



## **CODE OF BUSINESS CONDUCT AND ETHICS**

**(September 4, 2025)**

### **I. INTRODUCTION**

Our C.O.R.E. values: Caring, Original, Resilient and Egoless are essential to who we are at Apogee Therapeutics, Inc. (“Apogee”). Our values are not just words and phrases, but rather, principles that guide everything we do from how we collaborate with each other as teammates, to how we interact with customers and vendor partners and importantly how we work for the good of patients. Part of our Caring value means that we care deeply about patients, our work and each other. As a result, we are committed to working with the utmost integrity, honesty and ethics. This Code of Business Conduct and Ethics (the “Code”) not only embodies these principles, but also sets forth the ethical standards to which each director, officer, employee, and certain specified contractors and consultants (each, an “Apogee Representative”) must adhere while acting on behalf of Apogee.

At Apogee, compliant and ethical conduct are expectations for which we are all held accountable. We trust each other to do the right thing and lead by example by following and encouraging other Apogee Representatives to always follow the standards outlined in the Code. We also trust Apogee Representatives to speak up and report if they observe any violation of this Code by fellow Apogee Representatives. Any violation of this Code (a “Violation”) will be considered a serious breach of trust and can result in disciplinary action, up to and including termination of employment with Apogee or, as applicable, termination of a contractual or other relationship with Apogee, as well as potential civil or criminal penalties depending on the nature of the Violation and applicable law. These disciplinary actions may apply to an Apogee Representative’s supervisor who knowingly directs or approves of any action that is determined to be a Violation, who is aware of such action and does not act appropriately to correct or report it or fails to exercise appropriate supervision in relation to such action. For all Apogee Representatives, the failure to report known or suspected Violations may itself subject that person to disciplinary action. In addition, actions that may be consistent with but are contrary to the spirit of the Code may be determined to be a Violation of the same. Additionally, and as deemed appropriate under the circumstances by Apogee’s Chief Legal Officer. Violations may be reported to appropriate law enforcement and/or regulatory officials to the extent such Violations may involve actual or potential criminal activity.

To help us avoid Violations, all of us at Apogee are expected to read, become familiar with and comply with the ethical standards described and contained in this Code. We will all be required to affirm our agreement with and commitment to maintaining the highest standards of business ethics and conduct by completing at least annual training on the contents and requirements of this Code. Consistent with that commitment, this Code establishes standards of

conduct that may, in some instances, go beyond the strict requirements of applicable laws and regulations.

This Code should be read in conjunction with our other policies and procedures, and, while this Code covers multiple scenarios and activities, it does not address every situation that could arise. So, if you are confronted with a difficult or challenging situation and are unsure what to do, please ask yourself these questions:

- Is the action I am contemplating consistent with the intent of the Code?
- Is the activity I am contemplating legal?
- Would my actions create even a perception of impropriety?
- Would I feel comfortable if others at Apogee knew that I took this action?
- Would I feel comfortable if my actions were made public, or appeared on social media?

In addition, please keep the following in mind:

- Make sure you have all of the relevant facts.
- Consider discussing the matter with your supervisor or a member of Apogee's Executive Team, as applicable, or reporting the matter anonymously as described below.
- Seek help. If you're unsure, it is always better to ask before you act, rather than making a preventable mistake.

Still unsure what to do? There's a lifeline you can call! Always feel free to reach out to the Executive Team. They are there to help because as owners of Apogee, we all want to act in the best interests of our company and the patients whom we seek to serve.

## **II. SCOPE**

This Code applies to all Apogee Representatives.

## **III. REPORTING VIOLATIONS**

Apogee requires Apogee Representatives to report a known or suspected Violation as set forth below. Failure to report a known or suspected Violation is itself a Violation and may result in disciplinary action up to and including termination of employment or other working relationship with Apogee. In addition, any supervisor who obtains information about a Violation has the responsibility to report the matter immediately to his/her supervisor, a member of Apogee senior management, or one of the individuals or departments listed below. In addition, if you witness or are informed of conduct that may be violative of this Code or any other Apogee

policy, you must take reasonable steps to intervene to prevent or stop the conduct at issue, or promptly report such conduct as set forth in this Code.

You have several options for reporting a Violation. You can report it to:

- Your supervisor;
- The Chief Legal Officer or a member of the Executive Team;
- Human Resources; or
- Contact the Apogee Compliance & Ethics Hotline which is managed by an independent third-party. In reporting a suspected Violation through the Apogee Compliance & Ethics Hotline, you may provide information anonymously to the extent permissible under applicable law. You may be asked for further information and whether you wish to disclose your contact information. Apogee personnel may also contact Apogee's Compliance & Ethics Hotline by clicking on the "Apogee Compliance & Ethics Hotline" banner on the Apogee Teams site and following the guidance provided there. In all instances, Apogee will strive to ensure that information you provide relating to a reported concern or potential Violation is handled in a manner designed to preserve confidentiality and communicated solely on a "need-to-know" basis. If you choose to identify yourself, your identity will be kept confidential to the extent permissible under applicable law or feasible under the circumstances.

