

# Code of Business Conduct and Ethics

## Introduction

This Code of Business Conduct and Ethics covers a wide range of business practices and procedures. It does not cover every issue that may arise, but it sets out basic principles to guide all employees of TG Therapeutics, Inc. (“the Company”). All of our employees must conduct themselves accordingly and seek to avoid even the appearance of improper behavior. Use of the term “employees” in this Code includes all non-employee directors of the Company. Further, the Company’s Chief Executive Officer and its senior financial officers are also subject to the Code of Ethics for CEO and Senior Financial Officers, which is attached as Appendix A. We also expect our external business partners (e.g., consultants and vendors) to operate consistent with the spirit of the Code. Employees who supervise our external business partners are responsible for ensuring that those partners understand the principles by which we operate.

If a law conflicts with a policy in this Code, you must comply with the law. If you have any questions about these conflicts, you should ask your supervisor how to handle the situation.

Those who violate the standards in this Code will be subject to disciplinary action, up to and including termination of employment. If you are in a situation which you believe may violate or lead to a violation of this Code, follow the guidelines described in Section 13 of this Code.

## **1. Compliance with Laws, Regulations, Industry Codes, and Company Policies and Procedures**

Obeying the law, both in letter and in spirit, is the foundation on which this Company's ethical standards are built. All employees must respect and obey the laws of the cities, states and countries in which we operate. Further, each of us must have an understanding of and comply with Company policies and procedures. If you are uncertain whether a contemplated action is permitted by law or Company policy, is important to seek advice from supervisors, managers, Legal or Compliance.

The Company provides training sessions to promote compliance with laws, regulations and Company policies and procedures. Additional training can be provided upon request.

## **2. Conflicts of Interest**

A conflict of interest exists when a person's private interest interferes in any way with the interests of the Company. A conflict situation can arise when an employee, officer or director takes actions or has interests that may make it difficult to perform his or her Company work objectively and effectively.

Conflicts of interest may also arise when an employee, officer or director, or members of his or her family, receives improper personal benefits as a result of his or her position in the Company. Loans to, or guarantees of obligations of, employees and their family members may create conflicts of interest.

It is almost always a conflict of interest for a Company employee to work simultaneously for a competitor, customer or supplier. You are not allowed to work for a competitor as a consultant or board member. The best policy is to avoid any direct or indirect business connection with our customers, suppliers or competitors, except on our behalf.

Conflicts of interest are prohibited as a matter of Company policy. Conflicts of interest may not always be clear-cut, so if you have a question, you should consult with your manager, Human Resources, Legal or Compliance. Any employee, officer or director who becomes aware of a conflict or potential conflict should bring it to the attention of their manager, Human Resources, Legal or Compliance or consult the procedures described in Section 14 of this Code.

## **3. Insider Trading**

Employees who have access to confidential information are not permitted to use or share that information for stock trading purposes or for any other purpose except the conduct of our business. All non-public information about the Company should be considered confidential information. To use non-public information for personal financial benefit or to tip others who might make an investment decision on the basis of this information is not only unethical but

also illegal. In order to assist with compliance with laws against insider trading, every employee follow the Company's Insider Trading Policy available on the Company's website.

#### **4. Corporate Opportunities**

Employees, officers and directors are prohibited from taking for themselves personal opportunities that are discovered through the use of corporate property, information or position without the consent of the Board of Directors. No employee may use corporate property, information, or position for improper personal gain, and no employee may compete with the Company directly or indirectly. Employees, officers and directors owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

#### **5. Competition and Fair Dealing**

We seek to outperform our competition fairly and honestly. Stealing proprietary information, possessing trade secret information that was obtained without the owner's consent, or inducing such disclosures by past or present employees of other companies is prohibited.

Each employee should endeavor to respect the rights of and deal fairly with the Company's customers, suppliers, competitors and employees. No employee should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other intentional unfair-dealing practice.

To ensure Compliance with the PhRMA Code as well as ensure unbiased medical professional decision making in the interest of all patients, the provision of gifts to Healthcare Practitioners, patients, and others in a position to recommend, prescribe or use our products is strictly prohibited. In addition, no gift should ever be accepted by any Company employee, family member of an employee or agent unless it: (1) is not a cash gift, (2) is consistent with customary business practices, (3) is not excessive in value, (4) cannot be construed as a bribe or payoff and (5) does not violate any laws, regulations, or Company policies. Please discuss with your supervisor any gifts or proposed gifts which you are not certain are appropriate.

#### **6. Discrimination and Harassment**

The diversity of the Company's employees is a tremendous asset. We are firmly committed to providing equal opportunity in all aspects of employment and will not tolerate any discrimination or harassment of any kind. Examples include derogatory comments based on racial or ethnic characteristics and unwelcome sexual advances.

