

COMPUGEN LTD.
CODE OF BUSINESS CONDUCT

Amended and Restated by the Board of Directors on January 22, 2025

This **CODE OF BUSINESS CONDUCT** (this “**Code of Conduct**”) reflects the business practices and principles of behavior expected from all directors, officers, employees and full-time consultants (“**Company Personnel**”) of Compugen Ltd. and its wholly owned subsidiary (collectively referred to herein as “**Compugen**” or the “**Company**”).

Compugen Corporate Governance.

The Company’s activities and operations will be carried out in careful compliance with all applicable laws, rules and regulations. It is the personal responsibility of each Company Personnel to adhere to the standards and restrictions imposed by those laws, rules and regulations, and in particular, those relating to public disclosure, accounting and auditing matters.

The Corporate Governance Program consists of this Code of Conduct, the Code of Ethics for Senior Financial Officers and the Internal Compliance Plan. The Internal Compliance Plan consists of, among other items, the Disclosure Policy, the Insider Trading Policy and the Whistleblower Procedures. The purpose of the Company’s Corporate Governance Program is to assist and ensure that all Company Personnel understand and adhere to the Company’s high ethical and corporate governance standards. The Corporate Governance Program is designed to educate Company Personnel, ensure compliance with the Company’s standards, foster an ethical corporate environment, and establish a mechanism to detect, identify and report violations of the Corporate Governance Program and other unethical behavior. Enforcement and compliance with the Corporate Governance Program shall be made in accordance with the Internal Compliance Plan.

The following documents comprise the Corporate Governance Program, and will annually be distributed to, and reviewed and acknowledged by, the groups indicated below:

Document	Group to receive the document	Where Available for Viewing
Code of Business Conduct	All Directors, Officers, Employees and full-time consultants	SharePoint; to be delivered to all for review and acknowledgement; Company website
Code of Ethics	Senior Finance Officers	SharePoint; to be delivered to relevant group members; Company website
Internal Compliance Plan	All Directors, Officers, Employees and full-time consultants	SharePoint; to be delivered to all for review and acknowledgement
Insider Trading Policy	All Directors, Officers, Employees and full-time consultants	SharePoint; included in the Internal Compliance Plan; company website
Whistleblower Procedures	All Directors, Officers, Employees and full-time consultants	SharePoint; included in the Internal Compliance Plan

All directors, officers and managers of the Company are responsible for the enforcement of, and compliance with, the Corporate Governance Program which shall be distributed as detailed in the table above by either Human Resources or Legal. Non-compliance may result in disciplinary measures up to and

including termination of the relationship with the Company. Because of the importance of the matters involved in the Corporate Governance Program, waivers may be granted only in limited circumstances and where circumstances would support a waiver.

1. Corrupt Practices and Dealings with Sanctioned Parties Prohibited. The following prohibitions are illustrative only and are not exclusive:

No Bribery, Kick-backs, or Payoffs. In its interactions with officials and employees of governmental agencies, state-owned or controlled entities (including hospitals and research institutions), and universities, public international organizations, actual and potential partners, collaborators, suppliers, subcontractors, business associates, and others, neither the Company nor any of the Company Personnel will, directly or indirectly through third parties, offer, promise, pay, provide, give, or authorize the provision of a bribe, kickback, payoff, grease/facilitating payment, or anything else of value for improper purposes, or engage in or other corrupt business practices. The Company is subject to, and is required to comply with, the U.S. Foreign Corrupt Practices Act (“FCPA”), the U.S. False Claims Act, the U.S. Anti-Kickback Statute, relevant Israeli law such as Israel’s Criminal Code certain other anti-bribery or anti-corruption laws.

No Dealings with Sanctioned Parties. In addition, neither the Company, nor any director, officer, employee, agent, affiliate or other person acting on behalf of the Company will engage in any business or other dealings with any person, or in any country or territory, that is the subject or the target of any U.S. sanctions administered by the Office of Foreign Assets Control of the U.S. Department of the Treasury (“OFAC”) or the U.S. Department of State, the United Nations Security Council, the European Union, His Majesty’s Treasury of the United Kingdom, or other relevant sanctions authority (“Sanctions”), in violation of applicable Sanctions. As of January 2025, the following countries and territories are subject to comprehensive U.S. Sanctions broadly prohibiting dealings with such countries and territories: the so-called Donetsk People’s Republic, the so-called Luhansk People’s Republic, the Crimea region of Ukraine, Cuba, Iran, North Korea and Syria.

