

zaiLab

Code of Business Conduct & Ethics



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The Foundation of Zai Lab

A Message from Samantha Du, Founder, Chief Executive Officer, and Chairperson of the Board

When I founded Zai Lab 10 years ago, I set out to create a company that is dedicated to discovering, developing, and commercializing innovative treatments to help patients with significant unmet needs. Over the last few years, we have established a track record of development and commercial execution in China, which has an underserved and rapidly growing population. So far, we have launched five products, we have a deep and differentiated pipeline of potential first-in-class or best-in-class products, with several in late-stage clinical development, and we are participating or plan to participate in numerous clinical studies in China, the U.S. and EU. With this strong foundation, and our ongoing commitment to acting ethically and in accordance with applicable laws, regulations, and high global standards, we are committed to improving human health and reaching 1 million patients by 2030.

We are focused on the areas of oncology, autoimmune disorders, infectious disease, and neuroscience, and we have established a global team that brings together capabilities and diversity from many nations and cultures, allowing our company to transcend borders, respect all cultures, and embrace high standards of conduct. Zai Lab's global operations include the greater China region as well as the United States and Europe.



We appreciate the complexity of our business and global operations, and that is why we have created this code of conduct to guide us in our daily decision making. Everyone at Zai Lab is expected to act with ethics and integrity, making decisions that comply with all applicable laws and regulations and that are in the best interests of our company and our stakeholders. We want to be a company that people can trust for life.

Sincerely,

Samantha Du

Founder, Chairperson and Chief Executive Officer

A Message from Josh Smiley, President and Chief Operating Officer

I am excited about what is in store for Zai Lab and our potential to help patients in need. I am especially thankful to work for a company that truly endeavors to maintain a culture that inspires everyone to do their best and to act with ethics and integrity. We are focused on maintaining a culture of compliance through strong governance programs. This requires us to have a thorough understanding of applicable laws, regulations, and cultural norms in the various locations in which we operate. In the end, we must always remember that the patients and families we serve count on us to act in their best interests.

Our Code of Business Conduct and Ethics is a powerful expression of our culture and beliefs: our commitments, how we do business worldwide, how we treat people, and how we protect information and property entrusted to us. Our Code is organized to align with the foundations of our Zai Lab values: Entrepreneurship; Innovation; Patients First Mindset; Collaboration; Dedication; and Integrity. Adherence to our Code's principles will help enable us to achieve Zai Lab's business mission and honor our culture. All employees at Zai Lab are required to complete training on our Code so that we understand what Zai Lab expects from us and how we can continue to do the right things. I hope you find the Code informative and motivating, and that you incorporate its lessons into all you do.

Sincerely,

Josh Smiley

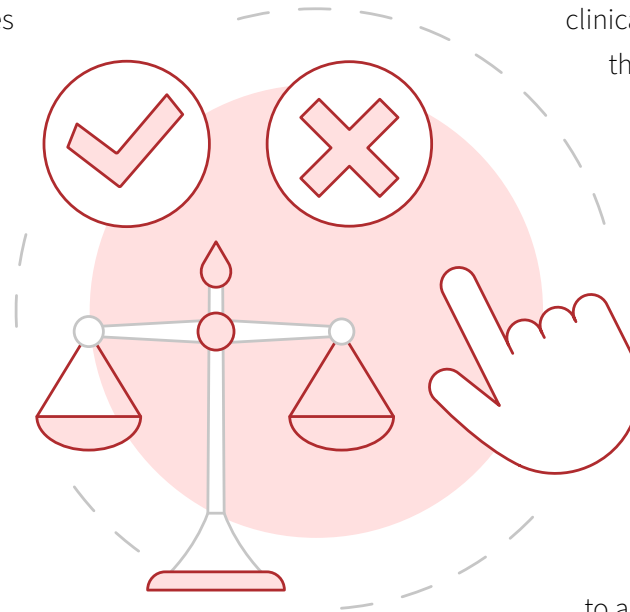
President and Chief Operating Officer



Where We Are and Where We Are Going

Zai Lab is a rapidly expanding global biopharmaceutical company.

Zai Lab is a research-based, commercial-stage biopharmaceutical company based in China and the U.S. We are focused on bringing transformative medicines for cancer, autoimmune disorders, infectious diseases and neurological conditions to patients in China and around the world. Headquartered in Shanghai, Zai Lab Limited first listed as a public company on Nasdaq in September 2017 (NASDAQ: ZLAB) and completed secondary listing on Hong Kong's HKEX in September 2020 (HKEX: 9688). Zai Lab is significantly expanding, with several offices across China and the United States.



Our experienced team has earned the reputation as a trusted partner of choice for global biopharmaceutical companies seeking to both access the Chinese market and also find a long-term strategic partner for global clinical development. Through these partnerships, Zai Lab has built the strongest late-stage oncology portfolio, with global first-in-class and/or best-in-class profiles, among innovative Chinese biotech companies. We also are making great strides in research to fight autoimmune disorders and infectious diseases. We are further supplementing our pipeline with an in-house discovery effort aiming to produce one to two global INDs per year.

Zai Lab is rapidly expanding into a fully integrated biopharmaceutical company, discovering, developing, manufacturing and commercializing innovative medicines. To that end, we have built our internal R&D center to advance our discovery pipeline, a strong clinical development and operations team, and our own manufacturing facilities in China. We have also established a highly specialized commercial team to support marketing of our innovative products in China.



Mission and Vision

Zai Lab has earned the reputation of a trusted partner.

Our Mission is to become a leading global biopharma delivering innovative, transformative medicines to patients in China and around the world.

Our near-term focus is on developing and commercializing our innovative products in China. We plan to leverage our team's extensive global drug development expertise and insight, combined with our relentless commitment to science, quality and speed, to rapidly advance and commercialize our pipeline assets. China is one of the most exciting R&D hubs and markets for innovative medicines in the world today, primarily due to the significant unmet need for innovative medicines and many important and favorable structural changes in the regulatory environment. Within this fast-growing ecosystem, Zai Lab will continue to realize opportunities to expand our product portfolio and deepen our key strategic capabilities in drug discovery, development and commercialization.

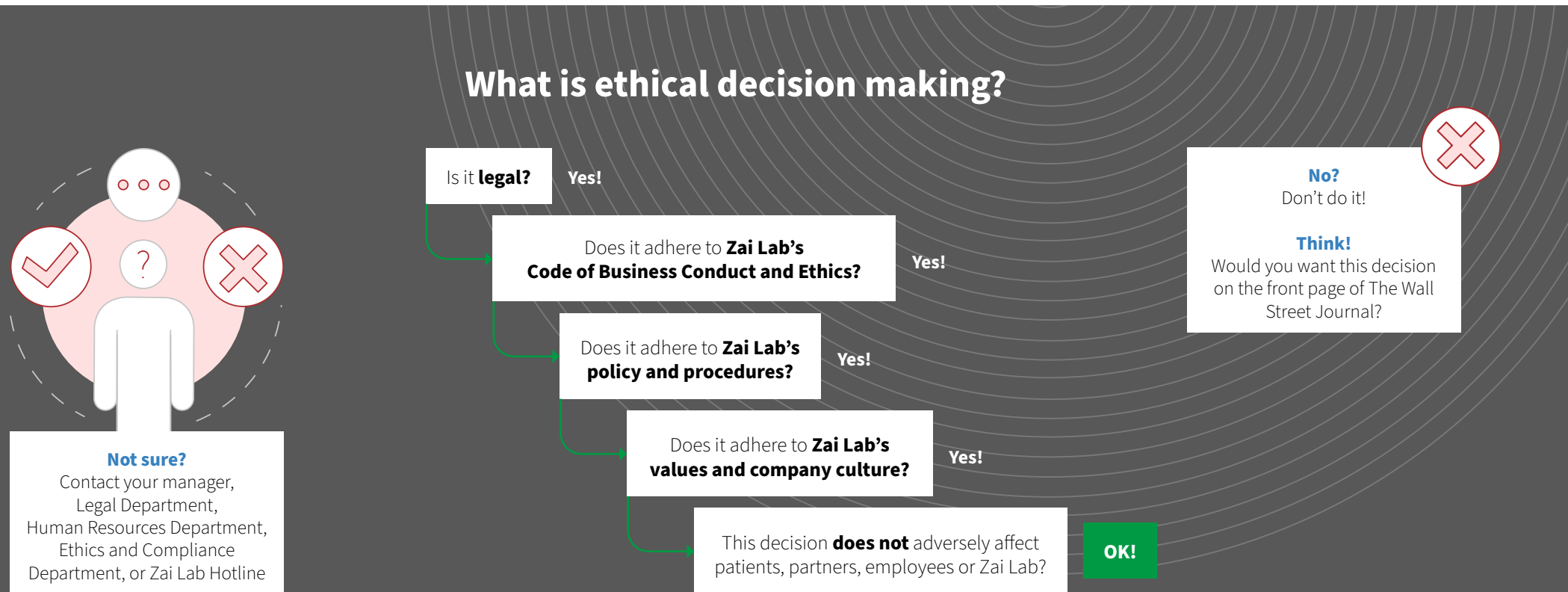
Our longer-term goal is to leverage our growing global competencies and resources to enable and positively impact human health worldwide.

