GERON CORPORATION
INSIDER TRADING COMPLIANCE PROGRAM
APPROVED MAY 9, 2023

This Insider Trading Compliance Program (the "**Program**") consists of four sections:

Section I provides an overview; Section II sets forth the policies of Geron Corporation (the "**Company**") prohibiting insider trading; Section III explains insider trading; and Section IV consists of various procedures which have been put in place by the Company to prevent insider trading.

I. SUMMARY

Preventing insider trading is necessary to comply with securities laws and to preserve the reputation and integrity of the Company as well as that of all persons affiliated with it. "Insider trading" occurs when any person transacts in a security while in possession of inside information relating to the security. As explained in Section III below, "inside information" is information which is considered to be both "material" and "non-public." Insider trading is a crime and the penalties for violating the law include imprisonment, disgorgement of profits, civil fines of up to three (3) times the profit gained or loss avoided, and criminal fines of up to $5,000,000 for individuals and $25,000,000 for entities. Insider trading is also prohibited by this Program and could result in serious sanctions, including dismissal.

This Program applies to all officers, directors and employees of the Company and extends to all activities within and outside an individual's duties at the Company. This Program also applies to any consultant or contractor to the Company that receives or has access to material, non-public information regarding the Company (each such consultant or contractor, including such consultant's or contractor's representatives and agents, a "**Subject Contractor**"). In addition, this Program applies to members of the households of all officers, directors, employees and Subject Contractors, and others whose transactions may be attributable to, or otherwise influenced, directed or controlled by, any officer, director, employee or Subject Contractor. Every officer, director, employee and Subject Contractor must review and adhere to this Program. The Company has appointed the Chief Legal Officer as the Company's Insider Trading Compliance Officer (the "**Compliance Officer**"). The Audit Committee (the "**Audit Committee**") of the Board of Directors of the Company is responsible for oversight of this Program. The Compliance Officer is responsible for monitoring and updating this Program, presenting any material updates to the Program to the Audit Committee for approval, and providing a report, at least once annually, to the Audit Committee regarding his or her monitoring of this Program. Questions regarding the Program should be directed to the Compliance Officer.

II. STATEMENT OF POLICIES PROHIBITING INSIDER TRADING

A. Except as set forth in Section II.C. below, no officer, director, employee or Subject Contractor, members of the households of such individuals, or others whose transactions may be attributable to, or otherwise influenced, directed or controlled by, may engage in any transaction involving any type of security of the Company or any other company with which the Company does business while in possession of material, non-public information relating to the security, whether the issuer of such security is the Company or any other company with which the Company does business.

Additionally, except as set forth in Section II.C. below and except for transactions effected under a pre-approved Rule 10b5-1 Trading Plan adopted in accordance with our 10b5-1

Trading Plan Guidelines, **no officer, director, employee or Subject Contractor may engage in any transaction involving any security of the Company during the period beginning five (5) full trading days before the earlier of (i) the public release of earnings data of the Company or (ii) the related quarterly/annual report and ending one (1) full "trading day" after such quarterly/annual report is filed with the SEC whether or not the Company or any of its officers, directors, employees or Subject Contractors is in possession of material, non-public information (the "Black-Out Period").** For the purposes of this Program, a "trading day" shall mean a day on which national stock exchanges are open for trading. The Company also encourages officers, directors, employees and Subject Contractors to consider conducting transactions in the Company's securities only during the first 20 calendar days following the end of the Black-Out Period.

B. No officer, director, employee or Subject Contractor shall directly or indirectly tip material, non- public information to anyone while in possession of such information, and no such person may recommend engaging in transactions in any of the Company's securities under any circumstances. In addition, material, non-public information may not be communicated to anyone outside the Company under any circumstances (absent prior approval by the Compliance Officer and execution of an appropriate confidentiality agreement), or to anyone within the Company other than on a need-to-know basis.

C. This Program does not apply in the case of the following transactions, except as set forth under Section IV.D. (Pre-Clearance) and except as otherwise specifically noted:

1. This Program does not apply to the exercise of stock options or the vesting of restricted stock units or restricted stock, in each case granted under Company's equity compensation plans. This Program does apply, however, to any sale of Company Stock (as defined below) as part of a broker-assisted cashless option exercise, or any other market sale of the Company Stock received upon exercise or vesting of any equity award, whether or not for the purpose of generating the cash needed to pay the exercise price of a stock option or to pay taxes.

2. This Program does not apply to the surrender of shares directly to the Company to satisfy tax withholding obligations as a result of the issuance of shares upon vesting, settlement or exercise of restricted stock units, stock options or other equity awards granted under the Company's equity compensation plans. Of course, any market sale of the Company Stock received upon exercise or vesting of any such equity awards remains subject to all provisions of this Program, whether or not for the purpose of generating the cash needed to pay the exercise price or pay taxes.

3. This Program does not apply to purchases of Company Stock under the Company's employee stock purchase plan ("**ESPP**") on periodic designated dates in accordance with the ESPP. This Program does apply, however, to an employee's initial election to participate in the ESPP, changes to an employee's election to participate in the ESPP for any enrollment period, as well as to the any sale of Company Stock purchased pursuant to the ESPP. Accordingly, such elections, changes to such elections and any such sale of Company Stock may not be effected during a Black-Out Period or when an employee is otherwise in possession of material, non-public information relating to the Company or any of its securities.

