



Code of Business Conduct and Ethics

Effective January 1, 2024

ADC Therapeutics

Code of Business Conduct and Ethics



Code of Business Conduct and Ethics

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Code of Business Conduct and Ethics

Dear Colleagues,

At ADC Therapeutics SA and its subsidiaries (collectively, "ADCT" or the "Company"), we are committed to transforming the lives of those affected by cancer with our next-generation, targeted therapies. We are determined to carry out this mission in a responsible, ethical, and sustainable manner that reflects our values and mirrors the innovation of our science. Our actions are the foundation of ADCT's reputation, and it is important that each of us comply with this Code of Business Conduct and Ethics ("Code"), which has been adopted by our Board of Directors.

This Code outlines the core principles and guidelines for all directors, officers, employees, contractors and others acting on ADCT's behalf (collectively referred to as "Company Personnel") to review and understand. It outlines our Company's responsibilities and identifies the people who can answer any questions you might have about the Code. I am asking that you familiarize yourself with our Code and rely upon it as a reference to help ensure that you remain in compliance.

We are committed to a culture of integrity and accountability in our activities, including but not limited to our relationships with employees, partners, the government, patients and our shareholders. All Company Personnel must conduct themselves in accordance with this Code and seek to avoid even the appearance of improper conduct. Even well-intentioned actions that violate the law or this Code may result in negative consequences for our company and the individuals involved. Whenever needed, be sure to ask your manager, your partners in the People organization, Legal and/or Compliance contacts about the proper thing to do.

I look forward to working with you to ensure that all of us at ADCT continue to do what's right on our journey to make a meaningful impact for patients we seek to serve

Best regards,

A handwritten signature in black ink, appearing to read "Ameet".

Ameet Mallik
Chief Executive Officer



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1 Overview of Our Code: Our Commitment to Ethics

1.1 Protecting the Interests of All Stakeholders: *Our Company and Its Shareholders – Our Customers and Patients – Our Communities and Each Other*

This Code, which applies to all Company Personnel, has been adopted to help Company Personnel meet these standards of ethical conduct. Specifically, the purpose of this Code is:

- to encourage among Company Personnel a culture of honesty, accountability, and mutual respect;
- to promote compliance with all applicable governmental laws, rules and regulations;
- to provide guidance to help Company Personnel to recognize and deal with ethical issues; and to provide mechanisms for Company Personnel to report unethical conduct; and
- To promptly report any potential or actual compliance issues and cooperate with any internal investigations, audits or other reviews.

While this Code is designed to provide helpful general principles, it is not intended to address every specific situation. Nevertheless, in every instance, we require that Company Personnel act honestly, fairly and with a view towards “doing the right thing.” Therefore, dishonest, disrespectful or unethical conduct or conduct that is illegal will constitute a violation of this Code, regardless of whether such conduct is specifically referenced in this Code.

1.2 Complying with laws, rules and regulations

ADCT is committed to conducting its business activities with honesty and integrity and in accordance with all applicable federal, state and international laws, rules and regulations. All Company Personnel must abide by this Code and shall not knowingly commit an illegal or unethical act, or instruct others to do so, for any reason. Any violation of or non-compliance with this Code may result in disciplinary action, up to and including termination, or termination of a contractual relationship in the case of a contractor. Violations of the Code that involve any illegal behavior will be reported to the appropriate authorities.

2 Responsibilities to our Company and Stakeholders

2.1 Conflicts of Interest



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Company Personnel have an obligation to conduct themselves in an honest and ethical manner and to act in the best interest of ADCT. Situations that present a potential or actual conflict of interest between individual interests and ADCT's interests should be avoided.

A "conflict of interest" occurs when a person's private interest interferes, or even appears to interfere, in any way with the interests of the Company. A conflict of interest may arise when a Company Personnel (or a member of his or her family or other related persons or entities):

- takes an action or has an interest that may make it difficult to perform such Company Personnel's work for ADCT objectively and effectively; and/or
- receives improper personal benefits because of such Company Personnel's position at ADCT.