Making Ethical Decisions Every Time

I We create an ethical environment and encourage our employees to make good decisions.

Making decisions can be complicated and the diagram shown here is aimed to help our employees, or those acting on behalf of Zai Lab, assess and respond to situations as they arise. Zai Lab colleagues, managers, employees, and other resources are always here to help you. The Code of Conduct provides guidance on Zai Lab's values and principles.

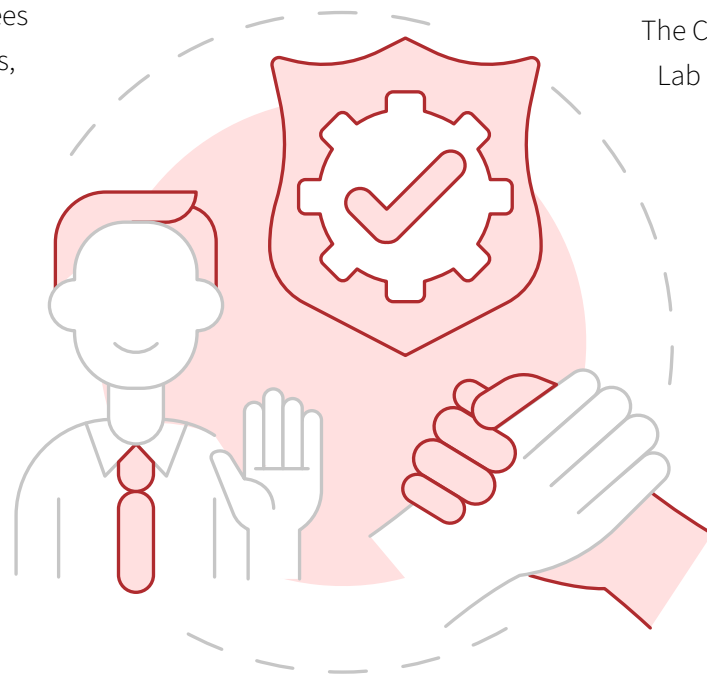
Throughout the Code are topics that are explored more fully in Global Policies or Procedures, as well as more specific local written standards. We conduct annual training to support the Code and continue to build our corporate culture. Please see the Ethics and Compliance, as well as the Legal Intranet sites for a full list of these Written Standards and other available resources to help you do the right thing.



Understanding of and Adherence to the Code

The Code serves as a baseline standard and as a guide to our other policies and procedures.

Zai Lab has adopted this Code of Business Conduct and Ethics (the “Code”) to establish high standards of ethical business conduct and to provide guidance for our employees and those working on behalf of Zai Lab. All of our employees (including full- and part-time employees, interns, contractors), directors and, as appropriate, third-party representatives are required to abide by the principles of the Code and follow all applicable laws and regulations. Our selection process for contractors and business partners is based in part on our assessment of how they abide by the principles that we believe.



The Code is provided to all new employees when they join Zai Lab and, as appropriate, to third parties prior to contracting.

We are all expected to read the Code thoroughly and understand the intricacies as outlined. We have designed this to help employees navigate through difficult situations they may face at Zai Lab.

The Code serves as a baseline standard for performing each of our job functions, and guides all company programs and activities. Additional information can be found by referring to local resources, reading our more detailed policies and procedures and completing all relevant training as assigned.

Entrepreneurship



Fair Competition

At Zai Lab, we compete fairly and on the basis of our true value.

Antitrust and fair competition laws help us protect our consumers (patients and third parties we interact with) by promoting healthy and fair competition. These laws vary among nations and can be complex but, in general, they try to prevent unfair business practices. Some common actions that always would violate fair competition and trade include price fixing (agreements among competitors to raise, fix, or maintain a price), bid rigging (coordination with competitors on who will win a bid), and market allocation (when competitors allocate customers, products, or territories). We ensure that fair competition and trade applies to interactions of Zai Lab as an entity, as well as interactions with our competitors, third-parties, and partners.

As we promote open and fair markets along with free competition and trade, we follow all applicable laws where we work. If we ever have questions or concerns related to trade conditions or unfair business practices, employees are encouraged to contact the Legal Department. As part of our commitment to fair competition, Zai Lab treats our third-parties and business partners fairly while holding them to the same ethical, moral, and legal standards as set forth in the Code.

To compete fairly, we DO:



- > Welcome competition
- > Collect and use business intelligence in a legal and ethical manner
- > Avoid activities that may appear to restrict trade or competition
- > Report situations where inappropriate topics were mentioned or discussed with competitors
- > Protect and maintain confidential company information (for example, pricing strategies)

To compete fairly, we DON'T:



- > Discuss with competitors pricing, cost, or terms or conditions
- > Abuse a dominant market position
- > Discuss unfairly restricting trade or excluding a company
- > Divide markets or customers with competitors
- > Participate in or discuss a boycott
- > Coordinate with a competitor to price fix
- > Coordinate with a partner or other third party to bid rig



During a trade association session, Li's former employee, who now works for a competitor, joked during the open discussion that the firms have divided the market well between the two companies in order to not compete directly with each other. What should Li do?

Li should clarify to the group that Zai Lab has not divided the market, and that the topic is not an appropriate discussion topic. Additionally, Li should report what happened to the Legal Department. If the topic of dividing markets continues to be discussed, then Li should again state to the group that the topic is an inappropriate topic for her to discuss and leave the room.

Since leaving your first job in the pharmaceutical industry, you have maintained a good relationship with your former boss with whom you regularly meet. At work, you have been trying to develop a pricing strategy for a new product that happens to be in a similar market to a product at your former boss' company. Would it be appropriate to ask how her company developed their pricing strategy?

No. While it is appropriate to talk with mentors, it is not appropriate to discuss competitive information with individuals who work for competitors even if you have a pre-existing relationship.





While talking to a friend who is a nurse at a medical conference, Jun saw a booth for a competitor's new product. Curious to find out more, Jun asked to borrow the nurse's badge, so that he could pretend to be a nurse in order to go over to the booth to learn more about the competitor's new product and approach. Was this appropriate for Jun to do?

No. When obtaining competitive/business intelligence we should always identify ourselves as employees of Zai Lab. It is not appropriate, and it is unethical, to obtain competitive/business intelligence through deception or misrepresentation. Information about a competitor or the industry should only be collected and used in an ethical manner. This includes not requesting, providing, or utilizing information from previous employers.

Trade Compliance

As we strive to do business with integrity, we do our best to maintain compliance with applicable global trade laws.

Global trade laws include import and export control laws as well as economic sanctions. Many governments regulate trade between countries through import and export control laws. These laws can place restrictions on our business, including limitations on the transfers of products, software, and technology. Additionally, economic sanctions are used by governments and international bodies as a tool to apply economic pressure to address challenges such as terrorism, and international narcotics trafficking. Some common examples of economic sanctions are tariffs, embargoes, asset freezes, seizures, or boycotts. These sanctions and laws can restrict how we do business or even prevent us from doing business. Therefore, we must stay informed about applicable laws and sanctions. When unsure or concerned about the implications of a global trade law, we should contact the Legal Department.

To maintain compliance with trade laws, we DO:



- › Follow applicable trade and customs regulations
- › Proactively check prior to conducting business for compliance with national and international trade regulations and customs
- › Utilize template agreements when possible (modifications must be approved by the Legal Department)
- › Report to the Legal Department any request related to a boycott

To maintain compliance with trade laws, we DON'T:



- › Participate in boycotts during work hours
- › Participate in boycotts on behalf of the company at any time, other than as required to comply with applicable laws and regulations in the countries in which we do business
- › Conduct business with third parties subject to trade restrictions

In response to a request for a proposal for a new raw material supplier, Zai Lab was trying to decide between three finalists. Should Zai Lab just prioritize the lowest cost supplier?

No. Zai Lab needs to conduct due diligence on the possible suppliers to assess factors such as ability to deliver needed materials on time and with quality. We cannot conduct business with third parties subject to trade restrictions or a supplier that itself receives supplies from a country or entity subject to trade restrictions.



Interactions with Third Parties

We strive to create an environment of trust and transparency with our third parties.

Working with third parties, including vendors, suppliers, individuals and distributors, is an important aspect of our scientific and business advancements. Zai Lab selects third parties based on legitimate business needs. We do not request special favors or arrangements for the company or ourselves from any third party entities. Our employees act ethically and honestly when interacting with third party entities.

We share a responsibility of being accountable for the actions taken by our third parties on our behalf. We conduct due diligence on any third parties we work with, and oversight of activities conducted by our third parties is critical for our business. We work to ensure our third parties understand our expectations through our Supplier Code of Conduct.

We are all responsible for ensuring that we work ethically and transparently with our third parties.

To establish responsible interactions with third parties, we DO:



- > Treat all third parties with respect and fairness
- > Conduct thorough due diligence on third parties prior to contracting and on a regular basis
- > Ensure third parties understand our expectations
- > Respect the right of third parties who share their confidential information with us
- > Document legitimate business reasons for all interactions
- > Ensure that we are transparent with our third parties
- > Report any potential or concerning behavior involving a third party to the Ethics and Compliance or Legal Department

To establish responsible interactions with third parties, we DON'T:



- > Influence third parties for the benefit of Zai Lab or ourselves
- > Conceal information from our third parties that could impact them in any way
- > Ignore red flags identified through due diligence



What is due diligence and what are the processes involved in conducting third party due diligence?

