

CODE OF BUSINESS CONDUCT AND ETHICS

Introduction

GERON CORPORATION (“**GERON**”, “the Company”, “we”, “us”, “our”) is committed to maintaining high standards of business conduct and ethics. This Code of Business Conduct and Ethics (the “**Code**”) reflects the business practices and principles of behavior that support this commitment. We expect every employee, officer, and director to read and understand the Code and its application to the performance of his/her/their business responsibilities. References in the Code to employees are intended to cover officers and, as applicable, directors

Officers, managers, and other supervisors are expected to develop in employees a sense of commitment to the spirit, as well as the letter, of the Code. **Supervisors are also expected to ensure that all agents and contractors conform to Code standards when working for or on behalf of GERON.** The compliance environment within each supervisor’s assigned area of responsibility will be a significant factor in evaluating the quality of that individual’s performance. Nothing in the Code alters the at-will employment policy of **GERON**.

The Code addresses conduct that is particularly important to proper dealings with the people and entities with which we interact, but reflects only a part of our commitment. From time to time, we may adopt additional policies and procedures with which our employees, officers and directors are expected to comply, if applicable to them. However, it is the responsibility of each employee to apply common sense, together with his/her/their own highest personal ethical standards, in making business decisions where there is no stated guideline in the Code.

GERON’S Employee Handbook also contains policies that provide guidelines for the conduct of employees in specific areas of **GERON’S** business. These policies are intended to supplement and not supersede the provisions of this Code. All employees are responsible for reviewing, understanding, and abiding by the policies contained in the Employee Handbook as well as those contained in this Code. Both this Code and the policies located in the Employee Handbook may be amended or supplemented from time to time as Geron deems necessary, and all employees will be alerted to any such amendment or supplement.

Action by members of your immediate family, significant others, friends or persons who live in your household (collectively referred to in the Code as “family members”) also may potentially result in ethical issues to the extent that they involve **GERON** business. For example, acceptance of inappropriate gifts by a family member from one of our suppliers could create a conflict of interest and result in a Code violation attributable to you. Consequently, in complying with the Code, you should consider not only your own conduct, but also that of your family members.

YOU SHOULD NOT HESITATE TO ASK QUESTIONS ABOUT WHETHER ANY CONDUCT MAY VIOLATE THE CODE, VOICE CONCERNS OR CLARIFY GRAY AREAS. SECTION 20 BELOW DETAILS THE COMPLIANCE RESOURCES AVAILABLE TO YOU. IN ADDITION, YOU SHOULD BE ALERT TO POSSIBLE VIOLATIONS OF THE CODE BY OTHERS AND REPORT SUSPECTED VIOLATIONS, WITHOUT FEAR OF ANY FORM OF RETALIATION, AS FURTHER DESCRIBED IN SECTION 20. Violations of the Code will not be tolerated. Any employee who violates the standards in the Code

may be subject to disciplinary action, which, depending on the nature of the violation and the history of the employee, may range from a warning or reprimand up to and including termination of employment and, in appropriate cases, civil legal action or referral for regulatory or criminal prosecution.

This Code has been approved by the Company's Board of Directors (the "Board") and may be amended only by the Board. If you have any questions regarding the Code or possible violations of the Code, please see Section 20 of this Code (i.e., in sum: you may contact your manager, a member of the Company's Executive Management Committee ("EMC"), the Compliance Representative, or use the whistleblower hotline to report anonymously, etc.). GERON'S Compliance Representative can be contacted at CorporateCompliance@geron.com.

1. Honest and Ethical Conduct

It is the policy of GERON to promote high standards of integrity and ethics by conducting our affairs in an honest and ethical manner. The integrity and reputation of GERON depends on the honesty, fairness and integrity brought to the job by each person associated with us. Unyielding personal integrity is the foundation of corporate integrity. It is GERON's expectation that all of its directors, officers and employees, wherever located and regardless of function, conduct all activities in accordance with high standards of integrity and ethics, and in compliance with the laws, regulations, and written directives in every country, as well as with this Code and all other corporate and governmental policies. This expectation extends to third parties with whom we may contract to conduct activities on our behalf.

2. Legal Compliance

Culture of Compliance: It is Everyone's Responsibility

Obedying the law, both in letter and in spirit, is the foundation of this Code. Our success depends upon each employee's operating within legal guidelines and cooperating with local, national and international authorities. We expect employees to be familiar with and understand the legal and regulatory requirements applicable to their business units and areas of responsibility. We hold periodic training sessions to ensure that all employees comply with the relevant laws, rules and regulations associated with their employment. While we do not expect you to memorize every detail of these laws, rules and regulations, we want you to be able to determine when to seek advice from others prior to engaging in any conduct that may violate the Code. Therefore, every employee must not only abide by legal requirements but also with requirements in GERON'S policies and other documents. If you have a question related to compliance, it is important that you not hesitate to seek answers from your manager, an EMC member or the Compliance Representative.

Disregard or violation of the law will not be tolerated. Violation of domestic or foreign laws, rules and regulations may subject an individual, as well as GERON, to civil and/or criminal penalties. You should be aware that conduct and records, including emails and text messages, are subject to internal and external audits and to discovery by third parties in the event of a government investigation or civil litigation. It is in everyone's best interests to know and comply with our legal obligations because compliance is everyone's responsibility. GERON'S management is available to advise and assist employees. Any questions or concerns about compliance should be brought

without delay to your manager, an EMC member or the Compliance Representative, as appropriate. See Section 20 later in this Code for more information.

