce or reward referrals of items or services reimbursable by a Federal program.

Violation of the FCPA or Anti-Kickback Statute could subject Nurix and its individual directors, officers and employees to civil and criminal penalties.

## OFFERING BUSINESS COURTESIES

Other than to our government customers, for whom special rules apply, we may provide certain nonmonetary items (i.e., approved scientific or informational materials) to our external partners. Further, management may approve other courtesies, including meals and refreshments, of reasonable value, provided that:

- The practice does not violate any law or regulation or the standards of conduct of the recipient's organization;
- The business courtesy is consistent with industry practice and Nurix policies, is infrequent in nature and is not lavish;
- The business courtesy is properly reflected on the books and records of Nurix.

In general, such courtesies are intended to facilitate business or scientific discussions and Company Personnel who offer a business courtesy must assure that it cannot reasonably be interpreted as an attempt to gain an unfair business advantage or otherwise reflect negatively upon Nurix.

Company Personnel may never use personal funds or resources to do something that cannot be done with Nurix resources.

## **A PLACE WHERE WE CAN DO OUR BEST WORK**

*We always act respectfully toward one another and embrace diversity of people and ideas.*

*Having a diverse workforce made up of team members who bring a wide variety of skills, abilities, experiences and perspectives is essential to our success.*

*Creativity and innovation flourish in an environment of openness, inclusion and mutual respect.*

## **COMMUNICATION OF THIS CODE**

*All Company Personnel and Contractors are supplied with a copy of the Code, at a minimum, upon employment and thereafter every 2 years, and are asked to review and sign an acknowledgment regarding the Code.*

*A copy of the Code is also available on internal legal and human resources websites and at [www.Nurix.com](http://www.Nurix.com).*

*Consultants, contractors and temporary staff are also encouraged to review the Code at the beginning of their engagements.*

## **POLITICAL CONTRIBUTIONS**

Business contributions to political campaigns are strictly regulated by federal, state, provincial and local law in the United States, Canada and other jurisdictions.

Accordingly, any political contributions proposed to be made with Company funds must be coordinated through and approved by Nurix's Legal Department. Company Personnel may not, without the approval of the Legal Department, use any Nurix funds for political contributions of any kind to any political candidate or holder of any national, state, provincial or local government office.

Company Personnel may make personal contributions but should not represent that they are contributing on Nurix's behalf. Similar restrictions on political contributions may apply in other countries. Specific questions should be directed to our Legal Department.

## **ENVIRONMENT, SAFETY AND SUSTAINABILITY**

Nurix is committed to providing a safe environment for all Company Personnel and Contractors and to acting as a responsible corporate citizen. Nurix strives to comply fully with all environmental and safety laws and regulations everywhere it operates and to make decisions with those laws and regulations in mind when procuring products, supplies and services from others.

It is our policy to conduct our business in a responsible way that minimizes environmental impacts and promotes the sustainable use of resources. We are committed to minimizing the use of any substance or material that may cause environmental damage, to reducing waste generation and disposing of all waste through safe and responsible methods, to minimizing environmental risks by employing safe technologies and operating procedures, and to being prepared to respond appropriately to accidents and emergencies.

## **DISCRIMINATION IN EMPLOYMENT AND SEXUAL HARASSMENT**

Company Personnel and Contractors must respect the rights and differences of individuals. Nurix is committed to following all applicable laws pertaining to freedom of association, privacy, child labor, and employment discrimination.

Nurix prohibits all forms of unlawful discrimination, retaliation, and harassment in the workplace, including, but not limited to, unlawful discrimination on the basis of race, color, religion, sex, national origin, citizenship, sexual orientation, age, physical or mental disability, veteran status, or any other legally protected status.

Nurix also strives to achieve a work environment that is free from unlawful discrimination, retaliation, and harassment, including sexual harassment. All Company Personnel, contractors, clients, or visitors to the work environment must uphold this policy.

## **MONITORING COMPLIANCE AND DISCIPLINARY ACTION**

Nurix's management, under the supervision of our Board of Directors, shall take reasonable steps to (i) continually monitor compliance with the Code and related policies, (ii) from time to time conduct audits and investigations, and (iii) when appropriate, impose and enforce appropriate corrective, preventive and/or disciplinary measures.

Disciplinary measures for violations of the Code will be determined in the Company's sole discretion and may include, but are not limited to, counseling, oral or written reprimands,

## **CHANGES TO THIS CODE**

*Nurix reserves the right, in its sole discretion, to expand, modify or delete any part of this Code without prior notice.*

*Company Personnel and Contractors will be notified of significant changes and asked to read and acknowledge to ensure understanding and commitment.*

## **DISCIPLINARY ACTIONS WHERE WARRANTED**

*Nurix makes a concerted effort to detect, correct and prevent lapses from this Code and all of our policies. If an investigation concludes that a violation of this Code or other policies has occurred, the Company will take appropriate actions that may include disciplinary action(s) up to and including termination of employment and, in cases, referral to law enforcement.*

warnings, probation or suspension with or without pay, demotions, reductions in salary, termination of employment or service, and/or restitution.