Due diligence consists of checks we conduct to ensure a third party would be, or is, an appropriate business partner. We have a supplier management program and monitor our third parties to help ensure they operate in compliance with our business needs, Legal, Compliance and ESG expectations, and contractual obligations.

Here are some questions we consider before engaging with third parties:

- > Are any red flags or concerns identified from due diligence screening?
- > What are the quality management systems in place for the third party?
- > Can they meet the applicable compliance and regulatory requirements?
- > How financially stable is the third party?
- > Does the third party have documented policies and procedures? Are employees trained on these policies and procedures?
- > What are the legal and cybersecurity risks associated with contracting with this third party?
- > What would the process be for terminating the relationship?
- > Have there been any changes in management or operations that will impact service to Zai?

Partners

We operate fairly and honestly with our business partners.

Zai Lab greatly benefits from working with global organizations and has pioneered many collaboration models with global business partners. There are situations where we serve as a third party on behalf of our business partners. We care deeply about our partnerships. We understand that any inappropriate actions taken by us can negatively impact Zai Lab's reputation and our partners' reputations. Our interactions with partners are critical in protecting the reputation of our business and providing high quality products and services.

We are committed to partnering with academic institutions, biotech, and pharmaceutical companies around the world to develop innovative therapeutics that will transform the lives of patients. We treat all of our business partners honestly and transparently, and we also expect them to act with integrity. We work to ensure we understand our business partners expectations and we are properly trained.

To establish responsible interactions with our partners, we DO:



- > Operate according to the agreement terms with our business partners
- > Ensure we are properly trained
- > Treat all partners with respect and fairness
- > Respect the right of partners who share their confidential information with us
- > Ensure all partners have undergone appropriate due diligence screenings
- > Disclose any potential conflicts of interest
- > Report any potential or concerning behavior involving a partner to the Ethics and Compliance or Legal

To establish responsible interactions with our partners, we DON'T:



- > Operate without fully understanding the policies and procedures of our business partners and Zai Lab's policies and procedures related to business partners
- > Influence partners for the benefit of Zai Lab or ourselves
- > Ignore red flags identified through due diligence
- > Conceal information from our partners that could impact them in any way

Innovation



Ethics in Research and Development

Zai Lab maintains the highest ethical, scientific, and medical standards in research activities.

Zai Lab research includes but is not limited to drug discovery and early development, company-sponsored clinical trials, investigator-sponsored clinical research, and outcomes and health economics research conducted on Zai Lab therapies. Conducting research helps further scientific knowledge of therapies developed by Zai Lab as well those of our partners, and we uphold the highest ethical standards for research. We are committed to following all applicable laws, regulations, and principles for protecting patients who participate in clinical trials and animals used in research.

Clinical trials test benefits and risks of specific medical treatments in specific patient populations. In company-sponsored studies, Zai Lab is responsible for the design, conduct, supervision, and funding of the overall study. Investigator-sponsored studies are initiated and managed by third party investigators, and Zai Lab remains independent from the investigator's development, conduct, and management of the study. Outcomes and health economic research relies on data from a retrospective study, a prospective study, or additional data collected during clinical trials to analyze the outcome and economic aspects of specific therapies.

We follow and review all approval procedures before initiating any type of research. Certain countries have strict human genetic research laws regarding the sharing of human genetic research. We obey all applicable scientific, patent, regulatory and privacy laws, regulations, and Zai Lab policies where we conduct research. We cultivate an environment of safe and ethical research aimed at therapeutic and scientific advancements to improve the overall health outcomes for those who rely on Zai Lab therapies.

When conducting research, we follow these principles:

- **We conduct all pre-clinical and clinical research in compliance with applicable international standards (e.g., the International Conference on Harmonization, Good Laboratory Practices, Good Clinical Practices and Good Manufacturing Practices).**
- **We ensure that our third-party partners (i.e., CROs) follow all applicable local and national laws, regulations, and guidelines on human research and animal research.**
- **We follow all Institutional Review Board (“IRB”) or other required research ethics protocols on human and animal research.**
- **We ensure that we obtain appropriate consent from subjects.**
- **We protect patient privacy and confidentiality in all aspects of research.**
- **We ensure clinical trials and results are publicly disclosed as required.**
- **We do not participate in research misconduct of any kind, such as falsification or changing data or results.**

Arun, a Zai Lab field sales employee is contacted by a physician regarding a study the physician wants to do with Zai Lab. How should Arun approach this situation?

First, Arun should proceed with caution since the physician reaching out to him may or may not have the best intentions. Arun should direct all inquiries related to any research questions, including investigator sponsored research, to the Medical Affairs Department and not respond to the physician in the meantime.



Conflicts of Interest

Our business is built on a foundation of integrity and trust. We do not put ourselves in situations that can interfere with our culture of trust.

Conflicts of interest arise when our personal interests could interfere with our ability to make an objective decision that is in the best interest of Zai Lab. We understand that even an appearance of conflict of interest could be harmful to Zai Lab's reputation and overall business. We are all expected to follow good judgment and avoid situations that can be perceived as a conflict of interest.

We expect all employees to disclose actual or potential conflicts of interest so we can perform our work objectively. Some situations are not always clear-cut, so you should fully fill out the disclosure form provided to everyone at hiring and periodically during employment, so we can properly manage any potential conflicts. No employee should receive gifts, especially from partners, vendors or others, that would or could impair ability to make unbiased decisions on business matters. If it is unclear in any way, the Legal Department must be consulted. Zai Lab employees are expected to make disclosures of conflicts of interest by filling out a disclosure form at any time when a situation arises, upon hire, annually, and prior to decisions or actions.

Examples of potential conflicts of interest:

- › Having a job with, or providing a service to, a competitor.
- › Outside employment that is deemed to interfere with an employee's time and attention in a manner that impacts Zai Lab.
- › Involvement by an employee in the same business as a customer.
- › Diverting an opportunity for Zai Lab away from the company toward yourself.
- › Competing in any way with Zai Lab.
- › Owning a material interest in a Zai Lab customer, partner, or vendor unless through an investment where the employee does not directly or indirectly control the organization (e.g., a mutual fund).
- › Providing anything of value to an employee of any government agency.
- › Serving on the governing board for a non-profit organization whose mission relates to a politically sensitive topic (for example, engaging in activities that could be detrimental to Zai Lab's reputation).



Neel, an employee in purchasing at Zai Lab, was contacted by one of our vendors who invited him out to a basketball game. Can Neel attend?

Neel should think very carefully about a real or perceived conflict presented by such an invitation. If he has the primary relationship with the vendor or is the decisionmaker on business matters, he should not accept. His attendance at the basketball game as a guest of a vendor could appear to be a conflict of interest, and may appear to interfere with his ability to make objective decisions in Zai Lab's best business interest. Employees are not allowed to receive any gift, service, favor, or entertainment with any individual or entity that does or seeks to do business with Zai Lab that may improperly influence decision making. Any such receipt must be consistent with company policy.

Political Activities

We support our employee's decisions to perform civic activities and participate in political activities as long as it does not interfere with our business.

Laws and regulations related to civic engagement vary among countries, and Zai Lab's policy is to adhere to the letter and spirit of local standards. In general, Zai Lab employees have the right to voluntarily participate in political activities in our personal capacity and make contributions to the political body as permitted. However, we should always ensure that the views we express in public are of our own and not perceived to be those of Zai Lab. We should be careful to not identify ourselves as representatives of Zai Lab when engaging in personal political activities.

We may never use the company funds or assets to support any political candidate, political party or organization, or engage in the petitioning of governments, individually or as part of a group. Such activities, sometimes called "lobbying," must also be conducted on a personal capacity basis and we must not represent Zai Lab in any such efforts. In rare circumstances, employees who wish to lobby for valid business reasons on behalf of Zai Lab must coordinate these activities with Corporate Affairs.

When participating in political activities, we DO:




- › Only participate in political activities and lobbying during non-business hours
- › Ensure only our personal views are being represented
- › Only make political contributions on behalf of ourselves
- › Ensure that holding public office or campaigning for politicians does not create an appearance of conflicts of interest
- › Receive all approvals before using Zai Lab resources to support political activities

When participating in political activities, we DON'T:



- › Imply that Zai Lab supports any political figure or campaigns
- › Identify ourselves as representatives of Zai Lab when engaging in personal political activity
- › Use Zai Lab resources (e.g., email, time, phone, copy machine, facilities) for political activities



One of Amanda's friends is running as a candidate for political office in her city. Amanda supports her friend's platform. Can Amanda endorse the candidate on Social Media platforms?

Yes. Amanda may endorse her friend as a political candidate as long as she does it as herself and only as long as her personal views are being represented. We cannot endorse anyone on behalf of Zai Lab and should avoid using professional social media platforms, such as LinkedIn, for political commentary.

Government Officials

We are transparent, ethical, and honest when interacting with government entities.