Here is a non-exhaustive list of examples of situations that may constitute a conflict of interest (there are many, many others):

- working in any capacity for a competitor, customer or supplier while also working for ADCT
- accepting gifts of more than modest value (or which are excessive by local or industry standards even if only of modest value), receiving personal discounts (if such discounts are not generally offered to the public) or other benefits because of your position at ADCT from a competitor, customer or supplier
- competing with ADCT for the purchase or sale of property, products, services or other interests
- directing business to a supplier, owned or managed by, or which employs, a relative, friend or other related person or entity
- participating in the recruitment process where a relative or a friend is a candidate
- using Company property for personal gain or unreasonable personal use
- engaging in external employment, setting up a personal business or acting as a consultant without ADCT's consent

For employees (other than executive officers), when you become aware of an actual or potential conflict of interest, you must notify your manager. Since situations involving a conflict of interest may not always be obvious or easy to resolve, managers should contact the Compliance department before advising employees and taking any action related to the potential conflict of interest.

For executive officers and directors, when you become aware of an actual or potential conflict of interest, you must notify the Chief Legal Officer. If any such transaction is determined to be a related-party transaction, the Chief Legal Officer shall notify the Audit Committee of the Board of Directors in accordance with the Company's Related Person Transactions Policy.



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2.2 Corporate Opportunities

Company Personnel are prohibited from taking for themselves business opportunities that are discovered through the use of corporate property, information or position. No Company Personnel may use corporate property, information or position for personal gain, and no Company Personnel may compete with the Company. Competing with the Company may involve engaging in the same line of business as the Company, or any situation in which the Company Personnel takes away from the Company opportunities for sales or purchases of products, services or other interests. Company Personnel owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

2.3 Outside Activities and Employment

Any outside activity must not significantly encroach on the time and attention that Company Personnel devote to their corporate duties and should not adversely affect the quality or quantity of their work for the Company. In addition, Company Personnel may not make use of corporate equipment, facilities, or supplies or imply (without Legal Department approval) ADCT's sponsorship or support of any outside activity.

Prior to accepting any invitation to serve on a public company board or not-for-profit/tax-exempt board or with a government or advisory group that is expected to require significant commitments of time:

- a director must notify the Chair of the Nomination and Corporate Governance Committee
- all other Company Personnel must notify the Chief Legal Officer and obtain approval from the Chief Legal Officer

2.4 Protection of Confidential Proprietary Information

One of ADCT's most valuable assets is its confidential and proprietary information. Protecting this information plays a vital role in our continued growth and ability to compete, and this information should be maintained in strict confidence, except when disclosure is authorized by ADCT or required by law. All Company Personnel are expected to establish, support, maintain and defend ADCT's confidential and proprietary information in a manner that protects the highly sensitive nature of the information and the commercial value to ADCT.

Company Personnel must receive written permission from the Legal Department before developing or acquiring, outside of ADCT, any products, experiments, software, scientific data, or intellectual property that may be related to ADCT's current or potential business. It is a violation of this Code of Conduct fail to disclose any invention required to be disclosed to ADCT and utilizing such invention for any purpose outside ADCT.



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Confidential and proprietary information includes all non-public information that might be useful to competitors or that could be harmful to ADCT, its customers or its suppliers if disclosed. Examples include intellectual property (patents, trademarks, know-how, copyright, trade secrets), pre-clinical and clinical data, scientific information, contracts, software programs, source and object codes, ideas, techniques, inventions (whether patentable or not), research and new product plans, financial information, manufacturing processes and methods, information about present and future products, as well as salary and benefits data, employee medical information, customer, employee, and supplier lists and any unpublished financial or pricing information. It also includes information relating to marketing, pricing, customers, and terms of compensation for ADCT employees, communications to, from and with the FDA and other governmental regulatory bodies and proprietary information of ADCT's vendors, strategic partners, and other collaborators. Unauthorized use or distribution of confidential and proprietary information violates ADCT policy and could be illegal. The obligation to preserve proprietary information continues even after employment or relationship with ADCT ends. This obligation is intended to supplement and not supersede any contractual obligation between ADCT and any Company Personnel.