4. This Program does not apply to purchases of Company Stock from the Company under

the Company's Directors' Market Value Stock Purchase Plan (the "**Directors' Plan**") on periodic designated dates in accordance with the Directors' Plan and the Company's Non-Employee Directors' Compensation Policy (the "**Directors' Compensation Policy**"). This Program does apply, however, to a director's election to receive Company Stock in lieu of cash compensation under the Directors' Plan and the Directors' Compensation Policy, and to a director's sale of Company Stock purchased under the Directors' Plan. Accordingly, such elections may not be effected during a Black-Out Period or when a director is otherwise in possession of material, non-public information relating to the Company or any of its securities.

5. This Program does not apply to transactions effected under a pre-approved Rule 10b5-1 Trading Plan adopted in accordance with our 10b5-1 Trading Plan Guidelines. Please refer to our 10b5-1 Trading Plan Guidelines for more information on what constitutes a pre-approved Rule 10b5-1 Trading Plan for purposes of this Program.

III. EXPLANATION OF INSIDER TRADING

As noted above, "insider trading" refers to transactions in the Company's securities while in possession of "material," "non-public" information relating to the securities. "Securities" include not only stocks, bonds, notes and debentures, but also stock options, warrants and similar instruments. "Purchase" and "sale" are defined broadly under the federal securities laws. "Purchase" includes not only the actual purchase of a security, but any contract to purchase or otherwise acquire a security. "Sale" includes not only the actual sale of a security, but any contract to sell or otherwise dispose of a security. These definitions extend to a broad range of transactions including conventional cash-for-stock transactions, conversions, the grant and exercise of stock options and acquisitions and exercises of warrants or puts, calls or other options related to a security. It is generally understood that insider trading includes the following:

- Trading by insiders while in possession of material, non-public information;
- Trading by persons other than insiders while in possession of material, non-public information where the information either was given in breach of an insider's fiduciary duty to keep it confidential or was misappropriated; or
- Communicating or tipping material, non-public information to others, including recommending to engage in a transaction of a security while in possession of such information.

It is important to note that the prohibition against insider trading is absolute. Such prohibitions apply even if the decision to trade is not based on your evaluation of such material, non-public information; all that matters is whether you were *simply aware* of such information at the time you trade. It also applies to transactions that may be necessary or justifiable for independent reasons (such as the need to raise money for an emergency expenditure) and also to very small transactions. The U.S. federal securities laws do not recognize any mitigating circumstances to insider trading. In addition, even the appearance of an improper transaction must be avoided to preserve the Company's reputation for adhering to the highest standards of conduct. In some circumstances, you may need to forgo a planned transaction even if you planned it before becoming aware of the material, non-public information. So, even if you believe you may suffer an economic loss or sacrifice an anticipated profit by waiting to trade, you must wait.

A. What Facts are Material?

The materiality of a fact depends upon the circumstances. A fact is considered "material" if there is a substantial likelihood that a reasonable investor would consider it important in making a decision to buy, sell or hold a security or where the fact is likely to have a significant effect on the market price of the security. Material information can be positive or negative and can relate to virtually any aspect of a company's business or to any type of security, debt or equity.

Examples of material information include (but are not limited to) facts concerning: dividends; corporate earnings or earnings forecasts; possible mergers or acquisitions; significant developments in borrowings or financings; a change in management or the Board; information concerning product developments, clinical results or regulatory approvals; management or control changes; important business developments, such as acquisitions or dispositions of assets, public or private sales of debt or equity securities, gain or loss of a significant licensor, licensee or supplier, or changes or new corporate partner relationships or collaborations; a disruption in the company's operations or breach or unauthorized access of its property or assets, including its facilities and information technology infrastructure and major litigation developments. Moreover, material information does not have to be related to a company's business. For example, the contents of a forthcoming newspaper column that is expected to affect the market price of a security can be material.

A good general rule of thumb: **when in doubt, do not trade.**

B. What is Non-Public?

Information is "non-public" if it is not available to the general public. In order for information to be considered public, it must be widely disseminated in a manner making it generally available to investors through such media as Dow Jones, Reuters, The Wall Street Journal, Business Wire, Globe Newswire, Associated Press, PR Newswire or United Press International or filed with the United States Securities and Exchange Commission ("**SEC**"). The circulation of rumors, even if accurate and reported in the media, does not constitute effective public dissemination.

In addition, even after a public announcement, a reasonable period of time must lapse in order for the market to react to the information. Generally, one should allow one (1) full trading day following publication as a reasonable waiting period before such information is deemed to be public.

C. Who is an Insider?

"Insiders" include officers, directors and employees of a company and anyone else who has material inside information about a company, including Subject Contractors. Insiders have independent fiduciary duties to their company and its stockholders not to trade on material, non-public information relating to the company's securities. All officers, directors, employees and Subject Contractors of the Company should consider themselves insiders with respect to material, non-public information about the Company's business, activities and securities. Officers, directors, employees and Subject Contractors may not trade the Company's securities while in possession of material, non-public information relating to the Company nor tip (or communicate except on a need-to-know basis) such information to others.

It should be noted that trading by members of an insider's household, as well as all others whose transactions may be attributable to an insider or whose transactions an insider otherwise influences, directly or indirectly, can be the responsibility of such insider under certain circumstances and could give rise to legal and Company-imposed sanctions.