Interactions with government entities and government officials require additional precautions. We must always comply with all laws, regulations, and Zai Lab's policies and procedures when interacting with government agencies and law enforcement officials.

Zai Lab is committed to being an ethical company and we never obtain an improper advantage or improperly influence a decision by a government entity. Zai Lab employees, business partners, and third parties are never to give or accept anything of value (e.g., cash, gifts, entertainment, meals, travel expenses, services) inconsistent with local laws and regulations from anyone associated with a government entity, even if it is a nominal amount. If an individual from a government entity requests or tries to provide such benefit, the instance should immediately be reported to the Legal Department.

When interacting with government entities, we DO:



- > Make sure we know whether we are dealing with a government entity and follow applicable laws and policies
- > Ensure we do not improperly influence or appear to improperly influence a government entity
- > Take prompt action to relay any improper requests from government entities to the Legal Department

When interacting with government entities, we DON'T:



- > Offer or provide bribes, kickbacks or any improper incentives to advance interest with government entities
- > Interact with government entities if not permitted based on our role at Zai Lab



I What is a government entity?

In some cases, it is clear that an entity is governmental, however sometimes it may not be immediately clear. A government entity includes, but is not limited to, any national government, provincial government, local government, or other government agency, affiliate, or institution, such as a government-owned hospital. Individuals employed through or acting on behalf of a government entity, such as Healthcare Professionals (HCPs) and scientists employed by or affiliated with a government-owned hospital or institution, are also included. In some countries with a nationalized healthcare system, HCPs are typically considered government officials.

Government Investigations

Zai Lab cooperates with appropriate requests from government entities.

Governmental scrutiny is a possibility in our highly regulated industry. Each of us individually, and together as a company, are expected to cooperate with requests for information, visits to our facilities, inspections, audits, and investigations. For routine government interactions (e.g., FDA inspection, SFDA inspection) we cooperate and support in accordance with local processes. However, any Zai Lab employee contacted by a government authority at work, home, or elsewhere in relation to an external investigation or government enforcement agency request, should immediately notify the Legal Department. We respond to all misconducts and investigations in a timely manner and take corrective and disciplinary action if misconduct is discovered.

In order to cooperate, we DO:



- > Notify the Legal Department immediately of any requests related to a government interaction
- > Discuss an investigation or audit only if the Legal Department has instructed you to discuss
- > Provide truthful, complete, and timely information under the direction of appropriate Zai Lab personnel

In order to cooperate, we DON'T:



- > Respond to government entity requests on our own; always notify and discuss with Legal immediately
- > Omit information
- > Provide misleading information
- > Make up information
- > Create, alter, or destroy records to impede or improperly influence a request or anticipated request from a government entity

During a routine visit from a government agency, Li Na was talking with one of the representatives from the government. During the conversation, she was asked about information related to another department. She was not sure of the answer, but her good friend worked in that department so she thought she may know the answer. What should Li Na do?

Cooperating fully with visits from the government does not include providing answers we are not sure about or are not authorized to disclose. Since Li Na does not know the answer to the question, or she is not the appropriate individual to respond to the question, she should reply to that effect. Li Na should work with the Zai Lab manager overseeing the routine visit to make sure the government representative's question is properly addressed.





Patients First

Patients and Patient Organizations

Our work is inspired by those who have experienced cancer, autoimmune disorders, infectious disease and neurological conditions.

We work to meet the most urgent medical needs of patients to improve their health and quality of life. Zai Lab is committed to putting patients first and incorporating patient-centric values into our way of thinking.

At Zai Lab, we take time to understand the patient communities we work with in the countries where we operate. We are advocates of fairly and appropriately supporting patients and patient organizations.

We recognize the importance of patient organizations in raising awareness and providing education, which influences our work in creating transformative medicines. We strive to build a culture of trust with patients and patient organizations we work with, which is critical in furthering our knowledge of patient experiences.

When we directly work with patients and patient organizations, we DO:



- > Obtain voluntary and informed consent when warranted or required
- > Strive to better understand their experiences
- > Consider the patient and caregiver's point of view
- > Respect the right of patients and patient organizations to make independent decisions
- > Be transparent regarding financial and non-financial support for patient organizations
- > Direct requests from patient organizations or patients to Medical Affairs

When we directly work with patients and patient organizations, we DON'T:



- > Interfere with patients' relationships with their physicians or caregivers
- > Violate patient privacy
- > Inappropriately influence a patient organization to endorse Zai Lab products
- > Engage with patients or patient organizations to promote our products
- > Control patient organization materials or other publications
- > Contact patients proactively



John is an employee at Zai Lab. John's daughter has a rare autoimmune disease and is part of a patient organization that is interested in learning about Zai Lab products. Can John share information about our products to his daughter?

No. First, John has to direct all questions or requests from patients or patient organizations to the designated individuals. There are multiple reasons for this: First, such product information could still be in research. Second, all such information is likely to be highly proprietary and competitively sensitive. Third, we should be very careful about promoting our products to patient organizations. There are many risks or legal prohibitions in many countries about direct-to-patient promotion.

Product Safety/Product Quality

We ensure that patient health and safety are prioritized during all aspects of our drug discovery, development, manufacturing, and commercialization processes.

We leverage science and utilize our expertise to deliver high quality products in the fields of oncology, autoimmunity, and infectious disease. Part of our product safety and quality process involves gathering information regarding adverse events and product quality complaints. The safety and efficacy of our product is our top priority. We recognize that reporting adverse events or product quality complaints is not only required by law, it also is essential for HCPs being informed about the accurate efficacy and safety of our products.

We also collect product safety and quality information on behalf of our partners. This information is integral to our partners' global understanding of the safety and efficacy of their assets.

Zai Lab follows product safety and quality laws and regulations based on the specific country where a product has been approved. Zai Lab has a legal obligation to report adverse events and product complaints to applicable agencies. For instance, in China, we have a legal obligation to report drug information to the National Medical Products Administration ("NMPA"). Additional information and details on Zai Lab policies and processes is available on our Intranet site.

When thinking about adverse events and product quality complaints, we DO:




- > Understand Zai Lab procedures for reporting and handling adverse events and product quality complaints
- > Learn to recognize adverse events and product quality complaints when you come across them
- > Report any adverse events or product quality complaints of which you become aware to

When thinking about adverse events and product quality complaints, we DON'T:



- > Ignore or conceal any information regarding adverse events or product quality complaints

A person is sitting at a desk, working on a laptop. They are holding a pen over a notebook. There is a coffee cup on the desk. The background is slightly blurred, showing a window and some office equipment.

Lee, an employee of Zai Lab, was browsing online when she saw an online forum about a product complaint for a recent product that we had launched for cancer therapy. The website did not seem official, so Lee completely ignored the product complaint. Can Lee ignore the product quality complaint because the website did not seem legitimate enough?

No. We may come across adverse events or product quality complaints in a wide variety of ways and online forums are one of the ways. We may see an adverse event or product quality complaint show up in electronic, verbal, or written communications. Lee must immediately report the product quality complaint to QualityComplaintsReporting@zailaboratory.com, or AEreporting@zailaboratory.com.

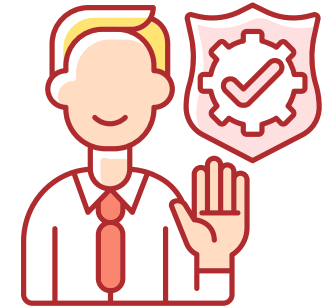
Environment, Social and Corporate Governance (ESG)

We refer to our ESG approach as Trust for Life because it represents the tremendous value we place on the many people who rely on us to discover life-changing medicines.

Through our ESG Trust for Life strategy, we demonstrate our compassion and respect for our patients and stakeholders through our commitments—to environmental protection by minimizing our environmental footprint, to social responsibility through our support of our employees and communities, and to strong corporate governance practices that promote ethics, integrity, and transparency.

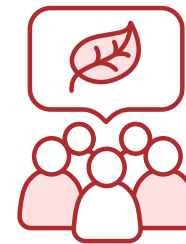
In our effort to deliver value to our patients, workforce, healthcare professionals, communities, and shareholders and other stakeholder, we have made three Trust for Life commitments — which we pledge to build upon in the coming years, with the dedicated goal of reaching one million new patients by 2030. This foundational approach serves as a powerful reminder of our company values and our commitment to have a positive impact.

Our Commitments to build Trust for Life:



Improve Human Health:

- > Meet the unmet medical needs of patients



Create Better Outcomes:

- > Leverage our equitable and inclusive workforce and significant operations.

Act Right Now:

- > Work ethically and urgently to make a valuable impact.

Funding and Giving

We strongly believe in giving back to our communities through service organizations and philanthropic programs.

At Zai Lab, we are committed to giving back to society and patient communities in line with Zai goals and mission. We do so by providing sponsorships, education and scientific grants, and charitable donations to a variety of organizations. We support activities and initiatives consistent with our corporate objectives and budget in order to support the advancement of science or education, patient education, or public education.