3. Insider Trading

Employees who have access to confidential (or “inside”) information are not permitted to use or share that information for stock trading purposes or for any other purpose except to conduct our business. All non-public information about **GERON** or about companies with which we do business is considered confidential information. To use material non-public information in connection with buying or selling securities, including “tipping” others who might make an investment decision on the basis of this information, is not only unethical, it is illegal. Employees must exercise the utmost care when aware of material inside information, and must comply with **GERON’S** Insider Trading Compliance Program.

4. International Business Laws

Our employees are expected to comply with the applicable laws in all countries to which they travel, in which they operate and where we otherwise do business, including laws prohibiting bribery, corruption or the conduct of business with specified individuals, companies or countries. The fact that, in some countries, certain laws are not enforced or that violation of those laws is not subject to public criticism, will not be accepted as an excuse for noncompliance. In addition, we expect employees to comply with U.S. laws, rules and regulations governing the conduct of business by its citizens and corporations outside the U.S.

These U.S. laws, rules and regulations, which extend to all our activities outside the U.S., include:

- The Foreign Corrupt Practices Act, which prohibits directly or indirectly giving anything of value to a government official to obtain or retain business or favorable treatment and requires the maintenance of accurate books of account, with all company transactions being properly recorded;
- U.S. Embargoes, which generally prohibit U.S. companies, their subsidiaries and their employees from doing business with countries, or traveling to, subject to sanctions imposed by the U.S. government, as well as specific companies and individuals identified on lists published by the U.S. Treasury Department;
- U.S. Export Controls, which restrict exports from the U.S. and re-exports from other countries of goods, software and technology to many countries, and prohibits transfers of U.S.-origin items to denied persons and entities; and
- Antiboycott Regulations, which prohibit U.S. companies from taking any action that has the effect of furthering or supporting a restrictive trade practice or boycott imposed by a foreign country against a country friendly to the U.S. or against any U.S. person.

If you have a question as to whether an activity is restricted or prohibited, seek assistance from your supervisor or **GERON’S** Compliance Representative before taking any action, including giving any verbal assurances that might be regulated by international laws.

5. Antitrust

Antitrust laws are designed to protect the competitive process. These laws are based on the premise that the public interest is best served by vigorous competition and will suffer from illegal agreements or collusion among competitors. Antitrust laws generally prohibit:

- agreements, formal or informal, with competitors that harm competition or customers, including price fixing and allocations of customers, territories or contracts;
- agreements, formal or informal, that establish or fix the price at which a customer may resell a product; and
- the acquisition or maintenance of a monopoly or attempted monopoly through anti-competitive conduct.

Certain kinds of information, such as pricing, production and inventory, should not be exchanged with competitors, regardless of how innocent or casual the exchange may be and regardless of the setting, whether business or social.

Antitrust laws impose severe penalties for certain types of violations, including criminal penalties and potential fines and damages of millions of dollars, which may be tripled under certain circumstances. Understanding the requirements of antitrust and unfair competition laws of the various jurisdictions where we do business can be difficult, and you are urged to seek assistance from your supervisor or GERON'S Compliance Representative whenever you have a question relating to these laws.

6. Environmental Compliance

Federal law imposes criminal liability on any person or company that contaminates the environment with any hazardous substance that could cause injury to the community or environment. Violation of environmental laws can involve monetary fines and imprisonment. We expect employees to comply with all applicable environmental laws.

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

7. Conflicts of Interest

We respect the rights of our employees to manage their personal affairs and investments and do not wish to impinge on their personal lives. At the same time, employees should avoid conflicts of interest that occur when their personal interests may interfere in any way with the performance of their duties or the best interests of GERON. A conflicting personal interest could result from an expectation of personal gain now or in the future or from a need to satisfy a prior or concurrent personal obligation. We expect our employees to be free from influences that conflict

with the best interests of **GERON** or might deprive **GERON** of their undivided loyalty in business dealings. Even the appearance of a conflict of interest where none actually exists can be damaging and should be avoided. Whether or not a conflict of interest exists or will exist can be unclear. Conflicts of interest are prohibited.

If you have any questions about a potential conflict or if you become aware of an actual or potential conflict, and you are not an officer or director of **GERON**, you should discuss the matter with your supervisor or the Compliance Representative (as further described in Section 20). Supervisors may not authorize conflict of interest matters or make determinations as to whether a problematic conflict of interest exists. If the supervisor is involved in the potential or actual conflict, you should discuss the matter directly with the Compliance Representative. Officers and directors may seek authorizations and determinations from the Nominating and Corporate Governance Committee of **GERON'S** Board of Directors. Factors that may be considered in evaluating a potential conflict of interest are, among others:

- whether it may interfere with the employee's job performance, responsibilities or morale;
- whether the employee has access to confidential information;
- whether it may interfere with the job performance, responsibilities or morale of others within the organization;
- any potential adverse or beneficial impact on our business;
- any potential adverse or beneficial impact on our relationships with our customers or suppliers or other service providers;
- whether it would enhance or support a competitor's position;
- the extent to which it would result in financial or other benefit (direct or indirect) to the employee, officer or director;
- the extent to which it would result in financial or other benefit (direct or indirect) to one of our customers, suppliers or other service providers; and
- the extent to which it would appear improper to an outside observer.