2. Protection and Proper Use of Company Assets.

The Company’s funds and other assets must be utilized solely for lawful and proper corporate purposes and only by authorized Company Personnel or their designees, including consultants if so indicated in their written contracts with the Company. The use of Company funds or other tangible assets (such as office equipment, telephone, copy machines, etc.) and intangible assets (such as trade secrets and other confidential information) for any unlawful or improper purpose, whether or not for personal gain, is prohibited. Transfer or expenditure of such funds or assets may be undertaken only if the stated purpose is in fact the actual purpose. All Company Personnel have a responsibility to protect such funds and other assets from theft and loss and to ensure their efficient use. To ensure the protection and proper use of Company funds and assets, each Company Personnel should:

- exercise reasonable care to prevent theft, damage or misuse of Company property;
- report the actual or suspected theft, damage or misuse of Company property to a supervisor;
- use the Company’s telephone system, other electronic communication services, written materials and other property primarily only for business-related purposes;
- safeguard all electronic programs, data, communications and all other Company-related materials from inadvertent access by others; and
- use Company property only for the legitimate business purposes, if and as authorized in connection with his or her duty and responsibilities.

Any misuse or suspected misuse of the Company’s assets must be immediately reported to the relevant Company Personnel’s supervisor or the Compliance Officer, as defined in the Internal Compliance Plan.

3. Permitted Tips and Gratuities.

Notwithstanding Section 1 above, Company Personnel are permitted to offer nominal tips, gratuities, hospitality (such as lunch or dinner at a restaurant), and gifts provided they are of a customary and reasonable amount or value and are provided openly and transparently and for legitimate business promotion. The rule of thumb is that you may not offer, promise, give or authorize the giving of money or anything of value to anyone in connection with a business activity for the purpose of securing an improper advantage (such as obtaining, retaining, or directing business, regulatory approvals, contracts, or other advantages) or inducing an action in violation of a lawful or ethical duty. Anything of value may be any advantage and is not limited to tangible property. It can be non-monetary or non-tangible inducement and it can include such items as travel expenses, donations to charity, flight upgrades, hiring a family member, free tickets to events, free use of facilities, free provision of goods and services etc. Any other tips, gratuities, hospitality and gifts, requires advance written approval by the Company's Chief Executive Officer ("CEO"), Chief Financial Officer ("CFO") or General Counsel. All receipts for such expenditures must be submitted to the Company finance department and must be accurately recorded in the Company's books of account.

4. Permitted Receipt of Gifts.

In connection with their business activities, Company Personnel may receive gifts or accept invitations only if such gifts or invitations are of nominal value and have no undue influence on their judgment or actions in the performance of their duties and/or are not illegal under any applicable law. Furthermore, the receipt of any such gifts or invitations should be reported to the Company Personnel's direct manager. All Company Personnel are prohibited from receiving from any actual or potential partner, collaborator, supplier, subcontractor, or business associate of the Company, gifts or invitations of greater than nominal value.

5. Written Employment and Consulting Agreements Required.

Company Personnel (except for directors) will be retained and paid only pursuant to a written agreement (including a signed offer of employment) approved by the Company's CEO or Vice President of Human Resources, and only following the express written approval by an officer of the Company with authority to authorize retention of such individual. Company Personnel shall be permitted to work with the Company only if they operate in conformity with their written contracts, all applicable laws and rules, and the Company's Internal Compliance Plan.

6. Compensation Guidelines.

Compensation paid to Company Personnel must be comparable to that paid to similar Company Personnel for similar work in similar territories and in accordance with industry norms and all applicable laws. Any benefits provided to Company Personnel in addition to their standard compensation shall be awarded in full compliance with corporate guidelines, the applicable rules of The Nasdaq Stock Market and national legislation (including tax regulations) and shall remain in line with local practice.