#### HOW TO CONTACT THE APOGEE COMPLIANCE & ETHICS HOTLINE:

The Apogee Compliance & Ethics Hotline is available 24 hours a day, 365 days a year and can be contacted several ways. You can:

- *submit a report online at <https://www.whistleblowerservices.com/Apogee>, or*
- *by telephone to 1-833-399-2977*

You may also contact Apogee by mail as follows:

Apogee Therapeutics, Inc.  
Attn: Chief Legal Officer  
221 Crescent St., Building 17, Suite 102b  
Waltham, MA 02453

Reports made to the Apogee Compliance & Ethics Hotline are received by Apogee's Chief Legal Officer, the Chief Financial Officer and the Chair of Apogee's Audit Committee. If a report involves the Chief Legal Officer, the Chief Financial Officer or the Chair of the Audit Committee, the report will be referred to the full Apogee Audit Committee for evaluation and handling.

The Chief Legal Officer, the Chief Financial Officer, and the Chair of the Audit Committee will communicate "significant" reports of potential misconduct to the full Audit

Committee promptly, and in any event within three business days of receipt. Reports are considered significant if they allege:

- (A) inaccuracies, omissions or misstatements (whether or not material) in Apogee's financial statements or Securities and Exchange Commission filings,
- (B) violations of applicable laws or regulations related to the financial reporting process;
- (C) fraud or other misconduct by management or other employees who have a significant role in Apogee's internal controls, or deficiencies or material weaknesses in Apogee's internal controls;
- (D) other possible violations of the federal laws;
- (E) misconduct involving senior management;
- (F) fraud involving amounts above a clearly *de minimis* level;
- (G) matters related to the independence of Apogee's auditors;
- (H) allegations involving criminal conduct or potential criminal conduct; and
- (I) matters that could create a conflict of interest if investigated by management.

In addition, the Chief Legal Officer, Chief Financial Officer or the Chair of the Audit Committee have the authority to communicate directly to the Audit Committee, promptly, about actual and alleged violations of law or Apogee's Code of Business Conduct and Ethics, including any reports that involve criminal conduct or potential criminal conduct.

Nothing in this Code is intended, or should be understood, to preclude employees from exercising their rights under the National Labor Relations Act.

#### NON-RETALIATION

Apogee has a strict non-retaliation policy and will not tolerate any retaliation against any Apogee Representative who, in good faith, asks questions, makes a report of a Violation, or who assists in an investigation of any suspected Violation. Reporting "in good faith" means providing honest, complete and accurate information, even if it later proves to be unsubstantiated or a mistake. Apogee Representatives are to immediately report acts of actual or potential retaliation to your supervisor, a member of Apogee's senior management, the Chief Legal Officer, Human Resources or the Apogee Compliance & Ethics Hotline.

#### INVESTIGATIONS

Upon receipt of a report of a Violation via the Apogee Compliance & Ethics Hotline, the Chief Legal Officer, Chief Financial Officer and the Chair of the Audit Committee will evaluate the report and initiate an investigation as warranted. Any investigation will be conducted in

accordance with Apogee’s policy entitled *Investigating Actual or Suspected Violations of Law, Regulation, and/or Company Policy* and, if appropriate, involve the relevant authorities. It is the obligation of all Apogee Representatives, regardless of whether they are the subject of an investigation, reported the Violation, or have information pertaining to or are otherwise involved in an investigation, to (i) fully cooperate with Apogee and the investigators; (ii) be open, honest, and forthcoming with information relevant to the investigation; (iii) not in any way impede the progress of any investigation or anticipated investigation by destroying or altering evidence, including electronic communications; (iv) never provide or attempt to influence others to provide incomplete, false or misleading statements to an investigator; (v) keep any investigation confidential; and (vi) otherwise comply with this Code and other Apogee policies in connection with an investigation. Failure to do any of the foregoing may subject that person to disciplinary action up to and including termination of employment or other working relationship with Apogee.

#### **IV. PERSONAL RESPONSIBILITY AND INTEGRITY**

##### **A. Fair Dealing**

You are expected to be ethical and should deal fairly with customers, vendors, suppliers, business partners, service providers, competitors and employees. You should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice.