Although no list can include every possible situation in which a conflict of interest could arise, the following are examples of situations that may, depending on the facts and circumstances, involve problematic conflicts of interests:

- **Employment by (including consulting for) or service on the board of a competitor, customer or supplier or other service provider.** Activity that enhances or supports the position of a competitor to the detriment of **GERON** is prohibited, including employment by or service on the board of a competitor. Employment by or service on

the board of a customer or supplier or other service provider is generally discouraged and you must seek authorization in advance if you plan to take such a position.

- **Owning, directly or indirectly, a significant financial interest in any entity that does business, seeks to do business or competes with us.** In addition to the factors described above, persons evaluating ownership in other entities for conflicts of interest will consider the size and nature of the investment; the nature of the relationship between the other entity and **GERON**; the employee's access to confidential information and the employee's ability to influence **GERON** decisions. If you would like to acquire a financial interest of that kind, you must seek approval in advance.
- **Soliciting or accepting gifts, favors, loans or preferential treatment from any person or entity that does business or seeks to do business with us.** See Section 11 for further discussion of the issues involved in this type of conflict.
- **Soliciting contributions to any charity or for any political candidate from any person or entity that does business or seeks to do business with us.**
- **Taking personal advantage of corporate opportunities.** See Section 8 for further discussion of the issues involved in this type of conflict.
- **Working or consulting for another person or company in the biotechnology, pharma, or life sciences industry, without permission from GERON'S Compliance Representative.**
- **Conducting our business transactions with your family member or a business in which you have a significant financial interest.** Material related-party transactions must be approved by the Audit Committee of **GERON'S** Board of Directors and any such transactions involving an executive officer or director will be publicly disclosed as required by applicable laws and regulations.
- **Exercising supervisory or other authority on behalf of GERON over a co-worker who is also a family member.** The employee's supervisor and/or **GERON'S** Compliance Representative will consult with the Human Resources department to assess the advisability of reassignment.

Loans to, or guarantees of obligations of, employees or their family members by **GERON** could constitute an improper personal benefit to the recipients of these loans or guarantees, depending on the facts and circumstances. Some loans are expressly prohibited by law and applicable law requires that our Board of Directors approve all loans and guarantees to employees. As a result, all loans and guarantees by **GERON** must be approved in advance by the Board of Directors.

8. Corporate Opportunities

You may not take personal advantage of opportunities for **GERON** that are presented to you or discovered by you as a result of your position with us or through your use of corporate property

or information, unless authorized by your supervisor, GERON'S Compliance Representative or the EMC. Even opportunities that are acquired privately by you may be questionable if they are related to our existing or proposed lines of business. Significant participation in an investment or outside business opportunity that is directly related to our lines of business must be pre-approved by the Audit Committee of GERON'S Board of Directors. You may not use your position with us or corporate property or information for improper personal gain, nor should you compete with us in any way.

9. Maintenance of Corporate Books, Records, Documents and Accounts; Financial Integrity; Public Reporting

The integrity of our records and public disclosure depends upon the validity, accuracy and completeness of the information supporting the entries to our books of account. Therefore, our corporate and business records should be completed accurately and honestly. The making of false or misleading entries, whether they relate to financial results or test results, is strictly prohibited. Our records serve as a basis for managing our business and are important in meeting our obligations to customers, suppliers, service providers, creditors, employees and others with whom we do business. As a result, it is important that our documents, books, records and accounts accurately and fairly reflect, in reasonable detail, our assets, liabilities, revenues, costs and expenses, as well as all transactions and changes in assets and liabilities. We require that:

- no entry be made in our books and records that intentionally hides or disguises the nature of any transaction or of any of our liabilities or misclassifies any transactions as to accounts or accounting periods;
- transactions be supported by appropriate documentation;
- the terms of sales and other commercial transactions be reflected accurately in the documentation for those transactions and all such documentation be reflected accurately in our books and records;
- employees comply with our system of internal controls; and
- no cash or other assets be maintained for any purpose in any unrecorded or "off-the-books" fund.

Our accounting records are also relied upon to produce reports for our management, stockholders and creditors, as well as for governmental agencies. In particular, we rely upon our accounting and other business and corporate records in preparing the periodic and current reports that we file with the United States Securities and Exchange Commission, or SEC. Securities laws require that these reports provide full, fair, accurate, timely and understandable disclosure and fairly present our financial condition and results of operations. Employees who collect, provide or analyze information for or otherwise contribute in any way in preparing or verifying these reports should strive to ensure that our financial disclosures are accurate and transparent and that our reports contain all of the information about GERON that would be important to enable stockholders and potential investors to assess the soundness and risks of our business and finances and the quality and integrity of our accounting and disclosures. In addition:

- no employee may take or authorize any action that would intentionally cause our financial records or financial disclosure to fail to comply with generally accepted accounting principles, the rules and regulations of the SEC or other applicable laws, rules and regulations;
- all employees must cooperate fully with our Finance Department, as well as our independent registered public accounting firm and inside and outside legal counsel, respond to their questions with candor and provide them with complete and accurate information to help ensure that our books and records, as well as our reports filed with the SEC, are accurate and complete; and
- no employee should knowingly make (or cause or encourage any other person to make) any false or misleading statement in any of our reports filed with the SEC or knowingly omit (or cause or encourage any other person to omit) any information necessary to make the disclosure in any of our reports accurate in all material respects.