D. Trading by Persons Other than Insiders

Insiders may be liable for communicating or tipping material, non-public information to a third party (a "**tippee**"), and insider trading violations are not limited to trading or tipping by insiders. Persons other than insiders also can be liable for insider trading, including tippees who trade on material, non- public information tipped to them or individuals who trade on material, non-public information which has been misappropriated.

Tippees inherit an insider's duties and are liable for trading on material, non-public information illegally tipped to them by an insider. Similarly, just as insiders are liable for the insider trading of their tippees, so are tippees who pass the information along to others who trade. In other words, a tippee's liability for insider trading is no different from that of an insider. Tippees can obtain material, non-public information by receiving overt tips from others or through, among other things, conversations at social, business or other gatherings.

E. Penalties for Engaging in Insider Trading

Penalties for trading on or tipping material, non-public information can extend significantly beyond any profits made or losses avoided, both for individuals engaging in such unlawful conduct and their employers. The SEC and the Department of Justice have made the civil and criminal prosecution of insider trading violations a top priority. Enforcement remedies available to the government or private plaintiffs under the federal securities laws include:

- SEC administrative sanctions;
- Securities industry self-regulatory organization sanctions;
- Civil injunctions;
- Damage awards to private plaintiffs;
- Disgorgement of profits;
- Civil fines for the violator of up to three (3) times the amount of profit gained or loss avoided;
- Civil fines for the employer or other controlling person of a violator (i.e., where the violator is an employee or other controlled person) of up to the greater of $1,000,000 or three (3) times the amount of profit gained or loss avoided by the violator;
- Criminal fines for individual violators of up to $5,000,000 ($25,000,000 for an entity); and
- Jail sentences of up to twenty (20) years.

In addition, insider trading could result in serious sanctions by the Company, including dismissal.

Insider trading violations are not limited to violations of the federal securities laws. Other federal and state civil or criminal laws, such as the laws prohibiting mail and wire fraud and the

Racketeer Influenced and Corrupt Organizations Act, also may be violated upon the occurrence of insider trading.

F. Examples of Insider Trading

Examples of insider trading cases include actions brought against: corporate officers, directors and employees who traded a company's securities after learning of significant confidential corporate developments; friends, business associates, family members and other tippees of such officers, directors and employees who traded the securities after receiving such information; government employees who learned of such information in the course of their employment; and other persons who misappropriated, and took advantage of, confidential information from their employers.

The following are illustrations of insider trading violations. These illustrations are hypothetical and are not comprehensive, and, consequently, are not intended to reflect the actual activities or business of the Company or any other entity.

Trading by Insider

An officer of X Corporation learns that earnings to be reported by X Corporation will increase dramatically. Prior to the public announcement of such earnings, the officer purchases X Corporation's stock. The officer, an insider, is liable for all profits as well as penalties of up to three (3) times the amount of all profits. The officer also is subject to, among other things, criminal prosecution, including up to $5,000,000 in additional fines and twenty (20) years in jail. Depending upon the circumstances, X Corporation and the individual to whom the officer reports also could be liable as controlling persons.

Trading by Tippee

An officer of X Corporation tells a friend that X Corporation is about to publicly announce that it has concluded an agreement for a major acquisition. This tip causes the friend to purchase X Corporation's stock in advance of the announcement. The officer is jointly liable with his friend for all of the friend's profits and each is liable for all penalties of up to three (3) times the amount of the friend's profits. In addition, the officer and his friend are subject to, among other things, criminal prosecution, as described above.

G. Insider Reporting Requirements, Short-Swing Profits and Short Sales

1. Reporting Obligations Under Section 16(a)--SEC Forms 3, 4 and 5

Section 16(a) of the Securities Exchange Act of 1934, as amended (the "**1934 Act**"), generally requires all officers, directors and 10% stockholders, within ten (10) days after the insider becomes an officer, director or 10% stockholder (such person a "**Section 16 reporting person**"), to file with the SEC an "Initial Statement of Beneficial Ownership of Securities" on SEC Form 3 ("**Form 3**") listing the amount of the Company's Common Stock (the "**Stock**"), stock options and warrants which the insider beneficially owns. The Form 3 must include all Company Stock held directly and indirectly by the Section 16 reporting person, their spouse, children and any other immediate family members living in their household, as well as certain securities owned by entities they control. Special rules apply to 10% owners, groups, trusts, partnerships and other entities. A Section 16 reporting person may disclaim beneficial ownership of applicable shares. The rules relating to the determination of beneficial ownership are complex and legal counsel should be consulted with any questions.

Following the initial filing on Form 3, every change in the beneficial ownership of the Company's Stock, stock options and warrants must be reported on SEC Form 4 ("**Form 4**") within two (2) business days after the date on which such change occurs or in certain cases on SEC Form 5 ("**Form 5**") within forty-five (45) days after fiscal year end.

A Form 4 is required whenever there is a non-exempt acquisition or disposition of the Company's Stock. Examples of transactions that must be reported on a Form 4 include open market purchases and sales, stock repurchases, gifts of equity, stock awards and stock option grants and exercises (including regrants, cancellations and repricings). In deciding the filing deadline for purposes of filing Form 4, the trade date rather than the settlement date is ordinarily determinative, subject to two narrowly defined exceptions where the insider does not control the trade date. Additionally, a special rule applies if an officer or director purchases or sells any of the Company's Stock within six (6) months after his or her termination from such position. In that situation, the transaction must be reported on Form 4 if he or she made any matching purchase or sale within the preceding six (6) months and prior to termination.