For sponsorships, grants, and donations, we DO:



- > Understand that funding will only be provided where legitimate requests have been submitted, reviewed, and approved
- > Document all grants, donations, and sponsorships
- > Verify funding was used for the intended purpose

For sponsorships, grants, and donations, we DON'T:



- > Provide funding to inappropriate recipients
- > Provide grants and donations for promotional activities
- > Provide funding as a means to influence a program or drive patient prescriptions

Special consideration:

What are sponsorships?

Zai Lab may provide funding to healthcare organizations (HCOs) or institutions for independent events or activities in return for a tangible benefit (e.g., advertisements at an event, booth space at an event).

What are grants?

Zai Lab may provide monetary or support to HCOs, institutions, professional organizations, or sponsors of research. Grants do not provide a tangible benefit to Zai Lab but serve a scientific or educational purpose to the recipient.

What are donations?

Zai Lab may provide monetary or support to a charitable organization to support a philanthropic cause (e.g., charitable walk). Donations must only be made for bona fide charitable purposes without expectation of return.

Collaboration



Interactions with Healthcare Professionals

Our interactions with Healthcare Professionals are pivotal to our value of putting patients first.

At Zai Lab, we interact with HCPs and HCOs to fulfill our mission of delivering new treatments and solutions. Our interactions with HCPs and HCOs must always follow our policies and procedures. We never want to engage in business conduct that is intended to or could appear to come across as improperly influencing an HCP's decision. There are various types of interactions, such as interactions during office visits, advisory boards, ad hoc consulting, market research and clinical trials. We ensure that our interactions are appropriate based on our individual role within Zai Lab, the setting, and circumstances.

Zai Lab is committed to providing fair, accurate, and balanced product information, scientific and medical information, and safety information. Honest, ethical, and transparent forms of communication help ensure the safe and proper use of our products and inform understanding of our therapeutic areas. We promote our products only for the uses that have been approved, cleared or authorized by the relevant governmental agency in communication tools and channels that are approved.

Zai Lab approved educational items may be provided on an occasional basis to an HCP, and are subject to local industry codes and regulatory requirements. These educational items should not have any value to the HCP outside of the HCP's professional responsibilities.

At Zai Lab, we may also potentially interact and engage with HCPs as consultants who are government officials and may need additional review from the Legal Department. In many countries, HCPs may be considered "government officials" because the country's medical system is operated by the government. When interacting with these individuals, we follow all applicable local and federal laws, and direct questions to the Legal Department or Ethics and Compliance Department.

When interacting with Healthcare Professionals, we follow these principles:

- › **We examine all relationships and agreements with HCPs, business partners, and third parties to ensure the full legal and ethical foundations of all activities intended to support referral of patients or generate prescriptions**
- › **We never offer financial incentives for the purpose of writing or influencing the use of our therapies**
- › **We never try to influence an HCP's decision about patient care**
- › **Document any HCP interactions and transfers of value as required by Zai Lab's policies and procedures**
- › **Refer any questions to the Legal Department or Ethics and Compliance Department**

Special consideration:

We must clearly understand the payments and other transfer of value provided to HCPs and HCOs as a variety of laws require the tracking and disclosure of these transfers of values. Where applicable, we must communicate these transparency requirements to our HCPs and HCOs.

Special consideration:

Who are Healthcare Professionals?

Any member of the medical, dental, pharmacy or nursing professions or any other person who in the course of his or her professional activities may prescribe, recommend, purchase, supply, administer or otherwise influence the use of a pharmaceutical product.

Engagements of Healthcare Professionals

We engage with HCPs in a manner that advances patient care and supports the ethical practice of medicine.

At Zai Lab, we value the expertise HCPs provide and use their guidance to improve our products and services. To do this, we may interact with HCPs to provide information or engage in an advisory or consulting capacity. Before conducting any business event with an HCP, we ensure that there is a legitimate business need and the business need cannot be met internally by a Zai Lab employee. When interacting with HCPs, we make sure that we are not engaging with the intent of directly or indirectly influencing or encouraging them to sell, prescribe or purchase our products. We make sure we are adhering to the Zai lab policies and procedures and applicable laws.

Engaging with HCPs also provides us with valuable educational and scientific services such as feedback for our products or therapies. We conduct fee-for-service engagements and ensure the selection of appropriately qualified HCPs.

Common types of engagements include:

- **Advisory Boards:** HCPs are often part of advisory boards, which aim to seek advice or unique opinions from experts in the healthcare field on a series of specific issues involved in the science or market field.
- **Consulting Services:** We retain HCPs for consulting services where they provide valuable expertise, feedback, or suggestions related to our therapeutic areas.
- **Speaker Programs:** We engage HCPs in speaker programs to provide academic/educational information communication, or to meet Zai Lab's need in medical professional service.
- **Investigator Sponsored Studies:** We provide financial support or product support to third parties to support their own independent research.

In order to engage properly with HCPs, we DO:



- › Document legitimate business need for interactions
- › Pay Fair Market Value (“FMV”) for the services provided
- › Select HCPs to provide services based on their expertise in our therapeutic areas or products
- › Ensure that all contracts have been signed prior to any engagement

In order to engage properly with HCPs, we DON'T:



- › Influence or intend to induce them to prescribe, refer, or sell our products
- › Start HCP engagements prior to signing the contract

Special consideration:

What is Fair Market Value (“FMV”)?

FMV is the price that would be agreed on between a willing buyer and a willing seller, with neither being required to act, and both having reasonable knowledge of the relevant facts. All compensation matters for all Zai Lab related services for consultants must reflect the FMV for the time and services actually performed or delivered.

Lin, an employee at Zai Lab, wants to request to set up an advisory board. What does she need to consider?

Lin first needs to ensure that any advisory board or any other type of engagement she wants to set up aligns with the annual plan or strategy. After this, Lin should consider the following requirements:

- > Legitimate business need for services
- > FMV
- > Selection of consultants
- > Contracts
- > Agenda and materials
- > Meals
- > Venue
- > Travel and accommodations
- > Work product
- > Final payments
- > Documentation of engagement
- > Appropriate attendees to fulfil the purpose of the meeting (HCPs, internal attendees, other)
- > Is the engagement with an HCP that our partners also engage with for a similar or conflicting purpose



Prohibition on Gifts and Entertainment

Our interactions with HCPs, third parties, and business partners always contribute to the business purpose.

The custom of exchanging gifts and entertainment in business settings varies throughout the world; however, providing gifts or entertainment could influence a business decision or could create that appearance. Zai Lab prohibits giving or offering cash, gifts, offering personal services, or providing entertainment or other benefits that may inappropriately influence an HCP's decision making. This prohibition applies to Zai Lab personnel and their families, to give or offer gifts to an HCP engaged in Zai Lab business-related activities, other healthcare community members, third party, or business partner associated with these activities. An example of an exception to this is that Executive Leadership Team (ELT) members are allowed to provide ceremonial gifts to relevant HCPs provided they are consistent with local laws and regulations. Additional guidance can be found in local SOPs relating to interactions with HCPs.

Our interactions with HCPs, third parties, and business partners should be limited to business purposes, and this should be the primary focus of all engagements. We should avoid situations where we might appear to be influencing an HCP, third party, or business partner when providing meals at meetings or providing reimbursement.

Building strong relationships with HCPs, third parties, and partners is essential for our business, and we ensure that we are acting with integrity. Report any gift or entertainment violations or suspected violations to Ethic & Compliance department, or via the Hotline channels of your country:

Phone: United States: 855-229-9304
Mainland China: 400-999-4530
Hong Kong: 800-908839
Taiwan: 00801-10-4471

Website: www.zailab.ethicspoint.com



When we interact with HCPs, third parties, or business partners, we DO:

- > Document all reasons for reimbursements
- > Provide meals in accordance with Zai Lab policies
- > Make the business meetings the focus of our interactions
- > Choose venues appropriate for the purpose of a business activity

When we interact with HCPs, third parties, or business partners, we DON'T:

- > Give or offer cash or gifts associated with business activities
- > Provide entertainment benefits (such as theater tickets, spa, tourism activities, or other)



Mark, an oncologist, was hired by Zai Lab to be part of an advisory board.

- a) Another Zai Lab employee suggested a business hotel near an airport as a venue that is cheaper than other business hotels in the area. Is this venue appropriate?
- b) Mark and other HCPs are traveling to the hotel the night before the advisory board meeting. Is it acceptable for Zai Lab to cover the cost of the hotel for the extra night?

- a. Yes.** It appears that such a location is conducive to a business meeting. Zai Lab employees should always evaluate each venue to assure that it is appropriate for a business event, and not primarily a resort or entertainment venue.
- b.** Depending on the design of the advisory board meeting, the starting time, and the distances members will be traveling, it may be appropriate to arrive the evening before, and reimbursement for hotel costs would be proper. Zai Lab employees should look at local SOPs and compliance standards for these kinds of assessments.

Social Media

We leverage Social Media as a valuable tool to communicate with our stakeholders.

Zai Lab understands the importance and power of Social Media in everyday life and our business. Social Media is one way our audiences communicate and how they learn about Zai Lab. We want to use Social Media in a thoughtful and appropriate manner. Zai Lab has guidelines that determine the channels, communication methods, and requirements that must be followed to avoid the risks associated with Social Media. Any negative postings on Social Media can impact Zai Lab, thus we have to be careful regarding the message we convey in public. Only individuals authorized to communicate through Social Media on behalf of Zai Lab may do so. Therefore, in our personal usage of Social Media we must make it clear that our actions represent ourselves and not Zai Lab.