Any employee who becomes aware of any departure from these standards has a responsibility to report his/her/their knowledge promptly to a supervisor, a member of the EMC, the Compliance Representative, the Audit Committee or one of the other compliance resources described in Section 20. or in accordance with the provisions of **GERON'S** Whistleblower Policy on Reporting Complaints Regarding Accounting and Auditing Matters, which permits anonymous reporting.

10. Fair Dealing

We strive to outperform our competition fairly and honestly. Advantages over our competitors are to be obtained through superior performance of our products and services, not through unethical or illegal business practices. 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 our interests. If information is obtained by mistake that may constitute a trade secret or other confidential information of another business, or if you have any questions about the legality of proposed information gathering, you must consult your supervisor or **GERON'S** Compliance Representative, as further described in Section 20.

You are expected to deal fairly with our customers, suppliers, service providers, employees and anyone else with whom you have contact in the course of performing your job. Be aware that the Federal Trade Commission Act provides that “unfair methods of competition in commerce, and unfair or deceptive acts or practices in commerce, are declared unlawful.” It is a violation of the Federal Trade Commission Act to engage in deceptive, unfair or unethical practices and to make misrepresentations in connection with sales activities.

Employees involved in procurement have a special responsibility to adhere to principles of fair competition in the purchase of products and services by selecting suppliers and service providers based exclusively on normal commercial considerations, such as quality, cost, availability, service and reputation, and not on the receipt of special favors.

11. Health Care and Life Sciences

The health care and life sciences industry is one of the most regulated industries in the world. There are countless laws, regulations, and policies surrounding how individuals and organizations must conduct clinical research, provide health care products and services and how individuals and organizations must structure and remit payments related to such clinical research, products and services. **GERON** has adopted policies and procedures that ensure its ability to conduct clinical research in accordance with the highest ethical and scientific standards, and in accordance with applicable laws and regulations. Furthermore, **GERON** adheres to several laws, regulations and guidelines that apply to us, including but not limited to (1) federal and state anti-kickback and other anti-fraud laws; (2) topics covered by the PhRMA Code on Interactions with Health Care Professionals (the “**PhRMA Code**”) established by the Pharmaceutical Research and Manufacturers of America (“**PhRMA**”); (3) the Food & Drug Cosmetic Act and Food & Drug Administration (“**FDA**”) regulations; (4) the Physician Payments Sunshine Act of 2009 (the “**Sunshine Act**”) and state disclosure laws; (5) the Office of Inspector General Compliance Program Guidance for Pharmaceutical Manufacturers; and (6) privacy laws, including the Health Insurance Portability and Accountability Act of 1996 (“**HIPAA**”) and the European General Data Protection Regulation (EU) 2016/679 (“**GDPR**”). Complying with these laws and guidelines permits **GERON** to better serve its customers and patients, protect them from malpractice, mistreatment, and adverse events and reduce the possibility of us making costly or dangerous errors. Whether it is corporate, health care, FDA regulatory, or financial compliance, it is important that all **GERON** employees know and understand the rules they are required to follow. Separate and apart from this Code, **GERON** maintains policies and procedures that set forth the relevant standards that must be followed in order to ensure **GERON** upholds its culture of compliance, including policies and procedures on topics related to legal and compliance obligations, including such areas as research funding, educational grants, promotional compliance, formulary/payor interactions, interactions with patient advocacy/support organizations, charitable donations, meals with healthcare providers, support for continuing medical education, consulting with healthcare professionals, speaker programs, reporting and tracking transfers of value under federal and state sunshine authorities, certain data privacy authorities, and a wide-range of anti-fraud and compliance provisions, among others. Please consult the applicable policies and procedures relevant to your job function for more information.

Prohibition on Bribes and Offers of Gifts and Entertainment

GERON employees or third parties acting on behalf of **GERON** may never offer, make, solicit or receive a bribe, kickback, illegal political contribution or other improper payment, either in the U.S. or in any other country. It is not only a violation of this Code to do so, but it also may be a crime under the federal or state anti-kickback statutes, Foreign Corrupt Practices Act, the U.K. Bribery Law, and other U.S. and international laws (see Section [4] for more details).

GERON has adopted and complies with the PhRMA Code. All interactions with health care professionals (HCPs) must comply with the PhRMA Code as well as applicable **GERON** policies, such as **GERON**’S policies covering Meals and Meetings with HCPs, and Gifts and Permissible Educational Items. Specifically, **GERON**’S interactions with HCPs are professional in nature and are intended to facilitate the exchange of medical or scientific information that will benefit patient care. To ensure the appropriate focus on education and informational exchange and to avoid the

appearance of impropriety, **GERON** does not provide any entertainment or recreational items, such as tickets to the theater or sporting events, sporting equipment, or leisure or vacation trips, to any HCP who is not a salaried employee of Geron. Such entertainment or recreational benefits should not be offered, regardless of: (1) the value of the items; (2) whether **GERON** engages the HCP as a speaker or consultant; or (3) whether the entertainment or recreation is secondary to an educational purpose. Occasional meals that are modest as judged by local standards are permitted as long as they are offered in the appropriate circumstances and venues as described in relevant sections of the PhRMA Code.