A Form 5 is required annually to report holdings and transactions that should have been reported during the year but were not, and to report certain exempt transactions that are allowed to be reported on a deferred basis. Filing a Form 5 for a late or omitted report, however, will not cleanse the Section 16 violation. In addition, if a Form 5 is not filed at fiscal year end, the Section 16 reporting person will be required to provide the Company with a written representation that no Form 5 filing is due (*i.e.,* there were no unreported transactions).

2. Recovery of Profits Under Section 16(b)

For the purpose of preventing the unfair use of information which may have been obtained by an insider, any profits realized by any Section 16 reporting person from any "purchase" and "sale" of the Company's Stock during a six (6) month period, so called "short-swing profits," may be recovered by the Company. When such a purchase and sale occurs, good faith is no defense. The Section 16 reporting person is liable even if compelled to sell for personal reasons, and even if the sale takes place after full disclosure and without the use of any inside information.

The liability of a Section 16 reporting person under Section 16(b) of the 1934 Act is only to the Company itself. The Company, however, cannot waive its right to short-swing profits, and any Company stockholder can bring suit in the name of the Company. In this context it must be remembered that reports of ownership filed with the SEC on Form 3, Form 4 or Form 5 pursuant to Section 16(a) (discussed above) are readily available to the public, and certain attorneys carefully monitor these reports for potential Section 16(b) violations. No suit may be brought more than two (2) years after the date the profit was realized. However, if the Section 16 reporting person fails to file a report of the transaction under Section 16(a), as required, the two (2) year limitation period does not begin to run until after the transactions giving rise to the profit have been disclosed. Failure to report transactions and late filing of reports require separate disclosure in the Company's proxy statements.

Officers and directors should consult the attached "Short-Swing Profit Rule Section 16(b) Checklist" attached hereto as Attachment A in addition to consulting with the Compliance Officer prior to engaging in any transactions involving the Company's securities (see Section IV(A) below), including without limitation, the Company's Stock, stock options or warrants.

3. Short Sales Prohibited Under Section 16(c)

Section 16(c) of the 1934 Act absolutely prohibits insiders from making short sales of the

Company's Stock, i.e., sales of shares which the insider does not own at the time of sale or sales of the Company's Stock against which the insider does not deliver the shares within twenty (20) days after the sale. Under certain circumstances, the purchase or sale of put or call options, or the writing of such options, can result in a violation of Section 16(c). Insiders violating Section 16(c) face criminal liability.

The Compliance Officer should be consulted if you have any questions regarding reporting obligations, short-swing profits or short sales under Section 16.

IV. STATEMENT OF PROCEDURES PREVENTING INSIDER TRADING

The following procedures have been established, and will be maintained and enforced, by the Company to prevent insider trading. Every officer, director, employee and Subject Contractor is required to follow these procedures.

A. Identifying Material, Non-Public Information

Prior to directly or indirectly engaging in any transaction involving any security of the Company, every officer, director, employee and Subject Contractor is required to contact the Compliance Officer (as part of the pre-clearance procedure discussed below in Section IV.D) and make an initial determination whether the Company and/or such officer, director, employee and/or Subject Contractor is in possession of material, non-public information relating to such security. In making such assessment, the explanations of "material" and "non-public" information set forth above should be of assistance. If after consulting with the Compliance Officer it is determined that the Company and/or such officer, director, employee or Subject Contractor is in possession of material, non-public information, there can be no transactions involving such security except as otherwise provided in Section II.C. above.

B. Information Relating to the Company

1. Access to Information

Access to material, non-public information about the Company, including the Company's business, clinical data or analyses, interactions with regulatory authorities, pending publication of scientific/clinical data or results, earnings or prospects, should be limited to officers, directors, employees and Subject Contractors of the Company on a need-to- know basis. In addition, such information may not be communicated to anyone outside the Company under any circumstances (absent prior approval by the Compliance Officer and execution of an appropriate confidentiality agreement) or to anyone within the Company other than on a need-to-know basis.

In communicating material, non-public information to employees of the Company, all officers, directors, employees and Subject Contractors must take care to emphasize the need for confidential treatment of such information and adherence to the Company's policies with regard to confidential information.

2. Inquiries from Third Parties

Inquiries from third parties, such as industry analysts or members of the media, about the Company should be directed to the Compliance Officer or his/her designee.

C. Limitations on Access to the Company Information

The following procedures are designed to maintain confidentiality with respect to the Company's information, business operations and activities.

1. All officers, directors, employees and Subject Contractors should take all steps and precautions necessary to restrict access to, and secure, material, non-public information by, among other things:

    - Maintaining the confidentiality of Company related information;
    - Conducting their business and social activities so as not to risk inadvertent disclosure of confidential information. Review of confidential documents in public places should be conducted so as to prevent access by unauthorized persons;
    - Restricting access to documents and files (including computer files) containing material, non-public information to individuals on a need-to-know basis (including maintaining control over the distribution of documents and drafts of documents);
    - Promptly removing and cleaning up all confidential documents and other materials from conference rooms following the conclusion of any meetings;
    - Disposing of all confidential documents and other papers, after there is no longer any business or other legally required need, through shredders when appropriate;
    - Restricting access to areas likely to contain confidential documents or material, non-public information; and
    - Avoiding the discussion of material, non-public information in places where the information could be overheard by others, such as in elevators, restrooms, hallways, restaurants, airplanes or taxicabs.