Employees may gather "Business Intelligence" (i.e., publicly available information about other companies gathered from sources such as websites, published articles, price bulletins, advertisements, brochures, public presentations and customer conversations) and may also contract with an outside vendor to gather such business information, but only through the selection and contracting process approved by the Legal Department. You should only accept business information about other companies when it does not violate anyone's confidentiality obligations. You must never use, or ask any third party to use, unlawful or unethical means to gather any such information. Employees should report to the Legal Department if they come into possession of confidential information belonging to another Company from any means other than those permitted under this Code.

2.5 Proper Use of Company Assets

Protecting ADCT assets – such as equipment owned or leased by the Company – against loss, theft or other misuse is important. You have a duty to use ADCT's assets for legitimate purposes in the course of your employment. You must also take reasonable measures to ensure ADCT's property is protected from loss, damage, misuse, theft or fraud and immediately report any such loss, damage, misuse or theft. Do not use, transfer, sell, loan or donate any of the Company's assets without approval from the Legal Department, and do not use the Company's assets in a way that would result in or facilitate the violation of law.

While ADCT equipment is intended to be used only for Company business, it is recognized that Company Personnel may occasionally use ADCT computers, mobile devices and email for incidental personal matters. Where this occurs, ADCT does not guarantee the privacy of these communications. Any records and/or data contained on ADCT equipment shall be deemed to be Company property. Such information, like any of the Company's business records (including email and computer records) may become subject to internal review and/or public disclosure in the course of internal investigations, internal audits, litigation or governmental investigations.



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ADCT reserves the right to monitor and review all information and data on any Company-owned device or network, or any application or data used to undertake Company business, including: a) logs detailing employees' Internet usage, b) electronic mail, instant messaging platforms, and text messages, and c) computer files. ADCT expressly reserves the right to access an ADCT-provided computer, communications devices/equipment and any ADCT-provided application or data on any other electronic device, including your own device used for Company business, at any time and without reason or cause to the fullest extent permissible under law.

2.6 Data Privacy and Protection

ADCT is entrusted with the personal and sensitive data of patients, clinical trial participants, healthcare professionals (HCPs), our employees, contractors, suppliers, and various others. As we collect and use this personal data in the normal course of our business activities, it is essential that we protect it and keep it confidential, especially sensitive data such as personal health information or genetic information, in accordance with laws that protect personally identifiable and/or personal health information. We are transparent about the personal data that we collect such as the purposes for collection, how it is used and shared, how we protect it and how long we keep it. We respect the rights of the data owners.

If you suspect any loss or disclosure – even if unintended – of personal and/or confidential information, please report the incident immediately to the Data Protection Officer (privacy@adctherapeutics.com).

2.7 Books and Records and Public Disclosure

As a public Company, ADCT has the obligation to make or keep books, records and accounts that accurately and fairly reflect Company transactions so that filings and submissions with the Securities and Exchange Commission ("SEC") and public communications provide full, fair, timely, accurate, and understandable disclosure. All Company Personnel engaged in the preparation of these filings, submissions and communications must endeavor to ensure that the filings, submissions and communications meet these objectives. Depending on their duties and responsibilities, other Company Personnel may be called on to provide information to assure that the Company's reports are complete, fair and understandable. All transactions affecting assets, liabilities, stockholders' equity, revenues and expenses must be recorded on a timely basis in detailed journals and must be traceable through the general ledger and resulting financial statements. Accounting and financial reporting practices must be fair and proper, in accordance with generally accepted accounting principles. Maintaining undisclosed or unrecorded funds or assets for any purpose is prohibited.

Company Personnel who are responsible for any aspect of the Company's internal accounting controls and financial and tax reporting systems must be vigilant in recording entries accurately, honestly and in a manner consistent with all legal requirements. If you are uncertain about proper recording of Company transactions or accounting or tax matters, you should consult with a supervisor. The Company requires that all Company Personnel who participate in the



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preparation of any part of the Company's financial statements, regulatory financial disclosures and/or other public communications provide the Company Personnel with information that is accurate, complete, objective, relevant, timely and understandable. Company Personnel must not take any action to fraudulently influence, coerce, manipulate or mislead any auditor engaged in the performance of an audit of the Company's financial statements.