## 7. Health and Safety

The Company strives to provide each employee with a safe and healthy work environment. Each employee has a responsibility for maintaining a safe and healthy workplace for all employees by following safety and health rules and practices and reporting accidents, injuries and unsafe equipment, practices or conditions. Violence and threatening behavior are not permitted. Employees should report to work in condition to perform their duties, free from the influence of illegal drugs or alcohol. The use of illegal drugs or alcohol in the workplace will not be tolerated.

## 8. Record-Keeping

The Company requires honest and accurate recording and reporting of information in order to make responsible business decisions. For example, for hourly employees, only the true and actual number of hours worked should be reported.

Many employees regularly use business expense accounts, which must be documented and recorded accurately. If you are not sure whether a certain expense is legitimate, ask your manager, Human Resources, or Finance.

All of the Company's books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect the Company's transactions and must conform both to applicable legal requirements and to the Company's system of internal controls. Unrecorded or "off the books" funds or assets should not be maintained unless permitted by applicable law or regulation.

Business records and communications often become public, and we should avoid exaggeration, derogatory remarks, guesswork, or inappropriate characterizations of people and companies that can be misunderstood. This applies equally to text messages, e-mail, internal memos, and formal reports. Records should always be retained or destroyed according to the Company's record retention policies. In accordance with those policies, in the event of litigation or governmental investigation, please consult Legal.

## 9. Confidentiality

Employees must maintain the confidentiality of confidential information entrusted to them by the Company or its customers, except when disclosure is authorized by an executive officer of the Company or required by laws or regulations. Confidential information includes all non-public information that might be of use to competitors, or harmful to the Company or its customers, if disclosed. It also includes information that suppliers and customers have entrusted to us. The obligation to preserve confidential information continues even after employment ends. For more information about employee confidentiality obligations, please

refer to the "Confidentiality and Intellectual Property Assignment Agreement," which is distributed to every employee prior to or at the beginning of employment with the Company.

## **10. Protection and Proper Use of Company Assets**

All employees should endeavor to protect the Company's assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on the Company's profitability. Any suspected incident of fraud or theft should be immediately reported to your manager for investigation. Company equipment should not be used for non-Company business, though incidental personal use may be permitted.

The obligation of employees to protect the Company's assets includes its proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business, marketing and service plans, engineering and manufacturing ideas, designs, databases, records, salary information and any unpublished financial data and reports. Unauthorized use or distribution of this information would violate Company policy. It could also be illegal and result in civil or even criminal penalties.

## **11. Payments to Government Personnel**


The U.S. Foreign Corrupt Practices Act prohibits giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business. It is strictly prohibited to make illegal payments to government officials of any country.

In addition, the U.S. government has a number of laws and regulations regarding business gratuities which may be accepted by U.S. government personnel. The promise, offer or delivery to an official or employee of the U.S. government of a gift, favor or other gratuity in violation of these rules would not only violate Company policy but could also be a criminal offense. State and local governments, as well as foreign governments, may have similar rules.

Your manager, Legal or Compliance can provide guidance to you in this area.

## **12. Waivers of the Code of Business Conduct and Ethics**

All employees, officers and directors are obliged to follow the provisions of the Code. Generally, waivers will not be granted, and exceptions will be made only for good cause. Any waiver of this Code for executive officers or directors may be made only by the Board or a Board committee.



Any waiver for any other employee must be approved by the General Counsel. Any waivers will be disclosed as may be required by applicable law or stock exchange regulation.

### 13. Compliance and Reporting Allegations of Misconduct

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We must all work to ensure prompt and consistent action against violations of this Code. However, in some situations it is difficult to know if a violation has occurred. Since we cannot anticipate every situation that will arise, it is important that we have a way to approach a new question or problem.

These are some considerations to keep in mind when faced with a challenging situation:

- Ask yourself: What specifically am I being asked to do? Is it a violation of this Code, a law or regulation, or a Company policy or procedure? Does it otherwise seem unethical or improper?
- ‘Front Page Test’: ask yourself, would I be comfortable with this action or behavior being reported on the front page of the Wall Street Journal or the New York Times?
- Clarify your responsibility and role. In most situations, there is shared responsibility. Are your colleagues informed? It may help to get others involved and discuss the problem.

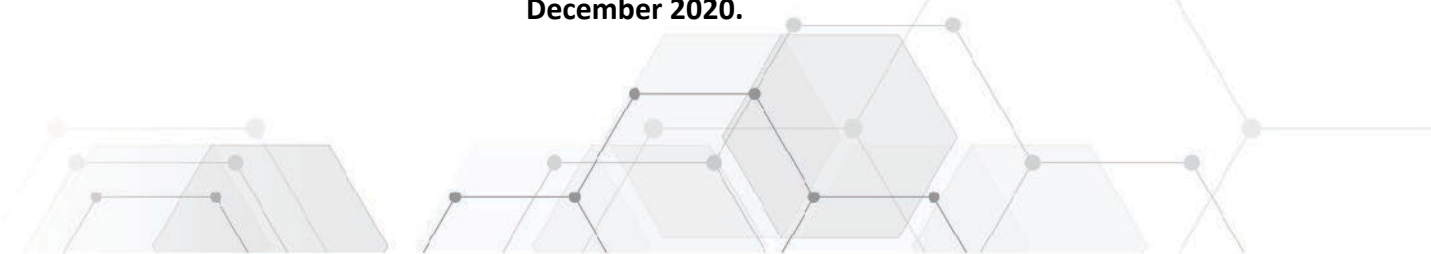
Employees are required to report suspected violations of this Code, Company policies or law to their manager, Human Resources, Legal, Compliance or the TG Helpline. In addition, when facing challenging situations, employees are encouraged to talk to their manager, Human Resources, Legal or Compliance to seek advice. Always ask first, act later.