7. Accounting and Auditing Matters.

The integrity of the Company's records and public disclosure depends upon the validity, accuracy and completeness of the information supporting the entries to the Company's books of account. The Company is committed to providing accurate and reliable information to its shareholders, governmental agencies, and other entities who rely on the veracity of the Company's financial records. Furthermore, various statutes and regulations, including the FCPA and Israeli tax laws, require that the Company maintain accurate and complete books and records. Therefore, no false, misleading or artificial entries shall be made in the Company's books and records for any reason, and all accounting, internal accounting controls or auditing matters shall be conducted in accordance with all applicable laws, rules and regulations. In addition, all gifts, hospitality and other expenses or items of value must be accurately identified in the Company's expense reports on an expense reimbursement claim form. All transactions must be fully documented and be correctly reflected in the Company's books. Concealment of a payment can be worse than the payment

itself. Furthermore, the Company is committed to complying with the tracking and disclosure requirements with regard to transfers of value to healthcare professionals under all U.S. or any foreign law or regulation, including the U.S. Physician Payments Sunshine Act, when applicable. Thus, all reportable payments and transfers of value must be captured by Company Personnel and reported to the Company finance department, including all compensation and honoraria payments, travel expenses, meal expenses, gifts, and other expenses and benefits received by the healthcare professional service provider, if applicable.

Any concerns regarding questionable accounting, internal accounting controls or auditing matters should be directed to the Chairperson of the Company's Audit Committee of the Board of Directors (the "**Audit Committee**") or the General Counsel, on either an anonymous or non-anonymous basis by following the procedures set forth in Paragraph 20 below.

8. Avoid Conflicts of Interest.

All Company Personnel (including their family members) must avoid conflict of interest situations between their personal interests, direct or indirect, and the interests of the Company. While it is not possible to describe every situation in which a conflict of interest may arise, Company Personnel must never use or attempt to use their position with the Company to obtain improper personal benefits, directly or indirectly, for themselves, family members or friends. The following situations are examples of a potential conflict of interest:

- provide services to or own 5% or more of the issued and outstanding share capital (or stock options) in entities which are competitors, partners, collaborators or suppliers of the Company;
- cause the Company to engage in business transactions with family members or friends;
- use information of the Company, a collaborator, customer or supplier for your own personal gain, or the personal gain of family members or friends;
- have a financial interest in the Company's customers, suppliers or competitors which is not derived solely from holdings of up to 4.99% of the issued and outstanding share capital of such entity and which is otherwise known to the Company; or
- compete with the Company while still engaged by the Company.

Any Company Personnel who is involved in or is aware of a conflict of interest, or is concerned that a conflict of interest might reasonably develop, must notify his or her direct supervisor immediately or follow the reporting procedures set forth in Paragraph 20 below. If such notification is to the direct supervisor, the direct supervisor will advise the Vice President of Human Resources, who in turn will consult with the CEO and the General Counsel to provide a considered and confidential response.

9. Corporate Opportunities.

Company Personnel owe a duty to advance the legitimate interests of the Company when opportunities arise. Company Personnel may not take for themselves personally opportunities that are discovered through the use of corporate property, information or position. Participation in an investment or outside business opportunity that is directly related to the Company's lines of business must be pre-approved by the CEO.

10. Honest and Fair Dealing.

Company Personnel must endeavor to deal honestly, ethically and fairly with the Company's partners, suppliers, competitors and employees. No Company Personnel should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing practice. Honest conduct is considered to be conduct that is free from fraud or deception. Ethical conduct is considered to be conduct conforming to accepted professional standards of conduct.

If information is obtained by mistake that may constitute a trade secret or other confidential information of another business, or if you have any questions about the legality of proposed information gathering, you must consult the General Counsel/Compliance Officer, as further described in Paragraph 20 below.