The Company's management shall periodically report to the Board or a committee thereof on these compliance efforts including, without limitation, with respect to any alleged violations of the Code and any response by the Company.

## **REPORTING CONCERNS AND POTENTIAL VIOLATIONS, REQUESTING ADVICE**

### **COMMUNICATION CHANNELS**

All Company Personnel and Contractors have a responsibility to promptly report any potential misconduct, including, but not limited to: discrimination, harassment, and violations of Nurix's policies concerning scientific integrity, accounting, internal accounting controls, disclosure controls or auditing matters, illegal activities in any country in which Nurix operates, fraud, abuse of assets, violations of the standards in this Code, and violations of any Nurix's policies.

Company Personnel and Contractors who believe but are not certain that misconduct or an improper activity may have occurred, are encouraged to discuss their concerns with their manager, with the Legal Department or with any member of the Executive Committee. These discussions are kept confidential to the extent possible, consistent with needs and practices for conducting a thorough investigation.

A hotline has been set up so that concerns may be expressed anonymously. Except as provided below, all reports will be routed directly to the Legal Department, who will inform the appropriate members of senior management and, if appropriate, our Board of Directors.

Anonymous reports that concern accounting and auditing matters, e.g., embezzlement; falsification of contracts, reports, or records; securities violations; and violations of other financial-related policies, will be routed to the General Counsel and the Chair of the Audit Committee of the Nurix Board of Directors. Anonymous reports that concern the General Counsel will be routed directly to an outside law firm and the Chair of the Audit Committee.

### **INVESTIGATIVE PROCEDURES**

Upon learning of an allegation of misconduct, the Legal Department will conduct a timely, full, and fair fact-finding investigation to determine whether a violation has in fact occurred.

The Legal Department will seek advice and assistance from the Chief Executive Officer, Head of Human Resources, Chief Financial Officer, the Board of Directors (or appropriate Board Committees or Chair), and outside counsel, as necessary, during investigations.

### **HOTLINE**

The Nurix Hotline can be reached via <https://nurix.ethicspoint.com> or by dialing toll-free: 1-844-958-1446.

### **ANONYMITY**

When reporting suspected violations of the Code or other policies, the Company prefers that Company Personnel identify themselves in order to facilitate follow-up and additional investigation; however, the Company also recognizes that some individuals may feel more comfortable reporting a suspected violation entirely anonymously.



## **NURIX ANONYMOUS HOTLINE**

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The Nurix Hotline can be reached via <https://nurix.ethicspoint.com> or by dialing toll-free: 1-844-958-1446.

If Company Personnel wish to remain anonymous, they may do so, and the Company will use reasonable efforts to protect the confidentiality of the reporting person subject to applicable law, rule or regulation or to any applicable legal proceedings. In the event the report is made anonymously, however, the Company may not have sufficient information to look into or otherwise investigate, follow-up or evaluate the allegations.

Accordingly, persons who make reports anonymously should provide as much detail as is reasonably necessary to permit the Company to evaluate the matter(s) set forth in the anonymous report and, if appropriate, commence and conduct an appropriate investigation.

### **NO RETALIATION**

The Company expressly forbids any retaliation against any Company Personnel who, acting in good faith on the basis of a reasonable belief, reports suspected misconduct. Specifically, the Company will not discharge, demote, suspend, threaten, harass or in any other manner discriminate against, such an officer or employee in the terms and conditions of his or her employment. Any person who participates in any such retaliation is subject to disciplinary action, including termination.

### **WAIVERS AND AMENDMENTS**

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No waiver of any provisions of the Code for the benefit of a director or officer (which includes without limitation, for purposes of this Code, the Company's executive, financial and accounting officers) shall be effective unless (i) approved by the Board and (ii) if applicable, such waiver is promptly disclosed to the Company's stockholders in accordance with applicable U.S. securities laws and the rules and regulations of the exchange or system on which the Company's shares are traded or quoted, as the case may be.

Any waivers of the Code for other Company Personnel or Company Contractors may be made by the General Counsel or the Board.

All amendments to the Code must be approved by the Board and, if applicable, must be promptly disclosed to the Company's stockholders in accordance with applicable U.S. securities laws and the rules and regulations of the stock exchange or system on which the Company's shares are traded or quoted, as the case may be.