It is the policy of the Company not to allow retaliation for reports of misconduct by others made in good faith by employees. Acts of retaliation should be reported immediately to a manager, Human Resources, Legal or Compliance.

In the event an employee is not comfortable reporting an issue to his or her manager, Human Resources, Legal or Compliance, a report may be filed via the TG Helpline at 844-920-1196 or [www.TGhelpline.ethicspoint.com](http://www.TGhelpline.ethicspoint.com). By reporting to the Helpline, which is managed by an independent third party, employees may choose to submit complaints anonymously.

Reported matters will be promptly investigated. Employees are expected to cooperate in internal investigations of misconduct when requested to do so. The reporter will be informed when matters are closed, however, outcomes from investigations may not always be clear to those involved due to confidentiality concerns.

**This Code of Business Conduct and Ethics, including the Appendix A attached hereto, was adopted by the Board of Directors of the Company on July 21, 2004 and modified December 2020.**





## Appendix A

### CODE OF ETHICS FOR CEO AND SENIOR FINANCIAL OFFICERS

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The Company has a Code of Business Conduct and Ethics to all directors and employees of the Company. The CEO and all senior financial officers, including the CFO and principal accounting officer, are bound by the provisions set forth therein relating to ethical conduct, conflicts of interest and compliance with law. In addition to the Code of Business Conduct and Ethics, the CEO and senior financial officers are subject to the following additional specific policies:

1. The CEO and all senior financial officers are responsible for full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the Company with the SEC. Accordingly, it is the responsibility of the CEO and each senior financial officer promptly to bring to the attention of any member of the Company's Disclosure Committee any material information of which he or she may become aware that affects the disclosures made by the Company in its public filings or otherwise assist the Disclosure Committee in fulfilling its responsibilities to make full and accurate disclosure of all material matters in the Company's public filings. The Disclosure Committee shall consist of the CFO, the Controller, and the chair of the Audit Committee.
2. The CEO and each senior financial officer shall promptly bring to the attention of the Disclosure Committee and the Audit Committee any information he or she may have concerning (a) significant deficiencies in the design or operation of internal controls which could adversely affect the Company's ability to record, process, summarize and report financial data or (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's financial reporting, disclosures or internal controls.
3. The CEO and each senior financial officer shall promptly bring to the attention of the CEO or the Audit Committee any information he or she may have concerning any violation of the Company's Code of Business Conduct and Ethics, including any actual or apparent conflicts of interest between personal and professional relationships, involving any management or other employees who have a significant role in the Company's financial reporting, disclosures or internal controls.
4. The CEO and each senior financial officer shall promptly bring to the attention of the CEO or the Audit Committee any information he or she may have concerning evidence of a material violation of the securities or other laws, rules or regulations applicable to the Company and the operation of its business, by the Company or any agent thereof, or of violation of the Code of Business Conduct and Ethics or of these additional procedures.



5. The Board of Directors shall determine, or designate appropriate persons to determine, appropriate actions to be taken in the event of violations of the Code of Business Conduct and Ethics or of these additional procedures by the CEO and the Company's senior financial officers.

Such actions shall be reasonably designed to deter wrongdoing and to promote accountability for adherence to the Code of Business Conduct and Ethics and to these additional procedures, and shall include written notices to the individual involved that the Board has determined that there has been a violation, censure by the Board, demotion or re-assignment of the individual involved, suspension with or without pay or benefits (as determined by the Board) and termination of the individual's employment.

In determining what action is appropriate in a particular case, the Board of Directors or such designee shall take into account all relevant information, including the nature and severity of the violation, whether the violation was a single occurrence or repeated occurrences, whether the violation appears to have been intentional or inadvertent, whether the individual in question had been advised prior to the violation as to the proper course of action and whether or not the individual in question had committed other violations in the past.



### **Certification and Acknowledgement of Receipt of Code of Business Conduct and Ethics**

I certify that I have received TG Therapeutics' Code of Business Conduct and Ethics, and I have read or agree to read the information contained within the Code of Business Conduct and Ethics.

I agree to comply with TG Therapeutics' Code of Business Conduct and Ethics and TG Therapeutics' policies and procedures and understand that compliance with these policies is a condition of my continued employment with TG Therapeutics. I also understand that violation of the Code of Business Conduct and Ethics may lead to disciplinary action up to and including termination of my employment with TG Therapeutics.