11. Bribery and Corruption.

The Company has zero tolerance for bribery and/or corruption, and accordingly:

- The Company shall not offer, give or receive bribes or inducements for any purpose, whether directly or through a third party.
- The Company shall not knowingly enter into business relationships with any person or entity who gives or receives bribes or inducements for any purpose, whether directly or through a third party.
- The Company shall comply with applicable laws, regulations and contract requirements relating to the fight against bribery and corruption.
- The use, directly or indirectly, of Company funds for political contributions to any organization or to any candidate for public office is strictly prohibited.
- The use, directly or indirectly, of Company funds for charitable contributions must be reviewed and approved by the General Counsel/Compliance Officer of the Company.
- The Company shall bring its policy of zero tolerance of bribery and corruption to the attention of each Company Personnel and to the attention of all applicable business associates of the Company.
- The Company shall implement, supervise and enforce the foregoing principles of zero tolerance of bribery and corruption with all Company Personnel. For this purpose, the Company has adopted, among others, the guidelines above in relation to gifts and hospitality.
- Any Company Personnel who encounters an event which raises a concern of inappropriate behavior must immediately report such behavior following the procedures set forth in Paragraph 20 below.

12. No Side Agreements.

No Company Personnel may enter into a side letter with a partner or a prospective partner regarding the sale or transfer of the Company's products or into any similar arrangement, whether written or not, that results in the actual terms of a sale or transfer being different from those included in the relevant license, manufacture, or purchase agreement with a partner or purchase orders received from a partner. For example, side agreements include not only separate hard copy letters or agreements but also may include verbal obligations or promises as well as obligations set out in email communication with third parties. Company Personnel may not make any such side agreement obligations in email communications which may bind the Company.

13. Nondiscrimination.

IT IS THE POLICY OF THE COMPANY NOT TO DISCRIMINATE AGAINST EMPLOYEES, SHAREHOLDERS, DIRECTORS, OFFICERS, PARTNERS, CUSTOMERS, VENDORS OR SUPPLIERS ON ACCOUNT OF RACE, COLOR, AGE, GENDER, SEXUAL ORIENTATION, DISABILITIES, RELIGION, NATIONAL ORIGIN OR ANY OTHER PROTECTED CLASS AS DEFINED UNDER APPLICABLE LAW. ALL PERSONS SHALL BE TREATED WITH DIGNITY AND RESPECT AND THEY SHALL NOT BE UNREASONABLY INTERFERED WITH IN THE CONDUCT OF THEIR DUTIES AND RESPONSIBILITIES. THE USE OF VULGAR LANGUAGE, THREATS OF VIOLENCE, HARASSING, OFFENSIVE CONDUCT AND PHYSICAL VIOLENCE ARE STRICTLY PROHIBITED.

14. Sexual Harassment.

Collegiality and respect for others are considered normal manners in a pleasant and stimulating work climate. The Company strives to provide a place of work free of sexual harassment, intimidation or exploitation. Reports of sexual harassment are taken seriously and will be dealt with promptly. The Company recognizes the importance of confidentiality in these cases and will respect the privacy of

individuals reporting or accused of sexual harassment to the extent possible. Where sexual harassment has occurred, the Company will act to stop the harassment, prevent its recurrence and discipline and/or take other appropriate action against those responsible, in accordance with applicable Company policies and procedures and the requirements of the applicable governing law.

If any Company Personnel believes that s/he or any other employee of the Company is being sexually harassed, such Company Personnel may either (i) notify his/her direct supervisor; (ii) notify the appointed person in accordance with the sexual harassment reporting procedures posted or distributed at Company site or on SharePoint; or (iii) follow the reporting procedures set forth in Paragraph 20 below.

This policy shall also generally apply (with the necessary changes) to the conduct of Company Personnel when dealing with persons engaged by entities with which the Company has a business relationship.

For the avoidance of doubt, this Section 14 does not derogate from the Company's sexual harassment policy, as in effect from time to time.

15. Computers and Emails.

All Company Personnel should read and be familiar with the Company's Information Technology ("IT") Policy and any cybersecurity policy, available on SharePoint. Company Personnel are strictly prohibited from sending email or other communication of a discriminatory, harassing, inciting, intimidating, pornographic, sexually explicit or otherwise offensive nature and be subject to additional restrictions, as further detailed in the IT Policy. Company Personnel encountering or receiving such material, or other improper email or other communication, shall immediately report such email or other communication to either their direct supervisor or the Vice President of Human Resources.