2.8 Records Retention

All of the Company's records must be maintained, stored and, when appropriate, destroyed in accordance with the Company's needs, compliance with applicable legal, regulatory, environmental, tax, employment, trade and other regulations, and in accordance with the Company's record retention policies. Under certain circumstances, such as litigation or governmental agency requests, the Company may be required to preserve documents and information beyond their normal retention period. All Company Personnel are required to abide by any legal document holds put in place by the Legal Department.

Company Personnel are expected to be familiar with the specific document retention requirements relevant to the nature of their business activities. Please refer to the Company's Records Management and Retention Policy for questions regarding record retention obligations or to understand which records must be preserved.

2.9 Insider Trading

Federal and state securities laws generally prohibit the purchase and sale of a company's securities by anyone who is aware of material information about that company that is not generally known or available to the public. These laws also generally prohibit anyone who is aware of material non-public information from disclosing this information to others who may trade on it. You must adhere to the Company's Insider Trading Policy and applicable securities laws in any securities transactions.

3 Responsibilities to our customers and patients

3.1 Marketplace Conduct

The pharmaceutical industry is highly regulated, and regulation affects virtually every functional area of ADCT's business. A variety of laws apply to the Company and its operations in the United States and, as the case may be, other jurisdictions of the world, including but not limited to laws and regulations that govern the development, manufacturing, marketing, promotion and distribution of products; securities laws; antitrust laws; privacy laws; and state laws relating to duties owed by the corporate directors and officers.

In particular, we must comply with all rules and regulations issued by the Food and Drug Administration ("FDA"), as well as similar requirements set by regulatory authorities outside the



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U.S. (e.g., EMA, MHRA, etc.). FDA regulations govern nearly every aspect of our industry, from the very start of research efforts and continuing through virtually every aspect of our business. The Company expends significant time and resources to effect compliance with all FDA requirements. Employees must ensure that their actions facilitate and do not conflict with these efforts.

All Company Personnel are expected to comply with all applicable laws and with any rules and regulations adopted under such laws. These laws can be complex and difficult to interpret and can have both criminal and civil consequences, including monetary penalties and imprisonment, for both individual employees and the Company. As a result, it is imperative that you be vigilant in observing these laws and contact the Legal Department with any questions.

The Company must, and will, investigate, address, and report, as appropriate, all violations, including suspected criminal violations.

3.2 Interactions with Healthcare Professionals

ADCT has adopted an Interactions with Healthcare Professionals ("HCPs") Policy that governs our interactions with our customers. ADCT is committed to the appropriate use of its products and recognizes the importance of providing HCPs with the critical information needed to make fully informed prescribing decisions. Because the Company provides information through various channels, it is critical that interactions and communications fully conform to the applicable approved product labeling and meet the highest professional, marketing and promotional standards. The marketing and/or promotion of products for an unapproved use is both illegal and unethical and is prohibited by the Company.

All interactions and communications undertaken on behalf of the Company with HCPs that involve informing HCPs about the Company's products, providing scientific and educational information and/or supporting medical education must be conducted in a manner that is fair and balanced, scientifically rigorous, and compliant with applicable laws and regulations, professional standards set forth in applicable industry codes of conduct and applicable Company policies. We will not directly or indirectly interfere with an HCP's independent decisions about patient care, diagnosis or treatment. HCPs who provide consultancy or advisory services must have the relevant qualifications, expertise and/or knowledge. Such arrangements must meet a legitimate ADCT need, are compensated at fair market value and have a written agreement in place.

Interactions will be conducted in appropriate business settings. Meals, travel and lodging cannot be lavish or excessive and must comply with local laws and regulations, including the applicable transparency reporting requirements.

3.3 Anti-Bribery and Anti-Corruption

Bribery, in all its forms, is illegal. ADCT prohibits bribery of any kind and expressly prohibits improper payments in all business dealings, whether with the government or in the private sector.



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Payments made between ADCT and its business partners (including HCPs) or public officials must be documented, supported by a fully executed contract and paid by check or through wire transfer.