In order to protect our brand on Social Media, we DO:

- › Ensure we are not communicating on behalf of Zai Lab on Social Media unless authorized to do so
- › Understand the risks associated with Social Media
- › Practice good manners, treating others with politeness and courtesy, in Social Media Actions (see definition below)
- › Exercise caution in our Social Media Actions, by stopping and thinking before responding
- › Respect the intellectual property and copyright of others
- › Respect the privacy of our employees and patients
- › Follow the terms of use of the specific Social Media channel

In order to protect our brand on Social Media, we DON'T:

- › Engage in Social Media Actions that involve false, misleading, or unsubstantiated information
- › Comment about our competitors or their products
- › Disclose confidential or proprietary information (including internal communications)
- › Discriminate against or harass anyone
- › Take a Social Media Action that is illegal, threatening, sexually explicit, or abusive
- › Provide advice on products, medical diagnoses, or clinical trials
- › Cite, reference, include, or mention third parties, business partners, or customers without approval

While Zhang Wei was watching Moments on WeChat, he noticed a friend was sharing about what appeared to be adverse events to a Zai Lab product. Does Zhang Wei have an obligation to report this potential adverse event?

Adverse events discovered anywhere must be reported. Zhang Wei should report the situation via the appropriate channels.





Wang Fang noticed on her Twitter Feed multiple Tweets related to Zai Lab. After reading the Tweets, Wang Fang noticed that some of the information was incorrect. Can Wang Fang respond to the Tweets to correct the misinformation?

Unless Wang Fang is authorized by Zai Lab to respond, she should not respond to the Tweets. She should report the Tweet to the Corporate Affairs Department. We should never respond to Social Media related to Zai Lab, our business partners, third parties, or competitors unless authorized to do so. This prohibition includes hiding or disguising our identity in order to respond. We should never hide our identity when doing Social Media Actions related to Zai Lab.

Communicating Responsibly

Inquiries, questions, or requests should be directed to the appropriate Zai Lab channel:

- > From or related to news media or bloggers should be directed to media@zailaboratory.com
- > From or related to investors should be directed to ZaiLabIR@zailaboratory.com

We communicate with HCPs and other external stakeholders for promotional, non-promotional, scientific, medical, and business reasons. We communicate effectively and transparently in order to inform people about the risks and benefits of Zai Lab products, status of research, and other business information. We believe that it is important for external stakeholders to receive accurate, balanced, truthful information about business activities, products, research, and investigational products. Zai Lab has mechanisms in place to ensure that the right person within our company has the right materials and training to provide the best information to the intended audience. Communication may be provided in emails, printed materials, electronic materials, conversations, press releases, Social Media, or anything else that could transmit a message to an HCP or any external audience.

In order to effectively communicate with external stakeholders, we DO:



- > Always provide truthful information about Zai Lab products and research
- > Provide appropriate balance of risks and benefits about Zai Lab products
- > Only use approved materials and messages intended for a particular audience
- > Promote only on-label uses for our products
- > Follow appropriate procedures around handling questions about pre-approval and off-label use of Zai Lab products

In order to effectively communicate with external stakeholders, we DON'T:



- > Inappropriately influence them to sell or promote our products
- > Promote any product off-label
- > Communicate information not authorized in that specific jurisdiction
- > Communicate information that is confidential, proprietary, or otherwise considered confidential

Communicating Responsibly

Principles for Communicating Responsibly

At Zai Lab, we make an effort to communicate responsibly to maintain our integrity and to create a culture of open communication. We follow three communication principles:

1. Communicate Clearly and Concisely

- a. Use truthful, precise and non-misleading language when interacting with HCP and external stakeholders as well as internally.

2. Share Information Wisely

- a. Communicate based on your role and responsibilities.
- b. Take time to listen to and have discussions with external stakeholders, HCPs, and other employees to share knowledge among each other.

3. Think about Zai Lab's Reputation

- a. Think about how our words can reflect on Zai Lab's culture.

Representing the Company in Public Settings

We are committed to communicating honestly and openly with anyone who has an interest in Zai Lab.

As our world becomes more interconnected, information spreads easier and more quickly. We care deeply about our reputation and a big part of this involves how we present ourselves to the outside world. To protect our brand and reputation, only individuals who are authorized to do so may share information on behalf of the company to people outside of Zai Lab.

Zai Lab's leadership team authorizes specifically identified roles or individuals to be spokespeople for our company. This includes media platforms, such as interviews, trade journals, and Social Media.

Inquiries, questions, or requests must be directed to the appropriate channel.

In order to protect our reputation, we DO:



- > Communicate honestly and openly
- > Direct media inquiries to media@zailaboratory.com
- > Direct investor inquiries ZaiLabIR@zailaboratory.com
- > Direct requests from trade journals or professional societies to media@zailaboratory.com

In order to protect our reputation, we DON'T:



- > Engage or respond (unless directing to an appropriate channel) to external inquiries unless authorized to do so
- > Ignore requests or inquiries
- > Participate or accept an interview request without first obtaining approval from Communications

Li Jun's cousin, who is a journalist, asked him for his thoughts on a recent press release made by Zai Lab. What should Li Jun do as a Zai Lab employee?

Even though it is his cousin, this would be a request from the media/press. All such requests should be directed to the email media@zailaboratory.com. Li Jun should not provide any other comment or response beyond directing his cousin to the appropriate team at Zai Lab for answering his question.



Dedication



Workplace Environment, Health & Safety (EHS)

Our culture is built on creating a safe and healthy workplace.

Zai Lab is committed to the occupational health and safety of our employees and others who can be affected by our activities. We believe a healthy workplace is foundational for our hard-working team and aim to create a culture where everyone feels part of our safety journey. Through our Global EHS management system, we are committed to providing healthy workplaces, preventing work-related injury and ill health, and improving our EHS performance.

To do our part in safeguarding the environment for this and future generations, Zai Lab is committed to meeting the needs of our customers, being transparent about our progress, and engaging our stakeholders as we further develop our environmental initiatives. We commit to reducing the environmental impact of our business practices and investing in environmental stewardship projects.

In order to protect our People and the Environment we DO:



- › Encourage employees to raise questions, concerns and report EHS-related issues, incidents and injuries.
- › Fulfill applicable compliance obligations.
- › Integrate actions to prepare for and respond to emergency situations.
- › Eliminate health and safety hazards and reduce risks.
- › Investigate work-related injuries, ill health, diseases and incidents.
- › Consult with employees on EHS matters.
- › Provide EHS training to employees and/or other relevant parties to raise awareness and reduce incidents.
- › Have commitments in line with a Science Based Target for Scope 1, 2, and 3 greenhouse gas emissions.
- › Use natural resources responsibly across our operations.
- › Optimize processes and equipment to reduce the waste of raw materials, scrap, and nonconforming products.

In order to protect our People and the Environment we DON'T:



- › Discourage employees from reporting EHS issues, incidents or injuries.
- › Create unsafe situations in our workplaces.
- › Dispose of hazardous materials and waste improperly.
- › Ignore EHS compliance requirements.
- › Waste natural resources such as water, paper and energy.

Anti-Discrimination and Respectful Workplace

We are committed to creating a welcoming, supporting, and inclusive environment.

We strive to bring together employees with different backgrounds and expertise to support the growth of Zai Lab, while creating an inclusive culture. We are proud of the diversity, skills, and achievements that our employees bring to the table from all parts of the world. As a global company, we value working with employees from various backgrounds and locations and respect the different perspectives individuals bring into our company culture. We appreciate each other's differences to drive innovation and growth within our company.

Zai Lab is an equal opportunity employer. We ensure that all of our employees, along with business partners, third parties, and job applicants are judged based solely on their qualifications and skillsets. Everyone is treated equally and respected regardless of an individual's race, color, religion, sex, pregnancy, sexual orientation, gender identity, national origin, age, disability, genetic information, or any other basis protected by applicable law in the countries where we operate. We do not tolerate unlawful discrimination.

We all deserve to work in an environment that is free of any discrimination, intimidation, harassment, group bullying/mobbing, or any other non-respectful behavior. Harassment can be in multiple forms, such as physical conduct, graphic, or verbal and disrupts another's work performance, or creates an intimidating, offensive, abusive, or hostile work environment. The harasser can be a co-worker, the victim's supervisor, or a non-employee. Similarly, mobbing is a behavior used to isolate, humiliate, or use aggression against another individual. We ensure that everyone's professional and private decisions are respected and do our best to create a healthy work environment. We strive to create a welcoming and safe environment where our employees can raise concerns and can feel confident that their safety will be prioritized.

Rules and regulations differ based on jurisdiction. Please consult local rules and policies with the help of your local Human Resources and/or Legal Department. Please report any discrimination or harassment to the Zai Lab Helpline, Human Resources Department, or Legal Department.