16. Social Media, Public Discussions and Political Activity.

The Company respects the right of Company Personnel to use websites, web logs, and other forms of social media as a medium for self-expression. However, whether or not Company Personnel chooses to identify him/herself as such, he or she should write in the first person and make it clear that the views expressed are his or hers alone and in no event shall refer to the Company and any information related thereto. Each Company Personnel assumes full responsibility and liability for his/her use of social media and should abide by all Compugen policies including the Company's policies on insider trading, disclosure and confidentiality.

Keeping Compugen confidential information confidential is a keystone of our business. Many Company Personnel know things about the Company which are not known to the public, and which if disclosed, could affect Compugen's business operations and financial condition. It is essential to safeguard Compugen information, especially on the internet. Any Company information that is confidential and proprietary and which has not been released to the public (whether of a financial, technical, legal, or business nature) must not be disclosed on any social media forum. Moreover, since information published on such social media forums is accessible by the general public, the Company expects no comments with respect to the Company, its employees, customers, partners, affiliates and others (including competitors). While Company Personnel are free to associate with any political activity and to donate their money and free time to such activity, they may not create the impression that they are speaking or acting for or on behalf of the Company. It is clarified that the Company Personnel may not use the Company's resources (e.g., money, Company's facilities, supplies, letterhead, corporate names, logos or working time) to support any such political activity.

17. Insider Trading Prohibited.

No Company Personnel is permitted to buy or sell shares or other securities of the Company or other companies, or give advice thereon, if he or she has access to any material, non-public information relating to the Company or such other company, including a collaboration partner, customer or supplier that has a business relationship with the Company. Trading by Company Personnel of the Company's securities,

including the exercise of options and sale of the underlying shares, is permitted only in accordance with the Company's Insider Trading Policy, which is incorporated into the Internal Compliance Plan.

18. Protection of Intellectual Property.

Intellectual property rights and proprietary confidential information (collectively "IP") are key components of the Company's assets. Therefore, Company Personnel shall take appropriate action to preserve and enhance the Company's IP and respect the IP rights of other persons and entities. The Company's IP includes, but is not limited to, its intellectual property rights in its scientific and technological know-how, information about Compugen's business strategies and intentions, information about current and potential industry partnerships or licensing arrangements, information regarding clinical trials, plans for research or future research, internal databases, customer lists, confidential technical data, organizational charts, employee directories and compensation information. Company Personnel are contractually bound to keep in confidence Compugen's assets under the terms and conditions of Compugen's Employee Proprietary Information and Inventions Agreement.

Accordingly, Compugen's IP must be kept confidential and must not be disclosed, verbally, in writing, or electronically (e.g. via the internet) or in any other way, unless specifically and expressly authorized by a manager responsible for the information being disclosed and, then, only subject to the provisions of a non-disclosure agreement. When speaking with third parties, it is important to avoid unauthorized disclosure of any of the Company's IP. Company Personnel must also ensure that confidential discussions are not overheard by others or disclosed by careless transmission of information, for example by use of electronic mail. Any documents containing proprietary information which are being disposed of, should be shredded. The Company stores a great deal of information on computer drives and other storage devices. If any such equipment (such as a computer, mobile phone, storage device or hard copy) is lost or stolen, it is imperative that employees report this loss immediately to their manager and the IT department.

19. Non-Disclosure Requirements.

The written employment (including signed offers of employment) and engagement agreements with all Company Personnel contain provisions regarding the non-disclosure and non-use of proprietary and/or confidential information received by such Company Personnel during the term of the relationship with the Company. Compliance with these provisions is mandatory. No Company Personnel entrusted with or otherwise knowledgeable about information of a confidential or proprietary nature shall disclose that information outside the Company, either during or after employment or other service to the Company, without written Company authorization to do so. Such disclosure could be harmful to the Company or helpful to a competitor. The Company's Disclosure Policy, forming part of the Internal Compliance Plan, sets detailed guidelines and procedures with respect to any disclosure to a third party.