A kickback or bribe may be defined as any money, fee, commission, credit, gift, gratuity, thing of value or compensation of any kind that is provided, directly or indirectly, and that has as one of its purposes the improper obtaining or rewarding of favorable treatment in a business transaction.

3.3.1 Payments, Gifts (e.g., meals, entertainment), or Gratuities:

All of our relationships with customers and potential customers must be appropriate in tone and substance. The improper or excessive use of gifts and entertainment is not permitted. The offering of gifts and entertainment to HCPs and government employees is restricted, as described below.

- Healthcare Professionals

Anti-kickback laws prohibit gifts or rewards to physicians or any other health care providers, such as pharmacy or managed care directors or others who are in a position to influence which drugs are used.

No payments, gifts or anything else of value may be offered to healthcare professionals except as permitted by law and in accordance with ADCT's policies. Provision of meals in conjunction with certain types of events, such as educational discussions or programs, is only permitted to the extent that they are provided in compliance with applicable Company policy. Payments for services performed by healthcare professionals can be made only in compliance with Company policies, and pursuant to a signed, written agreement in a form approved by the Legal Department.

- U.S. Government Officials

Various laws limit or prohibit what federal, state, and local government-elected and appointed officials and other government employees may accept from companies and individuals. Also, federal and state civil rules authorize the termination of contracts and other penalties for any gift which could influence the award or administration of a contract. Accordingly, no gift should be given to a U.S. public official without confirming in advance with the Legal Department that the gift is permitted by law.

- Non-U.S. Government Officials

The U.S. Foreign Corrupt Practices Act of 1997 (FCPA), United Kingdom Bribery Act (2010) and other anti-corruption laws may apply to and prohibit business courtesies and other financial arrangements, such as, for example, gifts, travel, entertainment, commissions, shares, debt forgiveness or discounts. Moreover, these laws may be



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applicable even when a payment occurs outside of the recipient's home country or where an intermediary or third party is used to facilitate the transaction or arrangement.

Company policy strictly prohibits the direct or indirect offer, authorization, promise, payment or gift of anything of value to foreign government officials and public employees (including but not limited to employees of state-owned or controlled companies or institutions such as hospitals and universities), candidates for political office, or political parties for the purpose of obtaining or retaining business, directing business to anyone or gaining an improper advantage. These prohibitions are not limited to cash payments but cover anything that has any value to the recipient. ADCT employees should refer to the Company's Anti-Corruption Policy and must comply with both the letter and the spirit of these requirements, as well as all relevant country-specific prohibitions.

Laws regarding reimbursement of expenses for government personnel vary by the applicable agency and country. Before offering to make or making any such payment, the Company's Legal Department must be consulted.

- Non-HCP or Non-Governmental Business Associates

While providing a business courtesy, such as a modest meal, gift or entertainment, may be acceptable under certain circumstances, the business courtesy must be reasonable in nature, permissible under applicable law, consistent with customary business practices, not excessive in value, not intended to influence a decision and offered in compliance with this Code and other applicable Company policies and procedures, including the Company's Anti-Corruption Policy.

If there is any doubt as to the propriety of a business courtesy, please seek guidance from the Company's Compliance Department.

3.3.2 Receiving Payments, Gifts (e.g., meals, entertainment), or Gratuities:

Bribery laws can also be applicable when a Company Personnel receives or is offered payments, gifts or gratuities that might unduly influence ADCT's business judgment or practices.

Company Personnel and members of their immediate families must not receive valuable gifts (including gifts of equipment or money, discounts, or favored personal treatment) or from any person associated with the Company's vendors or customers.

Company Personnel, however, may accept inexpensive gifts and modest meals or modest entertainment from a third-party vendor or contractor (other than an HCP) if not otherwise in violation of any rules, regulations or policy.

Any gift, meal or entertainment cannot be conditioned upon or given as a reward for a continuing business relationship and must be consistent with the Company's policies. If you are



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uncertain about accepting a payment, gift or business gratuity, seek guidance from the Legal Department.