Unless express permission is received from your supervisor or **GERON'S** Compliance Representative, gifts and entertainment cannot be offered or provided to a third party by any employee. This principle applies to our transactions everywhere in the world, even where the practice is widely considered "a way of doing business." Our customers, suppliers, service providers and the public at large should know that our employees' judgment is not for sale.

In addition, under some statutes, such as the U.S. Foreign Corrupt Practices Act (further described in Section 4), giving anything of value to a government official to obtain or retain business or favorable treatment is a criminal act subject to prosecution and conviction.

Receipt of Gifts and Entertainment

Moreover, an employee may not seek or accept, directly or indirectly, any payment, service, favor, entertainment or gift from any outside person or entity with whom he/she does business, seeks to do business, or is a competitor of, **GERON**. Exceptions may be made by managers, in consultation with the Legal and/or Compliance departments, if: (1) acceptance could not reasonably influence or appear to influence the employee's business judgment; and (2) the service, favor, entertainment or gift is of nominal value and consistent with ordinary and customary business practices and **GERON** policy. Concerns of impropriety could arise not only from excessive and inappropriate individual gifts, but also from a result of a cumulative or frequent practice. Under no circumstances may an employee accept a gift of cash or a cash equivalent, shares of stock, stock options, or an opportunity to participate in an initial public offering of securities of any amount, or entertainment of any kind unaccompanied by a representative of the business party providing it. Every employee is expected to exercise good judgment. An employee with questions regarding the appropriateness of a gift or entertainment should seek guidance from his/her/their manager or the Compliance Representative.

Improper Payments

Employees may not participate in any way in the unlawful or unethical receipt or payment of **GERON'S** funds, or in maintaining any unrecorded cash or non-cash funds or assets, for the purpose of any unlawful or unethical receipts or payments. Employees may not take part in any improper payments to any local, state, federal or foreign government officials, employees or agents, nor can offer bribes, kickbacks or other payments to obtain business referrals or favored treatment with respect to **GERON'S** business or operations.

Debarment

GERON requires its clinical research and resulting regulatory applications to be conducted

with the highest ethical standards, and therefore will not knowingly use in any capacity the services of any person debarred under section 306 of the Federal Food, Drug, and Cosmetic Act, and will not conduct business activities with any individual or entity which has been otherwise disqualified or excluded.

PLEASE DIRECT ANY INQUIRES RELATED TO POTENTIAL BRIBES, GIFTS, ENTERTAINMENT OR THE RECEIPT OF IMPROPER PAYMENTS TO THE CONTACT RESOURCES OUTLINED IN SECTION 20 OF THIS CODE.

12. Protection and Proper Use of Geron Assets

All employees are expected to protect our assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on our profitability. Our property, such as office supplies, computer equipment, telephones and facilities, are expected to be used only for legitimate business purposes, although incidental personal use may be permitted. You may not use our corporate name, any brand name or trademark owned or associated with **GERON** or any letterhead stationery for any personal purpose.

You may not, while acting on behalf of **GERON** or while using our computing or communications equipment, including telephones, mobile devices, or facilities, either:

- access the internal computer system (also known as “hacking”) or other resource of another entity without express written authorization from the entity responsible for operating that resource; or
- commit any unlawful or illegal act, including harassment, libel, fraud, sending of unsolicited bulk email (also known as “spam”) in violation of applicable law, trafficking in contraband of any kind or espionage; or
- utilize **GERON** computing or communications equipment for non-work related purposes, including access to information or websites containing illegal, inappropriate, pornographic or offensive content.

If you receive authorization to access another entity’s computer system or other resource, you must make a permanent record of that authorization so that it may be retrieved for future reference, and you may not exceed the scope of that authorization.

Unsolicited bulk email is regulated by law in a number of jurisdictions. If you intend to send unsolicited bulk email to persons outside of **GERON**, either while acting on our behalf or using our computing or communications equipment or facilities, you should contact your supervisor or the Compliance Representative for approval.

To the fullest extent permitted by law, all data residing on or transmitted through our computing and communications facilities, including email, text messages, word processing documents and data, is the property of **GERON** and subject to inspection, retention and review by **GERON**, with or without an employee’s or third party’s knowledge, consent or approval, in accordance with applicable law. Any misuse or suspected misuse of our assets must be immediately reported to your supervisor or **GERON**’S Compliance Representative.

13. Confidentiality

One of our most important assets is our confidential information. As an employee of **GERON**, you may learn of information about **GERON** that is confidential and proprietary. You also may learn of information before that information is released to the general public.

Confidential and proprietary information about **GERON** must be handled in accordance with **GERON'S** Proprietary Information and Inventions Agreement, as well as the confidentiality provisions of written agreements with **GERON**. Employees who have received or have access to confidential information should take reasonable care to keep this information confidential. Confidential information includes non-public information that might be of use to competitors or harmful to **GERON** or its customers if disclosed, such as trade secrets, compounds, reagents, biological material, techniques for the handling and use of the foregoing, know-how, formulas, processes, products, business, marketing and service plans, financial information, source codes, engineering and manufacturing ideas, designs, databases, customer lists, pricing strategies, personnel data, personally identifiable information pertaining to our employees, 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, service providers and partners. This information may be protected by patent, trademark, copyright and trade secret laws.