2. Personnel involved with material, non-public information, to the extent feasible, should conduct their business and activities in areas separate from other Company activities.

D. Pre-Clearance of Trades by Officers, Directors, Employees and Subject Contractors

To provide assistance in preventing inadvertent violations of applicable securities laws and to avoid the appearance of impropriety in connection with transactions in the Company's securities, except as set forth in the paragraph below, any transactions in Company securities (including without limitation, acquisitions and dispositions of the Company's Stock, the exercise of stock options, the sale of the Company's Stock issued upon the exercise of stock options or the vesting of restricted stock units or restricted stock, and the sale of the Company's Stock purchased under the ESPP or the Directors' Plan) by officers, directors, employees and Subject Contractors must be pre-cleared by the Compliance Officer.

Additionally, except as set forth in Section II.C. above, neither the Company nor any of its officers, directors, employees or Subject Contractors may trade in any securities of the Company during

the Black- Out Period, unless authorized by the Compliance Officer. Also, please consult the "Insider Trading Reminders" attached hereto as Attachment B.

The requirement for pre-clearance as set forth in the above paragraph does not apply to the following transactions:

- the vesting of restricted stock units or restricted stock;
- purchases of Company Stock under the ESPP on periodic designated dates in accordance with the ESPP;
- purchases of Company Stock under the Directors' Plan on periodic designated dates in accordance with the Directors' Plan and the Directors' Compensation Policy; and
- transactions effected under a pre-approved Rule 10b5-1 Trading Plan adopted in accordance with our 10b5-1 Trading Plan Guidelines.

All other transactions in Company securities, including gifts of Company securities and the exercise of stock options, are subject to pre-clearance as set forth in the above paragraph.

E. Certain Prohibited or Special Transactions

Officers, directors, employees and Subject Contractors, and their respective family members and significant others (e.g., including spouses, minor children or any other family members or other persons living in the same household), as applicable, may not directly or indirectly participate in transactions involving trading activities which by their aggressive or speculative nature cause or even give the appearance of an impropriety, such as, for example, those listed in Nos. 1 and 2 below. If you are uncertain whether your proposed transaction may implicate these prohibitions, please contact the Compliance Officer for pre-approval.

1. **PROHIBITION OF SPECULATIVE TRADING AND HEDGING**. All directors, officers, employees and Subject Contractors are prohibited from engaging in short sales, transactions in put options, call options or other derivative securities on an exchange or in any other organized market, or in any other inherently speculative transactions with respect to the securities of the Company at any time. In addition, all directors, officers, employees and Subject Contractors are prohibited from engaging in hedging or monetization transactions (which may be accomplished through the use of financial instruments such as prepaid variable forwards, equity swaps, collars, and exchange funds).

2. **PROHIBITION ON PLEDGING.** All directors, officers, employees and Subject Contractors are prohibited from holding any securities of the Company in a margin account or otherwise pledging any securities of the Company as collateral for any loan.

F. Prohibition of Trading During Pension Plan Blackouts

No director or executive officer of the Company may, directly or indirectly, purchase, sell or otherwise transfer any equity security of the Company (other than an exempt security) which was acquired in connection with service to the issuer, such as Company stock held in the Geron 401K Plan, if a sufficient number of participants in the issuers' benefit plans are also prohibited from trading in the issuer's securities because of a plan "blackout", as defined by Regulation BTR under the 1934 Act.

This prohibition does not apply to any transactions that are specifically exempted, including but not limited to, purchases or sales of the Company's securities made pursuant to, and in compliance with, a pre-approved Rule 10b5-1 Trading Plan adopted in accordance with our 10b5-1 Trading Plan Guidelines; compensatory grants or awards of equity securities pursuant to a plan that, by its terms, permits executive officers and directors to receive automatic grants or awards and specifies the terms of the grants and awards; or acquisitions or dispositions of equity securities involving a bona fide gift or by will or the laws of descent or pursuant to a domestic relations order. The Company will notify each director and executive officer of any blackout periods in accordance with the provisions of Regulation BTR. Because Regulation BTR is very complex, no director or executive officer of the Company should engage in any transactions in the Company's securities, even if believed to be exempt from Regulation BTR, without first consulting with the Compliance Officer.

V. EXECUTION AND RETURN OF CERTIFICATION OF COMPLIANCE

After reading this policy statement all officers, directors, employees and Subject Contractors should execute and return to a Compliance Officer the applicable Certification of Compliance form attached hereto as Attachment C, Attachment D or Attachment E.

Attachment A

SHORT-SWING PROFIT RULE SECTION 16(b) CHECKLIST

Note: ANY combination of PURCHASE AND SALE or SALE AND PURCHASE within six (6) months of each other results in a violation of Section 16(b), and the "profit" must be recovered by the Company. It makes no difference how long the shares being sold have been held or that you are an insider for only one of the two matching transactions. The highest priced sale will be matched with the lowest priced purchase within the six (6) month period.

SALES

If a sale is to be made by an officer, director or 10% stockholder (or any family member living in the same household):

1. Have there been any purchases by the insider (or family members living in the same household) within the past six (6) months?

2. Have there been any stock option exercises within the past six (6) months?

3. Are any purchases (or stock option exercises) anticipated or required within the next six (6) months?

4. Has a Form 4 been prepared?

Note: If a sale is to be made by an affiliate of the Company and unregistered stock is to be sold, has a Form 144 been prepared and has the broker been reminded to sell pursuant to Rule 144?