3.4 Fair Dealing

Company Personnel should endeavor to deal fairly with partners, suppliers, competitors, the public and one another at all times and in accordance with ethical business practices. No one should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice. No bribes, kickbacks or other similar payments in any form shall be made directly or indirectly to or for anyone for the purpose of obtaining or retaining business or obtaining any other favorable action.

3.5 Antitrust and Fair Competition

The antitrust laws prohibit agreements among competitors on such matters as prices, terms of sale to customers and the allocation of markets or customers. Antitrust laws can be complex, and violations may subject ADCT and its employees to criminal sanctions, including fines, imprisonment and civil liability.

Antitrust laws are designed to protect competition and are implicated in many of the activities in which ADCT engages. Generally speaking, the following types of topics, and any others that may limit competition, should never be discussed with a competitor:

- prices, pricing policy, discounts or rebates;
- costs, profits or profit margins;
- terms or conditions of sale, including credit terms and return policies;
- division of markets, market territories or sales territories;
- market share of any products;
- marketing, advertising or promotional plans;
- pricing practices of wholesalers, dealers, distributors or customers; or
- classifying, rejecting, terminating or allocating customers.

Each Company Personnel is responsible for making sure that his or her actions on behalf of the Company do not in any way violate or appear to violate antitrust laws or regulations. If in doubt, seek assistance from the Legal Department.



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3.6 Interactions with Patients and Patient Organizations

Interactions with patients and patient organizations are critical to our success in delivering products that improve patients' lives. Interactions with patients, patient organizations and patient advocacy groups must be conducted in a respectful manner and be consistent with any applicable laws, regulations, company policies, standards and codes.

Company Personnel must ensure any interactions with patients and patient organizations have a clear legitimate purpose, remain transparent throughout and maintain the independence and thus credibility of the patient, the organization and/or the advocacy group. Any questions from patients about the Company products should be directed to the patient's health care provider.

3.7 Grants, Donations and Sponsorships

ADCT recognizes the importance of improving patient care through disease awareness and enhanced knowledge from professional and public programs. We are proud to provide direct and indirect funding and involvement in such bona fide activities that aim to support HCPs, patients, caregivers and patient advocacy groups in accordance with ADCT's vision and values.

An internal ADCT committee will consider provision of grants, donations and sponsorships in response to funding requests from organizations that are aligned to our disease areas. It is unacceptable to target grants, donations or sponsorships to be offered as any kind of inducement whatsoever; they must not be connected with or conditioned upon any referral or recommendation of ADCT products.

3.8 Quality and Patient Safety

ADCT is committed to a quality-minded culture where decisions and actions focus on safety of patients, product quality, and the quality and integrity of our data. To support this commitment, all Company Personnel involved in non-clinical research and development (R&D), clinical research, pharmacovigilance, manufacturing and distribution are responsible to understand the relevant GXP policies and procedures required for their role. All Company Personnel share the responsibility for quality.

3.9 Scientific Integrity

Company Personnel are expected to protect the integrity of the Company's research and development process by ensuring that all research, including but not limited to non-clinical and clinical development, is conducted according to applicable laws and regulations and the generally accepted ethical standard of the scientific community.



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Scientific misconduct in all of its possible forms is prohibited. Examples of scientific misconduct include, but are not limited to, fabrication, falsification, or plagiarism in proposing, conducting, or reporting research, disregarding the intellectual contributions and property of others, impeding the progress of research and corrupting the scientific record.

3.10 Research Transparency

ADCT is committed to providing a high degree of transparency relative to the research that it conducts and sponsors, as well as the results and outcomes of such research. The Company registers and submits information about the clinical trials that it conducts and sponsors on a publicly available database. Further, ADCT strives to present and publish the results of clinical trials that it conducts or sponsors in a timely manner and seeks the same commitment from the clinical investigators that it collaborates with on these clinical trials, regardless of outcome. All persons who are designated as authors of an ADCT-sponsored publication must in fact qualify for authorship and all qualified persons must be listed as authors.

