



**BeiGene**

## **REPORTING MISCONDUCT POLICY**

**Version: 1.0**

**Effective Date: 01 NOV 2020**

## 1. PURPOSE

At BeiGene, Ltd. (hereinafter referred to as “BeiGene” or the “Company”), compliance with laws, regulations, and corporate policies is a responsibility of employees at all levels in the Company. BeiGene relies on its employees to help detect potentially illegal, non-compliant, and unethical conduct and encourages employees to ask questions when in doubt about the appropriateness of a situation.

This Policy describes:

- BeiGene’s open-door approach to communication about issues of compliance;
- the responsibility of employees to report suspected violations of the law, regulation, Company policy, and/or the BeiGene Code of Conduct (hereinafter referred to as “Misconduct”) (See Appendix 1 for common examples);
- the Company’s process for addressing reports of suspected Misconduct; and
- the Company’s commitment to anti-retaliation.

## 2. SCOPE

This Policy applies to all BeiGene employees. Any third party, including Company Directors, consultants and contractors, may also report suspected Misconduct under the procedures provided in this Policy.

## 3. ROLES AND RESPONSIBILITIES

<b>Role</b>	<b>Responsibility</b>
Company Employees	Each Company employee is obligated to, in good-faith, promptly report any suspected Misconduct in accordance with this Policy and reporting procedures.
Company Management	BeiGene’s managers are responsible for monitoring and identifying possible violations of BeiGene’s Code of Conduct, including potential violations of law and regulations, ethical standards, and other applicable BeiGene policies and procedures. BeiGene management is responsible to escalate any such Compliance Reports to the applicable Country Compliance Officer. BeiGene management is also responsible for working with the Human Resources Department to ensure that disciplinary action taken (as a result of violation(s) identified by a Compliance Report) is consistently applied and in accordance with all applicable BeiGene policies and procedures.
Human Resources Department	The Human Resources Department is responsible for ensuring any CDRC recommended disciplinary actions for Misconduct are instituted in coordination with responsible management.
Legal and Compliance Department	Responsible for establishing internal processes to promote the reporting of suspected misconduct to the attention of Company

	management, the conduct of internal compliance investigations, and the resolution of investigations for determination of disciplinary action.
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## 4. POLICY

### 4.1. Employee Obligations to Report Suspected Misconduct

Each Company employee is obligated to, in good-faith, promptly report any suspected Misconduct. “Good-faith,” as used in this Policy, means that a report was made with the honest belief that Misconduct has or will occur based on the information known at the time. A report of suspected Misconduct is not made in good-faith if it is known to be false or made with reckless disregard or willful ignorance of facts that would disprove the allegation. Employees who file reports or provide information without a good-faith, reasonable belief in the truth and accuracy of such information are not protected by this Policy and may be subject to disciplinary action.

### 4.2. Reporting and Open-Door Communication

Many compliance-related issues can be resolved before they become problems for the employee or the Company through open communication. As such, BeiGene encourages employees to be proactive in seeking guidance on compliance questions or concerns. While the employee’s manager may be the most natural starting point to seek advice, employees may also consult:

- Any other Company Supervisor;
- Any member of the Company’s Executive Committee;
- The Human Resources department;
- the Legal and Compliance Department;
- The Chief Compliance Officer or any Country Compliance Officer;
- The Company’s Legal and Compliance Helpline (*See Appendix 2* for more information); or
- The Chair of the Audit Committee of the Company’s Board of Directors (via the Legal and Compliance Helpline (via the Legal and Compliance Helpline)).

Managers at all levels of the Company are responsible for supporting the spirit of this Policy by maintaining an environment that encourages open communication on issues of compliance.

All received reports of suspected Misconduct, regardless of to whom they are initially reported (e.g., employee’s manager, Executive Committee member, Human Resources department, Legal and Compliance department), will be promptly referred to the attention of the Chief Compliance Officer and/or the Country Compliance Officer responsible for the country or region.

While employees may use the Legal and Compliance Helpline to report suspected Misconduct anonymously to the extent allowed by applicable laws, the Company prefers that employees identify themselves in order to assist the Company in evaluating the allegation and, if necessary, conduct an investigation. As is the case with all other investigations, the Company will use reasonable efforts to protect the confidentiality of all people involved, however, confidentiality cannot be guaranteed. The Company recognizes that some employees may feel more comfortable reporting suspected Misconduct anonymously. Accordingly, persons who report suspected Misconduct anonymously should provide as much detail as they can when submitting a report.

All employees have an obligation to cooperate with any internal investigations into reports of suspected Misconduct.