PURCHASES AND STOCK OPTION EXERCISES

If a purchase or stock option exercise for stock is to be made:

1. Have there been any sales by the insider (or family members living in the same household) within the past six (6) months?

2. Are any sales anticipated or required within the next six (6) months (such as tax-related or year-end transactions)?

3. Has a Form 4 been prepared?

BEFORE PROCEEDING WITH A PURCHASE OR SALE, CONSIDER WHETHER YOU ARE AWARE OF MATERIAL, NON-PUBLIC INFORMATION WHICH COULD AFFECT THE PRICE OF THE STOCK.

Attachment B

INSIDER TRADING REMINDERS

Before engaging in any transaction in the Company's securities, please read the following:

Both the federal securities laws and the Company's policy prohibit transactions in the Company's securities at a time when you may be in possession of material information about the Company which has not been publicly disclosed. This also applies to members of your household as well as all others whose transactions may be attributable to you or whose transactions you otherwise influence, direct or control.

Material information, in short, is any information which could affect the price of the securities. Either positive or negative information may be material. Once a public announcement has been made, you should wait until the information has been made available to the public for at least one (1) full trading day before engaging in any transaction. For these purposes, a "trading day" shall mean a day on which national stock exchanges are open for trading.

Except as set forth in Section II.C. of our Insider Trading Compliance Program and except for transactions effected under a pre-approved Rule 10b5-1 Trading Plan adopted in accordance with our 10b5-1 Trading Plan Guidelines, **neither the Company nor any of its officers, directors, employees or Subject Contractors may trade in any securities of the Company during the period beginning five (5) full trading days before the earlier of (i) the public release of earnings data of the Company or (ii) the related quarterly/annual report and ending on the close of business one (1) full trading day after such quarterly/annual report is filed with the SEC whether or not the Company or any of its officers, directors, employees or Subject Contractors is in possession of material, non- public information, unless authorized by the Compliance Officer.**

Important: All transactions by officers, directors, employees and Subject Contractors must be pre-cleared with the Compliance Officer, except as specifically noted in Section IV.D. of our Insider Trading Compliance Program.

For further information and guidance, please refer to our Insider Trading Compliance Program and do not hesitate to contact the Compliance Officer.

ALL TRANSACTIONS IN GERON CORPORATION SECURITIES BY OFFICERS, DIRECTORS, EMPLOYEES AND SUBJECT CONTRACTORS MUST BE PRE-CLEARED BY THE COMPLIANCE OFFICER.

Attachment C
Outside Directors

CERTIFICATION OF COMPLIANCE

TO: Compliance Officer

FROM: _____

RE: INSIDER TRADING COMPLIANCE PROGRAM OF GERON CORPORATION

I have received, reviewed and understand the above-referenced Insider Trading Compliance Program and hereby undertake, as a condition to my present and continued affiliation with Geron Corporation, to comply fully with the policies and procedures contained therein.

I hereby certify that to the best of my knowledge I have complied, and I will henceforth comply fully with all policies and procedures set forth in the above-referenced Insider Trading Compliance Program.

_____ _____
SIGNATURE DATE

_____
TITLE

Attachment D
Officers, Management Directors & Employees

CERTIFICATION OF COMPLIANCE

TO: Compliance Officer

FROM: _____

RE: INSIDER TRADING COMPLIANCE PROGRAM OF GERON CORPORATION

I have received, reviewed and understand the above-referenced Insider Trading Compliance Program and hereby undertake, as a condition to my present and continued employment at Geron Corporation, to comply fully with the policies and procedures contained therein.

I hereby certify that to the best of my knowledge I have complied, and I will henceforth comply fully with all policies and procedures set forth in the above-referenced Insider Trading Compliance Program.

_____ _____
SIGNATURE DATE

_____
TITLE

CERTIFICATION OF COMPLIANCE

TO: Compliance Officer

FROM: _____

RE: INSIDER TRADING COMPLIANCE PROGRAM OF GERON CORPORATION

The above named consultant or contractor to Geron Corporation has received, reviewed and understands the above-referenced Insider Trading Compliance Program and hereby undertakes, as a condition to his, her or its present and continued consulting or other contractual relationship with Geron Corporation, to comply fully with the policies and procedures contained therein.

The above named consultant or contractor hereby certifies that to the best of his, her or its knowledge such consultant or contractor has complied and will henceforth comply fully with all policies and procedures set forth in the above-referenced Insider Trading Compliance Program.

_____ _____
SIGNATURE DATE

_____
NAME

_____
TITLE

Geron Corporation

Rule 10b5-1 Trading Plan Guidelines
(ADOPTED MAY, 2023)

This document lays out guidelines for any Rule 10b5-1 trading plan covering publicly traded stock of Geron Corporation (*the* "***Company***"). In addition to honoring these guidelines, all 10b5-1 trading plans, along with any amendments or modifications to those plans, must comply with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended (the "***Exchange Act***").

- **PARTICIPANTS.** The Company's directors and executive officers are encouraged to adopt a 10b5-1 trading plan to govern all trades they make involving the Company securities. The Insider Trading Compliance Officer has the authority to allow additional Company employees to adopt a 10b5-1 trading plan.