Nothing in this Code of Conduct prohibits Company Personnel from reporting possible violations of U.S. federal law, Israeli law or any other foreign laws or regulations to any governmental agency or entity, including but not limited to the U.S. Department of Justice, the Securities and Exchange Commission, relevant Israeli authorities such as the Israeli Securities Authority, or making other disclosures that are protected under the whistleblower provisions of U.S. federal or any foreign law or regulation.

20. Reporting Channels.

If you suspect a colleague is violating the law or Compugen's policies, or if you have been asked to engage in an illegal or unethical activity, or a question has arisen with regard to the legality of an action or failure to act in a given situation, you must immediately report any such event. If you do not feel comfortable speaking with your manager, you should turn to the General Counsel/Compliance Officer or the Chairperson of the Audit Committee on an anonymous or non-anonymous basis:

General Counsel/Compliance Officer:
Mr. Eran Ben Dor
e-mail: eranbd@cgen.com

Phone: +972-3-765-8107

Fax: +972-3-376-6703

The Chairperson of the Audit Committee:

Mr. Gilead Halevy

Email: ethics@cgen.com

Phone: +972-3-903-3350

Fax: +972-3-903-3351

Alternatively, you may report such events to the anonymous Whistleblower Compliance Hotline (the “**Hotline**”). The Hotline is operated by a third-party service provider, which the Company has retained to receive such reports, the contact details for which are below. **You may make such reports on a completely anonymous and confidential basis by contacting the Hotline.** Reports made to the Hotline will, in turn, be provided directly to the Audit Committee, the Internal Auditor and the Compliance Officer on an anonymous and confidential basis. The Hotline may be reached 24 hours a day, 7 days a week at the following toll-free number and internet address:

Contact Information for the Whistleblower Compliance Hotline:

Toll-Free Telephone Number	USA: 1-877-778-5463
Hotline Internet Address	www.reportit.net username: Compugen password: cgen

You should not worry about discrimination or retaliation as a result of coming forward. Compugen will not tolerate discrimination or retaliation against any employee for raising a business practices issue in good faith, if an employee has reported concerns in good faith, or provided information in an investigation.

Moreover, no Company Personnel may threaten in any manner whatsoever or discourage any other Company Personnel who, in good faith, makes, or intends to make, such reports. If you or others have experienced an act of intimidation or retaliation you must report this behavior to the General Counsel/Compliance Officer immediately. Please see the Whistleblower Procedures, set out in the Internal Compliance Plan for further details and guidelines.

21. Distribution of Code of Conduct.

New Employees: In connection with the on-boarding of new employees, the Vice President of Human Resources of the Company will be responsible to ensure circulation of the Code of Conduct and confirm that such new employees acknowledge their reading and understanding by signing the Code of Conduct.

Annual Refresher: Annually, the Compliance Officer will circulate the Code of Conduct and confirm that all employees receiving such materials acknowledge their reading and understanding of the Code of Conduct.

Agreements with non-Personnel consultants: When executing agreements with non-Personnel consultants, the Company will endeavor to include all relevant parts of the Company’s Code of Conduct to such agreement.

22. Summary.

The Code of Conduct cannot possibly describe every practice and principle related to honest and ethical conduct. This Code of Conduct addresses conduct that is particularly important to proper dealings with the people and entities with which the Company interacts. From time to time the Company may adopt additional policies and procedures with which Company Personnel are expected to comply. All Company

Personnel shall be provided with a copy of an amended Code of Conduct at the earliest possible date. However, it is the responsibility of each Company Personnel to apply common sense, together with his or her own highest personal ethical standards, in making business decisions where there is no stated guideline in this Code of Conduct.

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ACKNOWLEDGEMENT OF RECEIPT

I have received and read the Compugen Ltd. Code of Business Conduct (the “**Code**”). I understand the standards and policies contained in this Code. I agree to comply with this Code at all times during my employment or engagement with the Company. I understand that my failure to comply with these requirements may result in disciplinary action against me, up to and including termination of my employment or engagement with Compugen.

I further understand that this Code may be amended or modified from time to time by Compugen.

Please SIGN your name here: _____

Please PRINT your name here: _____

Please date here: _____