4 Responsibilities to each other and our communities

4.1 Workplace Environment: Equal Opportunity, Non-Discrimination, Non-Harassment, and Fair Employment

ADCT values diversity and is firmly committed to providing equal opportunity and a positive working environment in all aspects of employment. ADCT's policies on recruitment, hiring, pay, performance reviews, advancement, training, development and retention of employees prohibits discrimination on the basis of any criteria prohibited by law, including but not limited to race, gender, nationality, age, ethnicity, religion or belief, marital status, disability or sexual orientation. All Company Personnel are required to comply with ADCT's practices on equal opportunity, non-discrimination and fair employment, and the Company encourages transparency and openness so that issues are raised and reported without hesitation. **Any kind of discrimination of an employee, whether by another employee, supplier, vendor or customer, is strictly prohibited and will not be tolerated.**

Our policies are designed to ensure that employees are treated, and treat each other, fairly and with respect and dignity. Conduct involving harassment, including bullying of others will not be tolerated. This includes any form of aggressive, offensive or unwelcome behavior, such as verbal, non-verbal (including in writing), or physical conduct that creates an intimidating, hostile, or offensive work environment; unreasonably interferes with an individuals' work performance; adversely affects an individual's employment opportunities; or that demeans or shows hostility toward an individual.

4.2 Environmental, Health, and Safety



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ADCT is committed to conducting its business in compliance with all applicable environmental and workplace health and safety laws and regulations. We strive to provide a safe and healthy work environment for our employees and to avoid adverse impact and injury to the environment and the communities in which we conduct our business.

We are responsible for creating and maintaining a safe, healthy, caring and friendly workplace for our colleagues by:

- following health and safety rules, reporting accidents and potential issues involving health and safety;
- attending work free from the influence of alcohol or other inappropriate substances; and
- for managers, proactively creating an environment where individuals are able to raise issues without fear of retaliation.

4.3 Social Media

You are discouraged from discussing ADCT as part of your personal use of social media. While business should only be conducted through approved channels, we understand that social media is used as a source of information and as a form of communicating with friends, family and workplace contacts.

When you are using social media and identify yourself as a Company Personnel or mention the Company incidentally, for instance on a Facebook page or professional networking site, including LinkedIn, please remember the following:

- never disclose confidential information about ADCT, its customers or suppliers;
- make clear that any views expressed are your own and not those of the ADCT;
- remember that the principles in this Code related to equal opportunity, non-discrimination and fair employment applies to social media sites;
- be respectful of everyone;
- promptly report to the Legal Department any social media content that inaccurately or inappropriately discusses ADCT;
- never respond to any information, including information that may be inaccurate about ADCT; and
- never post documents, parts of documents, images or video or audio recordings that have been made at ADCT or of ADCT products, services, or people or at ADCT functions or events.

Please refer to the Company's Social Media Policy for additional information.



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4.4 Political Contributions and Activities

Company Personnel are encouraged to participate in civic, charitable and political activities so long as such participation does not encroach on the time and attention they are expected to devote to their Company-related duties. Such activities are to be conducted in a manner that does not involve the Company or its assets or facilities and does not create an appearance of the Company's involvement or endorsement.

4.5 Global Trade Compliance

ADCT's business transactions may be subject to various sanctions or trade controls and laws, including:

- government-imposed export or import controls and other trade restrictions;
- anti-boycott laws that prohibit companies from participating in or cooperating with an international boycott that is not approved or sanctioned by the local government; and
- sanctions by different governments around the world that restrict activities with certain countries, entities or individuals.

We are committed to ensuring that these business transactions are accomplished in full compliance with applicable sanctions or trade controls and laws in the places where ADCT operates. If you are involved in the transfer of goods or services across national borders on behalf of ADCT, you must comply with these laws, regardless of where you are located. If you have any questions, please contact the Legal Department.

5 Questions, Reporting, Amendments and Waivers

5.1 Questions

Company Personnel should feel free to direct general questions concerning this Code to the Compliance Department, which will consult with Legal as necessary.

5.2 Reporting Non-compliant Activities

Employees with concerns regarding accounting and other matters or violations of this Code are encouraged to confidentially or anonymously report their concerns. The following channels are available for reporting:

- Line Management
- Heads of Compliance, Legal or the People Team



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- 24-Hour Compliance Hotline
 - <https://adctherapeutics.gan-compliance.com/report>
 - Switzerland: +41 43 434 64 99
 - United Kingdom: +44 (0) 800 260 6889
 - United States & Canada: +1-800-787-1295.