- **PLAN ADOPTION AND APPROVAL.** The 10b5-1 trading plan must be in writing and signed by the participant establishing the plan. The Company may keep a copy of each 10b5-1 trading plan. The Insider Trading Compliance Officer or an individual designated by the Insider Trading Compliance Officer must pre-approve, in writing, each 10b5-1 trading plan, including any amendment, modification or termination. Participants must enter into a plan in good faith and not as part of a plan or scheme to evade the prohibitions of Rule 10b-5 of the Exchange Act. In addition, all participants that enter into a 10b5-1 trading plan must act in good faith with respect to such plan. Compliance with the terms of the 10b5-1 trading plan and the execution of transactions pursuant to the 10b5-1 trading plan are the sole responsibility of the participant establishing the 10b5-1 trading plan, not the Company or the Insider Trading Compliance Officer.

- **DESIGNATED BROKERS.** All 10b5-1 trading plans must be established using the broker designated by the Company and listed below:

    - E*TRADE

- **REPRESENTATION/CERTIFICATION.** The 10b5-1 trading plan must include a representation certifying that, at the time of adoption, the participant: (i) is not aware of any material nonpublic information about the Company or its securities and (ii) is adopting the 10b5-1 trading plan in good faith and not as part of a scheme to evade the prohibitions of Section 10(b) of the Exchange Act.

- **TIMING AND TERM OF A PLAN.** There are limits on when a 10b5-1 trading plan can be adopted, so plan ahead. In short, a participant can only set up a 10b5-1 trading plan when the participant does not possess material nonpublic information about the Company. In addition, participants that are subject to trading windows under the Company's Insider Trading Policy may only adopt a trading plan during an open trading window. Each 10b5-1 trading plan must have a term of at least 6 months but no longer than 24 months. That said, a 10b5-1 trading plan may provide for early termination at any time after 90 days following the termination of the participant's employment or directorship.

- **TIMING OF A PLAN AMENDMENT OR MODIFICATION.** All participants must pre-clear any modification of a 10b5-1 trading plan with the Insider Trading Compliance Officer or an individual designated by the Insider Trading Compliance Officer. In addition, all participants must promptly notify the Insider Trading Compliance Officer or an individual designated by the Insider Trading

Compliance Officer following any pre-approved modification of a 10b5-1 trading plan and provide a copy of such modified plan. Each 10b5-1 trading plan may be amended or modified to change the amount, price or timing of the purchase or sale of the securities underlying a 10b5-1 trading plan (a "***Material Modification***") only when the participant does not possess material nonpublic information about the Company. In addition, participants that are subject to trading windows under the Company's Insider Trading Policy may only enter into a Material Modification during an open trading window. Any Material Modification must include the representation set forth under "Representation/Certification" above. A Material Modification of a 10b5-1 trading plan may not be entered into more than once in any 6-month period. If a participant enters into separate contracts at the same time with different agents to execute trades that are collectively compliant with Rule 10b5-1, such contracts may be treated as a single plan and a Material Modification of any such contract will be considered a Material Modification of the other such contracts.

- **TERMINATION**. All participants must obtain pre-approval of any termination of a 10b5-1 trading plan from the Insider Trading Compliance Officer. Participants are discouraged from terminating a 10b5-1 trading plan while in possession of material nonpublic information. In addition, participants that are subject to trading windows under the Company's Insider Trading Policy are discouraged from terminating a 10b5-1 trading plan during a closed trading window. If a participant terminates their 10b5-1 trading plan early, they must wait at least 30 days before trading outside of the 10b5-1 trading plan. (Note for clarity: before the expiration of the 30 days waiting period, a participant may exercise, but may not sell options that were subject to their 10b5-1 trading plan).

- **DELAYED EFFECTIVENESS OF FIRST TRADE.** The first trade under a 10b5-1 trading plan cannot occur until the expiration of the applicable waiting period (the "***Waiting Period***") as follows: (i) if the participant is a director or Section 16 officer of the Company, the later of (A) 90 days following the adoption of the 10b5-1 trading plan or (B) two business days following the disclosure of the Company's financial results in a Form 10-Q or Form 10-K for the fiscal quarter in which the plan was adopted (subject to a maximum of 120 days after adoption of the plan), and (ii) for all other participants, at least 30 days. Following a Material Modification of a 10b5-1 trading plan, a participant may not trade under the plan until the expiration of the applicable Waiting Period measured from the date of the Material Modification.

- **RELATIONSHIPS WITH PLAN BROKER; NO SUBSEQUENT INFLUENCE.** If the 10b5-1 trading plan allows a broker discretion regarding the details of trading (e.g., timing, share amounts), the participant cannot communicate any material nonpublic information about the Company to the broker, or attempt to influence how the broker exercises its discretion. In addition, any individual who is authorized to exercise discretion in executing the participant's 10b5-1 trading plan must be a different individual from the person who executes trades for the participant in other securities.

- **PLAN SPECIFICATIONS; DISCRETION REGARDING TRADES.** The 10b5-1 trading plan must specify the amount of stock to be purchased or sold, or specify or set an objective formula for determining the amount of stock to be sold. Other than plans providing for nondiscretionary sell-to-cover transactions to satisfy tax withholding obligations arising exclusively from the vesting of restricted stock or restricted stock units ("***Qualified Sell-to-Cover Transactions***"), 10b5-1 trading plans that are designed to effect the open-market purchase or sale of Company securities as a single trade may only be entered into once per 12-month period. Transaction types such as market, limit, and VWAP orders are allowed. Each 10b5-1 trading plan should specify the timing of trading or allow for the broker to exercise its discretion regarding the timing of trading. While the Company generally will not comment on the specific trading instructions proposed to be included in a 10b5-1 trading plan, the Insider Trading Compliance Officer may, in the exercise of their discretion, refrain from

approving a proposed 10b5-1 trading plan on the basis of the proposed trading instructions. For example, the Insider Trading Compliance Officer likely will not approve a 10b5-1 trading plan if the trading instructions provide for trades on a frequent (e.g., weekly) basis for an extended time period.