In order to create a respectful workplace, we DO:



- › Embrace diversity and promote inclusivity
- › Challenge our conscious and unconscious bias
- › Act respectfully and professionally
- › Expect managers to be role models for our teams

In order to create a respectful workplace, we DON'T:



- › Cause emotional or physical harm to anyone
- › Threaten, bully, or make inappropriate remarks about anyone
- › Discriminate against anyone
- › Tolerate any inappropriate behavior we witness, are made aware of, or experience

Special consideration:

What are ways to be respectful and promote inclusion in the workplace, especially as Zai Lab continues to grow globally?

- › Leverage our differences to increase honest and open conversations.
- › Create opportunities for cultural awareness.
- › Set-up informal mentor programs to encourage employee growth.
- › Support and uplift each other during difficult situations at work.
- › Think about the global perspective and cultural factors that come into play before passing judgment.

Privacy

Protecting data and information is crucial in our industry.

We have the responsibility to protect all Personal Information such as information from, or about, employees, patients, patient caregivers, patient advocacy groups, HCPs, clinical trials, partners, or other sources. Whether it is information that Zai Lab collects or is entrusted to us by partners or third parties, the unauthorized use or disclosure of such information could expose us to liability and damage our reputation. We diligently preserve and protect the confidentiality and privacy of all data entrusted to our care, such as patient medical histories, genetic status, immunization records, clinical trial information, and other similar sensitive information.

Zai Lab is committed to complying with all applicable industry guidelines, ethical standards, regulations, and laws as we collect, use, store, disclose, and transfer data. For example, the Personal Information Protection Law of China, China's Regulation on Human Genetic Resources and Europe's General Data Protection Regulation.

We follow these fundamental data privacy principles:

- › We respect the privacy of individuals. Zai collects and Processes Personal Information fairly and lawfully.
- › We give appropriate notice when we collect, use, store or transfer personal information and act consistent with any privacy notice.
- › We give individuals a way to access and correct information.
- › We expect our business partners to comply with applicable laws.
- › We disclose, transfer, or share personal information consistent with applicable laws.
- › We implement data security controls and address data breach incidents immediately.



Tom, a friend of a patient in a Zai Lab clinical trial, asks Julie in Clinical Operations how his friend is doing on an ovarian cancer clinical trial. Can Julie provide the information to Tom?

No. Julie cannot report this information to Tom. Julie must treat all patient information as confidential and private. As a Zai Lab employee, Julie has an obligation to treat patient information and clinical trial information as confidential and private.

Speaking Up

We strive to create a safe environment where we encourage our employees to ask questions.

At Zai Lab, we maintain an open and transparent environment where our employees, business partners, and third parties can ask questions and receive an informative response. We encourage our employees to speak to their direct managers or ask questions to any of the resources listed below. We are committed to answering all questions.

Human Resources Department

HR@zailaboratory.com

Ethics and Compliance Department

Corporate.compliance@zailaboratory.com

Hotline

United States: **855-229-9304**

Mainland China: **400-999-4530**

Hong Kong: **800-908839**

Taiwan: **00801-10-4471**

[Zai Lab Hotline](#)



Integrity



Assets and Property

We ensure that we safeguard our assets from damage and loss.

Zai Lab provides employees with resources in order to do our jobs safely and efficiently. Zai Lab may fund resources or assets such as computers, software systems, suppliers, and intellectual property. Assets should only be used for their intended purpose, and the use should be consistent with all local and global laws, regulations, and our internal Zai Lab policies and procedures.

Limited personal use of Zai Lab resources is allowed, and we need to ensure that such personal use does not interfere with our job responsibilities. Any information that is sent or received through a company phone or computer is part of Zai Lab records. We ensure that everything we do is ethical, legal, and reflects positively on Zai Lab.

In order to protect our assets and property, we DO:



- > Comply with all information technology (“IT”) standards
- > Protect assets from improper or careless use
- > Use secure and compliant passwords
- > Only use properly licensed software
- > Keep personal use of Zai Lab assets to a minimum
- > Immediately report if a Zai device is lost or stolen

In order to protect our assets and property, we DON'T:



- > Use company resources to transmit any profane, vulgar, sexual, or other related content
- > Share passwords with others
- > Store information on unapproved personal devices or with unapproved internet or cloud services that are not sufficiently protected
- > Submit research articles for public dissemination without approval from Legal Department



Zhang is traveling for work and he realizes that his work computer is very low on battery. He forgot to bring his charger, so he decides to use his personal computer for an important Zai Lab presentation. Is this allowed?

No. A personal computer should not be used for work. Our work computers have extra security measures to safeguard Zai Lab information. In this circumstance, the best method for Zhang is to call one of his managers to come up with a viable solution.

Confidential Information & Intellectual Property

We are responsible for protecting our business partners' and our confidential information and intellectual property.

At Zai Lab, our intellectual property – whether licensed in through a partner or produced ourselves - is one of our most valuable assets. We ensure that we fully protect our IP rights and preserve the integrity of our research to support complete and accurate outcomes. When someone within Zai Lab shares confidential or IP information with us, they have entrusted us to safeguard the information. We ensure that we keep the trust of others and fully protect the reputation of Zai Lab.

In order to safeguard Zai Lab information, we DO:



- › Ensure a confidentiality agreement exists and has been approved by the Legal Department before disclosing confidential information
- › Send any confidentiality agreements to the Legal Department that you are asked to sign
- › Protect IP by only sharing it with authorized individuals
- › Take measures not to disclose confidential information
- › Share confidential information only with authorized individuals after signing confidentiality agreements
- › Respect confidentiality agreements of former employers
- › Protect confidential and IP information of our business partners
- › Disclose to company management inventions or IP you create while employed at Zai Lab

In order to safeguard Zai Lab information, we DON'T:



- › Discuss confidential or IP information in public areas
- › Disclose confidential or IP information with non-authorized individuals
- › Submit research articles for public dissemination without approval from the Legal Department



Examples of IP

- > Information about proprietary software and technology
- > Information about product or manufacturing innovations
- > Patent Information, trademarks, and copyrights
- > Regulatory data
- > Trade secrets
- > Methods and techniques relating to research

Anti-Bribery and Anti-Corruption

We cultivate a transparent environment that operates in a socially responsible manner.

At Zai Lab, we establish a system of compliance and create trust among each other, our customers, our third parties and our partners. Our employees follow all applicable global anti-bribery and anti-corruption laws. We do not engage in or promote any conduct that involves -- or gives the appearance of -- offering, giving, soliciting, or receiving any kickback or bribe. Items of value are only to be provided for legitimate business purposes that are documented and approved according to Zai Lab's policies and procedures.

We are responsible for our direct actions, as well as any action done indirectly on behalf of Zai Lab by engaged third parties or others. We ensure that all business partners and third parties engaged by Zai Lab go through Zai Lab's due diligence process prior to contracting and on a routine basis, as well as maintaining oversight of the third party's contractual obligations and any changes in operations. We are responsible for proper oversight of those operating on behalf of Zai Lab to make sure that they have appropriate controls in place (i.e., policies, procedures, training). We are also responsible for ensuring that we properly train our third parties and partners and have appropriate monitoring oversight of their activities.

Laws of the countries in which we operate prohibit bribing government officials in any way. Anti-bribery and anti-corruption are complex topics, and we encourage our employees to be aware of Zai Lab policies and procedures surrounding this topic, and to actively reach out and contact the Legal Department or Ethics and Compliance Department for any questions.

To prevent activities to be construed as anti-bribery and anti-corruption, we DO:



- › Pay FMV for services such as consulting, advisory, or clinical trials
- › Ensure that all third parties engaged by Zai Lab undergo appropriate due diligence evaluation before entering into a business relationship
- › Ensure we conduct business with individuals or entities with similar business ethics and principles as Zai Lab
- › Report any issues relating to bribery or corruption to the Legal Department or Ethics and Compliance Department

To prevent activities to be construed as anti-bribery and anti-corruption, we DON'T:



- › Request or accept improper advantage
- › Offer or give bribes and kickbacks

Special consideration:

Interactions with government entities (individuals or institutions) have extra restrictions as they can be both our customer and regulators. Government Officials are individuals or firms employed through or acting on behalf of a government body or business. This may include scientists or HCPs who are employed through publicly funded institutions. Extra restrictions for government officials may include prohibition of meals, reimbursements, or transfers of value.

What is improper advantage?

Improper advantages are any forms of illegal rebates, bribes, kickbacks, and hidden payments. Improper advantages can be anything of value (provided directly or indirectly) such as meals, gifts, travel expenses, agreement, and/or entertainment.

Insider Trading

We always protect the confidentiality of material non-public information about Zai Lab and our business partners.

At Zai Lab, we strive to create an environment of trust and honesty. We cultivate a positive culture with each other, our business partners, our third parties, and our communities by not trading based on material, non-public information. At some point, all of us working at Zai Lab could be exposed to or know about material non-public information.

Insider trading laws prohibit the trading of a security of a company while aware of material non-public information. Insider trading harms both our reputation and our relationships with our business partners, shareholders, and stakeholders. We will not use material non-public information about Zai Lab, our business partners, or our third parties for our personal financial advantages.