In addition, because we interact with other companies and organizations, there may be times when you learn confidential information about other companies before that information has been made available to the public. You must treat this information in the same manner as you are required to treat our confidential and proprietary information. There may even be times when you must treat as confidential the fact that we have an interest in, or are involved with, another company.

You are expected to keep confidential and proprietary information confidential unless and until that information is released to the public through approved channels (usually through a press release, an SEC filing or a formal communication from a member of senior management, as further described in Section 14). Every employee has a duty to refrain from disclosing to any person confidential or proprietary information about **GERON** or any other company learned in the course of employment here, until that information is disclosed to the public through approved channels. This policy requires you to refrain from discussing confidential or proprietary information with outsiders and even with other **GERON** employees, unless those fellow employees have a legitimate need to know the information in order to perform their job duties. Unauthorized use or distribution of this information could also be illegal and result in civil liability and/or criminal penalties.

You should also take reasonable care not to inadvertently disclose confidential information. Materials that contain confidential information, such as memos, notebooks, computer disks and laptop computers, should be stored securely. Unauthorized posting or discussion of any information concerning our business, information or prospects on the Internet is prohibited. You may not discuss our business, information or prospects in any "chat room," regardless of whether you use your own name or a pseudonym. Be cautious when discussing sensitive information in public places like elevators, airports, and restaurants. All **GERON** emails, voicemails and other communications are presumed confidential and should not be forwarded or otherwise disseminated

outside of **GERON**, except where required for legitimate business purposes.

Privacy and Information Security

If you are handling information protected by **GERON**'S published privacy policy, such as our website Privacy Policy, you must handle that information in accordance with such policy. **GERON** respects the privacy and maintains the security of personal information it receives from employees, agents or contractors and all other individuals or entities with whom we work. Employees are expected to comply with **GERON**'S policies and procedures when accessing or analyzing any individual's personal information, and to ensure that such personal information is handled with reasonable care, consistent with all applicable laws. Employees must observe the following standards:

- Employees should not collect more personal information than needed to achieve the corresponding legitimate business purpose for which it was collected;
- Employees should access personal information only if they have a legitimate business need and are authorized to access it;
- Personal information should be secure in a manner consistent with **GERON**'S policies and procedures, and retained only as long as it is needed and then destroyed when it is no longer needed for any purpose, and in a manner consistent with **GERON** policy on the timing and appropriate modes of destruction.

14. Media/Public Discussions

It is our policy to disclose material information concerning **GERON** to the public only through specific limited channels to avoid inappropriate publicity and to ensure that all those with an interest in **GERON** will have equal access to information. All inquiries or calls from the press and financial analysts should be referred to the Investor Relations department. We have designated our CEO, CFO and Investor Relations department as our official spokespersons. Unless a specific exception has been made by the CEO or CFO, these designees are the only people who may communicate with the press on behalf of **GERON**. You also may not provide any information to the media about us off the record, for background, confidentially or secretly. Public disclosures at **GERON** are made pursuant to our Disclosure Process.

15. Waivers

Any waiver of this Code for EMC members (including, where required by applicable laws, our principal executive officer, principal financial officer, principal accounting officer or controller (or persons performing similar functions)) or directors must be authorized only by our Board of Directors or, to the extent permitted by the rules of Nasdaq, a committee of the Board and will be publicly disclosed to the extent required by applicable laws, rules and regulations. Any waiver of this Code for employees other than EMC members must be authorized by the EMC.

16. Employment Practices

The health and safety of employees and others on **GERON**'S property are of critical concern to **GERON**. **GERON** is devoted to complying with all applicable health and safety laws. To this end, we must rely upon employees to comply with all safety rules and practices necessary to ensure their protection and the protection of others as applicable. Employees are required to be conscientious about workplace safety and recognized dangerous conditions or hazards. Any unsafe conditions or potential hazards should be reported to your supervisor or the Compliance Representative immediately, even if the problem appears to be corrected. Any suspicions of threats, reckless or violent behavior by employees, including possession of weapon on **GERON** property is prohibited.

Smoking, including the use of electronic cigarettes, is prohibited on **GERON** premises and in all vehicles used for **GERON** business. Specifically, to ensure the safety of employees and others, **GERON** prohibits its employees being under influence of illegal drugs, or the use, sale, purchase, transfer or possession of illegal drugs on its premises, in its vehicles and during **GERON**'S business hours. The legal use of physician-prescribed drugs is permitted on the job only if it does not impair an employee's ability to perform the essential functions of the job effectively and in a safe manner that does not endanger other individuals in the workplace. Management will consider disciplinary actions, up to and including termination of employment, for violations of this policy. As a general matter, responsible and moderate consumption of alcohol served at **GERON**-sponsored events will not be considered a violation of this Code.

GERON is proud of its workplace diversity and as such, strives to maintain a workplace culture that supports a diverse, multicultural workforce and provides equal opportunity and an inclusive environment where all employees feel empowered to contribute and succeed. To that end, **GERON** prohibits conduct that creates an intimidating, hostile or offensive work environment. Such conduct may include, but is not limited to, bullying; racist, sexist, antisemitic, religious, or ethnic comments or jokes; sexual advances or inappropriate physical contact; or sexually-oriented gestures, pictures, jokes or statements. These conducts are not in line with **GERON**'S values and workplace culture and are prohibited of all employees, regardless of position or level in the organization.