- **OTHER TRADES.** Trading the Company's securities outside of a participant's 10b5-1 trading plan could, in certain circumstances, jeopardize the validity of a participant's plan. Therefore, no participant who has a 10b5-1 trading plan may make open-market purchases or sales of the Company's securities outside the plan while their 10b5-1 trading plan is in effect if it would result in Rule 144 volume limitations to be exceeded.

- **ONLY ONE PLAN IN EFFECT AT ANY TIME.** A participant may have only one 10b5-1 trading plan in effect at any time. However, a participant may, during the term of an existing plan, adopt one new 10b5-1 trading plan to replace the existing plan, but only if the first scheduled trade under the new 10b5-1 trading plan does not occur before all trades under the existing 10b5-1 trading plan are completed or expire without execution; provided, however, that if a participant terminates the existing plan after adoption of the replacement plan but prior to the existing plan's scheduled expiration, the participant's trades may not commence under the replacement plan until the expiration of the applicable Waiting Period, measured from the date of termination of the existing plan. This restriction on overlapping plans does not apply to plans providing for Qualified Sell-to-Cover Transactions.

- **NO HEDGING**. Individuals subject to the Insider Trading Policy are prohibited from engaging in any hedging or similar transactions designed to decrease the risks associated with holding the Company's securities. Likewise, before adopting a 10b5-1 trading plan, the participant may not have entered into a transaction or position that has yet to settle with respect to the securities subject to the 10b5-1 trading plan. The participant must also agree not to enter into any such transaction while the 10b5-1 trading plan is in effect.

- **MANDATORY SUSPENSION OR TERMINATION.** Each 10b5-1 trading plan must suspend trades or terminate if legal, regulatory, or contractual restrictions are imposed on the participant, or other events occur that would prohibit sales under such a plan. For example, trading would need to be suspended or the plan terminated if these guidelines were amended to preclude the particular sort of trade contemplated by the plan.

- **COMPLIANCE WITH RULE 144.** Each 10b5-1 trading plan must provide for specific procedures to comply with Rule 144 under the Securities Act of 1933, as amended, including the filing of Forms 144, when applicable. If you need additional information on Rule 144 and Form 144, please contact the Insider Trading Compliance Officer. If requested by the Company, participants must footnote trades disclosed on Forms 144 to indicate that the trades were made pursuant to a 10b5-1 trading plan.

- **BROKER OBLIGATION TO PROVIDE NOTICE OF TRADES.** Each 10b5-1 trading plan must provide that the broker will promptly notify the participant and the Company of any trades under the plan so that, where required, the participant can make timely filings under the Exchange Act (i.e., no later than the close of business on the day of the trade).

- **REQUIRED EXCHANGE ACT FILINGS.** The Company will assist the director or Section 16 officer in ensuring that all Section 16 filings required by the Exchange Act as a result of or in connection with trades under such person's 10b5-1 plan are timely filed. In addition, the Company is required to disclose certain information on a quarterly basis on Form 10-Q and 10-K with respect to the adoption, Material Modification or termination of 10b5-1 trading plans by any director or Section 16 officer.

Directors and Section 16 officers must, in any Section 16 filing reporting a transaction effected pursuant to a 10b5-1 trading plan, check the appropriate box to indicate that the transaction is pursuant to a 10b5-1 trading plan and provide the date of adoption of the plan. By entering into a 10b5-1 trading plan, the Company's directors and Section 16 officers are deemed to understand, and agree to cooperate with the Company with respect to, such disclosure obligations, including by notifying the Insider Trading Compliance Officer of information relevant to the preparation of such disclosure.

- **STOCK OPTIONS**. Cash exercise of stock options currently can be executed at any time. Same day sales exercises of stock options are subject to the restrictions set forth in this document and in accordance with the Company's Insider Trading Policy. However, the Company will permit same day sales under a 10b5-1 trading plan. Once a broker determines that the time is right to exercise the stock option and dispose of the shares in accordance with the 10b5-1 trading plan, the broker will notify the Company in writing and the administrator of the Company's stock plans will process the transaction. The participant should not be involved with this type of same day sale exercise.

- **PLEDGING THE COMPANY'S STOCK TO SECURE MARGIN OF OTHER LOANS**. The Company does not permit officers or directors to pledge the Company's stock or securities as collateral to secure loans. Such pledges also cannot be carried out through a 10b5-1 trading plan.

- **COMPANY NOT PARTY TO THE PLAN.** The 10b5-1 trading plan may not have the Company as party to the plan, although it can have a representation by the participant to the effect that the Company has reviewed the plan.

- **GUIDELINES TAKES PRECEDENCE**. In any event of any conflict between the guidelines in this document and any 10b5-1 trading plan, this document shall control, to the extent the 10b5-1 trading plan would permit activities otherwise prohibited by this document.

- **EXCEPTIONS; WAIVERS.** All requests for exceptions to or waivers of these guidelines must be reviewed and approved by the Insider Trading Compliance Officer or an individual designated by the Insider Trading Compliance Officer.