To avoid insider trading, we DO:



- > Protect confidential information about Zai Lab
- > Follow all trade windows and guidance set forth by Zai Lab
- > Only disclose information on a need-to-know basis
- > Take measures to ensure that our third parties and business partners protect our confidential information

To avoid insider trading, we DON'T:



- > Disclose confidential information in public settings
- > Provide material non-public information to someone (tipping) who may use this information to trade
- > Make personal investments, directly or indirectly, based on non-public information

Special consideration:

What is material non-public information?

- › Information is material non-public information if it has not been disclosed to the public and may affect the decision of an investor to buy or sell securities in the company. We also have to be critical of absorption time which is the time (typically 2-3 days) it takes for the market to absorb material non-public information released to the public. Once absorbed, the information is no longer considered material non-public information.

What are some examples that can be considered material non-public information?

- › Receipt of regulatory approvals for products
- › Patent-related information
- › Private information about Zai Lab's future plans and current financial state
- › Results of clinical trials
- › Information about future clinical trials
- › Information about product safety and important issues regarding product development
- › Information about potential mergers or acquisitions
- › Information about business partners before the information becomes public

Reporting Concerns, Non-Retaliation, and Disciplinary Action

We create a culture of transparency and encourage each other to speak up.

Violating the law, Zai Lab's policies and procedures, Zai Lab's Code, or encouraging others to do so, can put Zai Lab at risk. When we see actual or potential threatening behavior, we expect each other to raise the issue in order to maintain a culture of transparency. We are expected to report concerns related to Zai Lab employees, business partners, third parties, consultants, or anyone acting on behalf of Zai Lab. This includes raising concerns when we see or hear about a non-compliant behavior or see each other operating without understanding our policies and procedures.

We should report concerns to our direct managers, Legal Department, Human Resources Department, Ethics and Compliance, or our secure Hotline number. If deemed necessary, confidential investigations might result from such reports. Not all concerns or questions will result in an investigation. All concerns will be addressed until they are closed. We expect full cooperation from those asked to assist with a concern or investigation.

There may be disciplinary actions associated with confidential investigations or any outcomes of non-compliant reports. We have a consistent and objective process for all disciplinary actions which are listed more in detail in our policies and procedures. Disciplinary measures will be handled under Zai Lab's Accountability Model.

Retaliation of any form against any employee for reporting a concern or cooperating with an investigation is prohibited. We take claims of retaliation seriously. All retaliation claims will be investigated thoroughly, and individuals will be disciplined properly. We create a culture that is safe for reporting concerns and speaking up when necessary.

To maintain a transparent and safe culture, we DO:



- › Cooperate with investigations
- › Raise concerns through an appropriate channel
- › Preserve documents relating to investigations
- › Maintain an open-door policy with each other
- › Report any claims of retaliation to the Legal Department, Ethics and Compliance Department, or Helpline
- › Have good-faith intent in reporting a concern or allegation of misconduct

To maintain a transparent and safe culture, we DON'T:



- › Retaliate against someone who reports a concern or participates in an internal investigation
- › Hide any information that could be an actual or potential concern to Zai Lab

Ariel, an employee at Zai Lab, is concerned about reporting an unethical behavior related to her manager because she is concerned about retaliation. Should Ariel be worried?

No. As an employee at Zai Lab, you are expected to report any misconduct, unethical behavior, or concerns of which you become aware, which can be done in confidence. Zai Lab will take full ownership of investigating the concerning behavior. Ariel should not be worried about retaliation and should report to the Legal Department, Ethics and Compliance Department, or Helpline if she experiences retaliation. We are committed to protecting our employees and the information they provide in good faith.



Record Management and Financial Integrity

Our employees are the reflection of our transparent culture, and we are all expected to make ethical and reasonable decisions regarding our financial and non-financial records.

We are committed to keeping accurate, complete, transparent, and timely records of all of our financial and non-financial information (records). A record refers to anything containing information (e.g., laboratory, financial, employee, clinical, strategic). Records can be financial and non-financial and can come in many forms, such as emails, documents, voicemails, photographs, records, and messages in both hard and electronic formats.

At Zai Lab, we are expected to make and maintain books and records in reasonable detail which accurately and fairly reflect the transactions and disposition of Zai Lab assets. Our stakeholders and business partners have a high degree of trust in us to maintain the integrity of our books and records.

At Zai Lab, we always communicate truthful information internally within Zai Lab and externally with our business partners and stakeholders. For record-keeping and financial reporting, we comply with external laws and regulations, as well as internal policies and procedures. We are responsible for following our internal controls and adhering to document retention requirements.

To properly maintain our company records, we DO:



- > Complete book, records, and financial statements accurately and timely
- > Obtain appropriate approvals prior to all payments
- > Manage budgets
- > Cooperate with any audits, investigations, or related procedures
- > Report any suspected falsification of records or fraud to the Helpline, your manager, or Legal Department

To properly maintain our company records, we DON'T:



- > Falsify or conceal any record, including budget information
- > Sign a document if you are not authorized to sign
- > Delete, destroy, or alter any record unless destroyed pursuant to Zai Lab's retention policy
- > Ignore any suspected fraud
- > Forget to submit invoices in a timely manner
- > Inaccurately record transactions on our books

How do we help John with the following situations:

- a) John had recently taken a business trip to London. He accidentally left some of his receipts required for reimbursement on the flight. He knew exactly how much his expenses were, so he decided to create his own receipts. Does John's actions follow the company's record management policy?
- b) John's manager asked him to record expenses for a project that has not yet started since their team is under budget for the current reporting period. The project does not technically start until next reporting period, but John is recording the additional expenses for this reporting period. Can John do this?

- a. **No.** If John does this, then he is falsifying records or concealing some information by creating fake expense reports. If you lose reimbursement receipts, please notify your manager and contact the Finance Department to discuss other methods for reimbursement.
- b. **No.** All expenses must be recorded accurately and in the reporting period in which they occur. John should wait until the next reporting period since the project has not started. John should have spoken with his manager before moving forward with the request. If John recorded the expenses inappropriately, John should have a conversation with his manager and the Finance Department about the appropriate next steps to correct the record.



Conclusion



Training, Monitoring, and Remediation

All of our actions should be in accordance with our Code of Business Conduct and Ethics, as well as our other policies and procedures.

Zai Lab is committed to providing the appropriate support to help all of us uphold our values and demonstrate these values in our daily actions. We are committed to training employees, our leadership, our board of directors and those working on behalf of Zai Lab to understand what is expected of them. In addition to training and providing policies and procedures, we encourage everyone to utilize the resources listed in “Answering Questions” section of the Code and to ask questions.

To help ensure that we maintain our values, Zai Lab monitors and audits compliance with our policies and procedures including our Code of Business Conduct and Ethics. The monitoring and auditing results are used to identify opportunities for continuous improvement, situations to investigate further, as well as where remediation measures and disciplinary actions may be needed. Monitoring and auditing results including alleged violations, investigations, remediation measures, and disciplinary actions are periodically communicated to Zai Lab’s leadership team.

In order to abide by our Code of Business Conduct and Ethics, we DO:



- > Complete all assigned trainings
- > Ensure we understand our policies and procedures
- > Ask questions
- > Report suspected or actual violations
- > Cooperate with any audits or other monitoring efforts

In order to abide by our Code of Business Conduct and Ethics, we DON'T:



- > Withhold information
- > Violate, ignore or circumvent Zai Lab’s policies and procedures
- > Make assumptions about the meaning of a Zai Lab policy or procedure

Special consideration:

What type of remediation measures may be taken?

Zai Lab is committed to apply consistent, fair, and transparent remediation measures. Dependent on the situation, remediation measures, which are determined at Zai Lab's sole discretion, could include: retraining, changing of a process, coaching, addition of controls, or other appropriate measures.

Special consideration:

What type of disciplinary actions may be taken?

Zai Lab is committed to apply consistent, fair, and transparent disciplinary actions. Dependent on the situation, disciplinary actions, which are determined at Zai Lab's sole discretion, could include: written or oral reprimands, warnings, probation or suspension without pay, demotions, salary reductions, termination of employment, or other appropriate actions.

Code of Conduct Certifications

By signing below, I acknowledge that:

- › I have read and understood the Zai Lab Code of Business Conduct and Ethics.
- › I understand that any violations in the Code or any other Zai Lab policy, procedure, or guidance document may result in corrective action, including termination of my employment.
- › I agree to follow the Code, as well as other policy, procedure, or guidance document referenced in the Code.

Printed Name

Signature

Date (XX/XX/XXXX)

Conclusion

The Zai Lab Code of Business Conduct and Ethics is written to create a transparent and ethical culture.

Zai Lab is a global company and we work together to create transformative medicines for those throughout the world living with cancer, autoimmune disorders, infectious diseases and neurological conditions. We are devoted to building an ethical and open culture that serves as a foundation for fulfilling our mission and accomplishing our business strategies. The Code is designed to help all those supporting our goals – employees and all others working with us – make safe and ethical decisions while conducting business on behalf of Zai Lab. We are all responsible for fully understanding and executing the guidelines indicated in the Code.

The Code serves as a baseline standard and as a guide to our other policies and procedures. Additional information for the topics covered under the Code may be found by referring to global, regional, and local policies and procedures.