If an employee believes that he/she/they is subject to discriminatory or harassing conduct, it is generally recommended for the employee to inform the person engaging in the conduct that the conduct is unwelcome and to stop the conduct. If an employee is not comfortable with a direct approach, or if it fails to solve the problem, the conduct should be reported to his/her/their supervisor, or the Human Resources department, in accordance with the reporting process set forth in the applicable employment policy or guideline. Subject to applicable local laws, supervisors who receive such reports, or who otherwise observe such conduct, are required to address the matter with the Human Resources department or with the Compliance Representative so that the matter can be appropriately handled.

17. Product Quality, Pharmacovigilance, & Regulatory Compliance

GERON'S products and services are crucial to physicians and their patients and are essential to our mission and values. As such, the safety and quality of our products are of utmost importance

to **GERON**. To that end, **GERON** maintains compliant pharmacovigilance, quality and regulatory compliance systems that conform with applicable laws. These systems are and will be described in quality standards, policies, certain contracts and agreements with vendors, standard operating procedures and training programs adopted on an ongoing basis by **GERON**. Employees will be trained on these systems and work with their supervisors to obtain all necessary training, as applicable.

Geron employees and designees must report adverse events, including potential pregnancy exposure to a Geron product, per **GERON** SOP-066. In accordance with applicable laws, management will consider disciplinary actions, up to and including termination of employment for violations of **GERON**'S pharmacovigilance, quality and regulatory compliance system policies and procedures.

Each employee is responsible for the quality of his/her/their work, for implementing the relevant provisions of the pharmacovigilance, quality and regulatory compliance systems that pertain to their job function, and for compliance with **GERON**'S policies and procedures. These practices include preclinical and clinical research, patient safety, regulatory submissions, manufacturing, advertising, labeling, promotional materials and activities, and other product and service requirements. The practices, policies and procedures are designed to ensure compliance with applicable laws and regulations. As part of its quality system, **GERON** also establishes: (a) design control procedures to ensure that products and manufacturing processes conform to applicable regulations; (b) a supplier quality assurance program to ensure that purchased products and services conform to specifications and regulatory requirements; and (c) procedures to isolate and control nonconforming products, to investigate the causes of nonconformance, and to implement corrective action to prevent a recurrence.

As a pharmaceutical company, **GERON** must comply with applicable laws and regulations governing the manufacture, marketing and distribution of its products and product candidates. In particular, **GERON**'S product development and manufacturing activities are subject to the requirements of the U.S. Food and Drug Administration ("FDA"), the European Medicines Agency ("EMA"), Health Products Regulatory Authority ("HPRA") and other regulatory authorities. **GERON**'S compliance with applicable regulations and standards regarding clinical research, good clinical and laboratory practices, good pharmacovigilance practices and current Good Manufacturing Practices are critically important to the health and safety of the patients who will use our products, as well as our reputation and our relationships with customers, vendors, suppliers, service providers and collaborative partners. Therefore, employees are expected to understand and ensure compliance with the aforementioned rules, regulations, policies and procedures.

18. Government Procurement

GERON is committed to sell to all customers, including government-related entities, in an honest, ethical and equitable manner. Some important guidelines for employees working on business with government entities are as follows:

- Provide high-quality products at fair market value;

- Not offer nor authorize promises or accept kickbacks or bribes;
- Only provide gifts or other gratuities to the extent permitted by applicable laws and regulations;
- Not solicit or obtain proprietary or source-selection information from government officials prior to the award of a contract;
- Hire present and former government personnel only in compliance with applicable laws and regulations and consistent with **GERON'S** policy;
- Comply with all laws and regulations with respect to ethical conduct of participants in procurement set forth by Federal, State and municipal agencies; and
- Accurately report required pricing information to government agencies paying required rebates.

Government procurement regulations can be highly complex and any engagement with government agencies on behalf of **GERON** may be subject to statutory and regulatory reporting obligations. Employees closely involved with government transactions are responsible for understanding the requirements and should work with a member of the Finance department or the Legal department to ensure that **GERON** complies with all applicable laws in this area.

19. Responding to Government Requests and Honesty with Regulators

GERON aims to collaborate with all reasonable requests concerning **GERON'S** operations from the government regulatory and enforcement agencies, such as the FDA, the EMA, the SEC and the Department of Justice (“**DOJ**”) or the Office of the Inspector General for the Department of Health and Human Services (“**OIG**”). **GERON** employees should consult the Legal, Regulatory and/or Quality departments for appropriate guidance regarding responding to regulatory agencies and/or legal requests. If an employee plans to interact with a government official as a representative of **GERON**, he, she or they must notify and coordinate with the Investor Relations department and the EMC before proceeding. **GERON** is subject to many domestic and international 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. When dealing with government officials and employees, **GERON** employees and their related parties 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. Perceived local customs or common practices are not bases for permissible activity.