For concerns of Code violations by individuals in the following positions, reporting should occur as indicated below or via the Compliance Hotline.

- Chief Executive Officer, any other executive officer or any director:
 - Report to the Chief Legal Officer who shall notify the Audit Committee for matters related to accounting, internal controls or auditing or the Nomination and Corporate Governance Committee for all other matters.
- Chief Legal Officer:
 - Report to the Chief Compliance Officer who shall notify the Audit Committee of matters related to accounting, internal controls or auditing or the Nomination and Corporate Governance Committee for all other matters.

Anonymous reports are best directed to the Compliance Hotline via the telephone number or to the web portal identified above. If an anonymous report is being made, enough information about the incident or situation must be provided to allow the Company to investigate properly.

5.3 Reporting Violations to a Governmental Agency

Company Personnel have the right under U.S. federal law and other national laws to certain protections for cooperating with or reporting legal violations to governmental agencies or entities and self-regulatory organizations.

As such, nothing in this Code is intended to prohibit any Company Personnel from disclosing or reporting violations to, or from cooperating with, a governmental agency or entity or a self-regulatory organization, and employees may do so without notifying the Company.

The Company may not retaliate against a Company Personnel for any of these activities, and nothing in this Code or otherwise requires an employee to waive any monetary award or other payment that he or she might become entitled to from a governmental agency or entity, or a self-regulatory organization.

5.4 Investigations



Code of Business Conduct and Ethics

All Company Personnel have a responsibility to report any suspected policy or code violations promptly and intends to thoroughly investigate any good faith reports of violations. The Company recognizes the potentially serious impact of a false accusation. ADCT has adopted guidelines that outline the process by which ADCT will receive, investigate and resolve complaints and allegations raised by employees in a confidential, fair and respectful manner. All Company Personnel are required to cooperate in any internal investigations of misconduct and unethical behavior.

Company Personnel are expected, as part of the ethical standards required by this Code of Conduct, to act responsibly in making complaints and/or reporting potential violations of this Code. Making a complaint or report without a good faith basis is itself a violation of this Code. Any employee who makes a complaint or report in bad faith will be subject to appropriate disciplinary action.

5.5 No Retaliation

Open communication of issues and concerns without fear of retaliation is essential to the successful implementation of this Code and to an effective compliance program. ADCT will not tolerate any form of retaliation action against anyone who provides information, causes information to be provided or assists in an investigation conducted by the Company or any governmental body regarding a potential compliance violation or any violation of ethics, laws, rules, regulations or this Code in good faith, or who files, causes to be filed or assists, participates or gives testimony in any proceeding relating to an alleged violation of any law, rule or regulation. Acts of retaliation include but are not limited to discharge, demotion, suspension, threats, harassment and any other manner of discrimination in the terms and conditions of employment because of any lawful act the Company Personnel may have performed. If you become aware of any potential act of retaliation, you have a responsibility to report it.

Managers play a critical role in creating an environment where each team member feels safe sharing ideas and concerns. If an individual raises a concern, managers should listen actively and with empathy, remind the reporter of ADCT's no retaliation policy, and contact the Compliance Department to report what has been communicated.

5.6 Waivers

Requests for a waiver of a provision of this Code must be submitted in writing to the Legal Department for appropriate review, and an executive officer, director, appropriate Board committee or the Board, as appropriate, will decide the outcome. For conduct involving an executive officer or director, only the Board has the authority to waive a provision of this Code. In addition, the Audit Committee must review and approve any "related party" transaction in accordance with the Company's Related Person Transactions Policy. In the event of an approved waiver involving the conduct of an executive officer or director, appropriate public disclosure (via a Form 8-K or other SEC filing or on the Company's website) must be made within four business days of the waiver, as required by SEC regulations and NYSE listing standards.



Code of Business Conduct and Ethics

6 Document History

Version	Document History
00	New document
01	Added provisions that are required or recommended by SEC and NYSE rules