Nothing in this Policy should be construed as preventing anyone from pursuing formal legal remedies or resolutions through government agencies or the judicial system.

### **4.3. Handling and Resolution of Reports of Suspected Misconduct**

The Country Compliance Officer responsible for the country or region pertaining to the report of suspected Misconduct maintains primary responsibility for ensuring the report is evaluated, and where appropriate, investigated pursuant to this Policy and the Investigation and Corrective Action SOP. Upon the Country Compliance Officer's preliminary assessment, he or she may decide that a matter should be addressed outside of the scope of this Policy. For example, if a matter presents solely employee relations issues not appearing to involve suspected Misconduct, the Country Compliance Officer may refer the matter to Human Resources for handling in accordance with normal procedures.

However, should the Country Compliance Officer determine that adequate cause for a formal investigation exists, the Country Compliance Officer, in consultation with the appropriate functional area(s) (e.g., Human Resources, Quality, Finance, IT, Legal and Compliance) or external resources, will determine the scope and method for the investigation.

The investigation will be conducted in a timely manner with a fair and objective evaluation of the facts. Confidentiality throughout the investigation shall be maintained to the extent practicable. Upon conclusion of any investigation, a comprehensive report of all findings will be reported to the appropriate Country Disciplinary Review Committee ("CDRC"), which is chaired by the Country Compliance Officer and composed of senior leadership from the Legal and Compliance department, Human Resources department, and the department(s) of the affected employee(s). Investigations will be conducted, and relevant records will be retained, in accordance with applicable laws and the BeiGene Investigation and Corrective Action SOP.

If the CDRC believes the reported allegations are substantiated by the findings, appropriate disciplinary and/or corrective action may be taken against the affected employee(s). All CDRC recommendations for disciplinary action will be presented to the Company's Chief Compliance Officer before any action is formally taken to ensure consistency across countries.

### **4.4. Strict Non-Retaliation Policy**

Retaliation against any employee or third party who in good-faith reports suspected Misconduct, seeks advice about or raises a compliance concern, or participates in an investigation of suspected Misconduct is strictly prohibited. Specifically, the Company will not discharge, demote, suspend, threaten, harass or in any other manner discriminate against such an employee because they reported, questioned or participated in the investigation about suspected Misconduct. Anyone who observes such retaliation should promptly report it under this Policy. Anyone who participates in such retaliatory conduct is subject to the disciplinary procedures set forth in this Policy.

## **5. REFERENCES**

- BeiGene Code of Conduct

- Compliance Investigations and Corrective Actions SOP

## 6. DOCUMENT MANAGEMENT

Category	Description
Scope	This Policy applies to all BeiGene employees or Representatives acting on BeiGene's behalf anywhere in the world.
Review Cycle	Annual
Effective Version	1.0
Effective Date	01 NOV 2020
Document Owners	Chief Compliance Officer

## 7. DOCUMENT HISTORY

Version	Date	Description
1.0	01 NOV 2020	Original

## Appendix 1

Examples of areas where allegations of Misconduct may arise include, but are not limited to:

- Breach of confidentiality
- Accuracy of Company records and reporting
- Promotional activities
- Marketing activities
- Engagement of healthcare professionals
- Dealings with regulatory agencies
- Accounting and auditing matters
- Political activities and contributions
- Grants, donations and sponsorships
- Scientific data integrity
- Clinical trial operations
- Conflicts of interest
- Gifts and entertainment
- Fraud and theft
- Violations of anti-bribery and anti-corruption laws (such as the Foreign Corrupt Practices Act)
- Protection and proper use of Company assets and personal information
- Antitrust and competition laws
- Safety and health
- Securities laws/insider trading

## Appendix 2

### The BeiGene Legal and Compliance Helpline

The BeiGene Legal and Compliance Helpline (the “Helpline”) is available 24 hours a day, 365 days a year for employees, and any other third party, to seek guidance related to compliance concerns or to report suspected violations of the law, regulation, corporate policy, and/or the BeiGene Code of Conduct (earlier referred to as “Misconduct”). The Helpline offers both live telephonic and online reporting mechanisms, which allow for reporters to identify themselves or remain anonymous to the extent allowed by applicable laws. All Helpline reports are promptly transmitted to the Chair of the Audit Committee of the Company’s Board of Directors, the Company’s Chief Compliance Officer, and the Company’s General Counsel and/or their designees.

For more information about the BeiGene Legal and Compliance Helpline or to file a report, please go to: [BeiGene.Ethicspoint.com](https://www.beigene.com/ethicspoint).