20. Compliance Standards and Procedures

Compliance Resources

To facilitate compliance with this Code, we have implemented a program of awareness, training and review. We believe that training increases awareness of a wide range of ethical and legal issues in the workplace, such as conflicts of interest, bribery and corruption, insider trading,

data privacy, information security, diversity and inclusion and avoiding hostile work environments and puts these topics into relatable situations, reinforcing the message that rules and policies apply to all employees. As such, it is the policy of **GERON** to provide training to its employees at the onset of employment and periodically thereafter to ensure a “culture of compliance” is maintained by everyone in every department. We have appointed a Compliance Representative to oversee compliance with this Code, and the Compliance Representative is a person to whom you can address any questions or concerns. The Compliance Representative is responsible for:

- investigating possible violations of this Code or any of **GERON** internal policies, procedures and practices;
- training new employees on this Code and on policies and procedures related to upholding its standards and obligations;
- conducting annual training sessions to refresh employees’ familiarity with this Code and relevant policies and procedures related thereto;
- implementing a periodic internal auditing and monitoring program for corporate compliance;
- distributing copies of this Code annually to each employee with a reminder that each employee is responsible for reading, understanding and complying with this Code;
- updating this Code as needed and alerting employees to any updates, with appropriate approval of the EMC to reflect changes in the law, **GERON** operations and in recognized best practices, and to reflect **GERON** experience; and
- otherwise promoting a “culture of compliance” and an atmosphere of responsible and ethical conduct.

Your most immediate resource for any matter related to this Code is your supervisor. He/she/they may have the information you need or may be able to refer the question to another appropriate source. There may, however, be times when you prefer not to go to your supervisor. In these instances, you should feel free to discuss your concern with **GERON’S** Compliance Representative. If you are uncomfortable speaking with **GERON’S** Compliance Representative for any reason, please contact a member of the EMC. Of course, if your concern involves potential misconduct by another person and relates to questionable accounting or auditing matters under **GERON’S** Whistleblower Policy for Reporting Complaints Regarding Accounting and Auditing Matters, you may report that violation **anonymously** as set forth in such policy, at <https://www.whistleblowerservices.com/GERN>.

GERON’S Whistleblower Hotline, an anonymous, toll-free help line at 1-855-662-0145, is also available to those who wish to ask questions about **GERON** policies, seek guidance on specific situations or report violations of this Code. You may call the toll-free number anonymously if you prefer as it is not equipped with caller identification, although if you make an anonymous call **GERON** will be unable to obtain follow-up details from you that may be necessary to investigate the matter. Whether you identify yourself or remain anonymous, your contact with the

Whistleblower Hotline will be kept strictly confidential to the extent reasonably possible within the objectives of the Code. The Chair of **GERON'S** Audit Committee and the Company's Chief Legal Officer receive notifications from the Whistleblower Hotline.

Clarifying Questions and Concerns; Reporting Possible Violations

If you encounter a situation or are considering a course of action and its appropriateness is unclear, discuss the matter promptly with your supervisor or **GERON'S** Compliance Representative; even the appearance of impropriety can be very damaging and should be avoided.

If you are aware of a suspected or actual violation of this Code standards by others, you have a responsibility to report it. You are expected to promptly provide the Compliance Representative with a specific description of the violation that you believe has occurred, including any information you have about the persons involved and the time of the violation. Whether you choose to speak with your supervisor or **GERON'S** Compliance Representative, you should do so without fear of any form of retaliation. We will take prompt disciplinary action against any employee who retaliates against you, including termination of employment.

Supervisors must promptly report any complaints or observations of Code violations to **GERON'S** Compliance Representative. If you believe your supervisor has not taken appropriate action, you should contact **GERON'S** Compliance Representative directly. **GERON'S** Compliance Representative will investigate all reported possible Code violations promptly and with the highest degree of confidentiality that is possible under the specific circumstances. Neither you nor your supervisor may conduct any preliminary investigation, unless authorized to do so by the Compliance Representative. Your cooperation in the investigation will be expected. As needed, the Compliance Representative will consult with the Legal department, the Human Resources department, the EMC and/or the Audit Committee of the Board of Directors. It is our policy to employ a fair process by which to determine violations of the Code.

With respect to any complaints or observations of violations that may involve accounting, internal accounting controls and auditing concerns, under **GERON'S** Whistleblower Policy for Reporting Complaints Regarding Accounting and Auditing Matters, the Compliance Representative shall promptly inform the Company's Chief Legal Officer and the Chair of the Audit Committee, and the Audit Committee shall be responsible for supervising and overseeing the inquiry and any investigation that is undertaken.

If any investigation indicates that a violation of the Code has probably occurred, we will take such action as we believe to be appropriate under the circumstances. If we determine that an employee is responsible for a Code violation, he or she will be subject to disciplinary action up to, and including, termination of employment and, in appropriate cases, civil action or referral for criminal prosecution. Appropriate action may also be taken to deter any future Code violations.

21. Disciplinary Action for Violations

As previously mentioned within the introduction and at various points throughout this Code, violations of the Code or of any of **GERON'S** policies, procedures, or practices will not be tolerated. Any employee who violates the standards in this Code or as set forth in applicable policies and procedures may be subject to disciplinary action, which, depending on the nature of

the violation and the history of the employee, may range from a warning or reprimand up to and including termination of employment and, in appropriate cases, civil legal action or referral for regulatory or criminal prosecution. Please consult Section 20 of this Code for appropriate reporting mechanisms if you suspect any violations.