##### **B. Confidential Information and Privacy**

Apogee holds many types of confidential information that must be carefully safeguarded. Protecting this information is essential to maintaining our relationships and protecting our intellectual property. In addition, information about Apogee, which includes confidential information and third-party information that Apogee has a duty to keep confidential (such as patient and employee health information), should not be used other than for its intended use, and documents including such information should be disposed of properly and should not be copied or removed from the work area, except as required for job performance. Apogee confidential information should never be disclosed to outsiders without specific approval by Apogee.

Confidential information includes without limitation:

- information marked “Confidential,” “Private,” “For Internal Use Only,” or with a similar legend;
- technical or scientific information relating to current and future product candidates, services or research;
- intellectual property (“IP”). This is a type of confidential information that is a critical asset created and owned by Apogee. As such, it may not be used for personal gain. Examples of our IP include but are not limited to:
  - trade secrets and discoveries;

- methods, know-how and techniques;
- innovations and designs;
- systems, software and technology;
- patents, trademarks and copyrights; and
- regulatory submissions, timelines and the status of such submissions;
- business or marketing plans, strategies, forecasts or projections and business development information;
- budgets, earnings and other internal financial data;
- commercial performance, pricing information relating to our products and customer lists;
- personnel and patient health information;
- business contracts;
- training materials and methods;
- other non-public information that, if disclosed, might be of use to Apogee’s competitors or harmful to Apogee or its business partners; and
- other non-public information that, if disclosed, would violate federal or state securities laws.

Regardless of whether information is specifically marked as confidential, it is the responsibility of each Apogee Representative to keep confidential information in confidence (except as otherwise required, if at all, by applicable law). You must not use, reveal or divulge any such information unless it is necessary for you to do so in the performance of your duties (or except as otherwise required, if at all, by applicable law). Generally, access to confidential information should be granted, provided or given on a “need-to-know” basis.

Apogee respects the privacy of both its employees and of the patients participating in Apogee’s clinical trials. Accordingly, Apogee is committed to the handling of employee, third-party and patient protected health information and personally identifiable information, including, without limitation, information about medical conditions, histories or treatments, in a strictly confidential manner. Apogee is committed to compliance with privacy laws when and as applicable to Apogee, such as the California Consumer Privacy Act, the General Data Protection Regulation of the European Union, and the Health Insurance Portability and Accountability Act.

### **C. Acceptable Use of Company Systems**

It is important to note and understand that any information you use, create, share, send, receive, download and/or store on Apogee’s systems or technology (including, without

limitation, email, instant messaging, voicemail, social media, and the internet) are business records owned by Apogee. Therefore, subject to applicable laws and regulations, Apogee has the right to access, read, monitor, inspect, review and disclose such information and may do so without notifying you.

In addition, at no time may you use Apogee systems or equipment to view, access, store, share, or send content that is illegal or otherwise obscene, racist, threatening, intimidating, harassing or sexually explicit or engage in any activity that violates the intellectual property rights of others.

If you choose to engage in social media, you must not – unless expressly authorized to do so by Apogee – make any statements or claims about Apogee products, whether those products are investigational or approved, and you must not give the impression that you are speaking on behalf of Apogee in public communications including without limitation posts to online forums, social media sites, blogs, chat rooms, bulletin boards, etc.

Here are some additional things to keep in mind to help keep Apogee systems secure:

- Never share your logon passwords or user names;
- Cybercrime and computer hacking is rampant. Please exercise caution when opening e-mails or communications, particularly from people outside of Apogee, whether they are known to you or not.
  - o Beware of suspicious e-mails. Do not click on any links or open any attachments, including PDF documents, in messages sent from people you do not know.
  - o Even if the message appears to come from someone you think you know, carefully read the e-mail and look for poor grammar or typos. If you see these, or if the message is not written in the typical style of the “sender,” check the person’s e-mail address – it could be from a hacker posing as the person you think you know.
- Only use equipment and software that has been approved for use by Apogee.

Please refer to Apogee’s policy on *Information Technology Acceptable Use* and our *Social Media Policy* for more information.

#### **D. Conflicts of Interest**

Directors, officers and employees of Apogee should avoid activities that create or give the appearance of a conflict of interest between their personal interests and Apogee’s interests. A conflict of interest exists when a personal interest or activity of a director, officer or employee could influence or interfere with that person’s performance of duties, responsibilities, or commitments to Apogee. A conflict of interest also exists when a director, officer or employee (or member of his or her family) receives an improper personal benefit as a result of his or her position at Apogee. Each of us is expected to use good and ethical judgment to avoid such activities or situations. Conflicts of interest can undermine the trust others place in us and damage both our personal reputation and Apogee’s. Conflicts of interest may be actual,

potential, or even a matter of perception. Since these situations are not always clear cut, please fully disclose them to the Chief Legal Officer so that Apogee can properly evaluate and help avoid such a situation.

Below are some examples of situations that could result in a conflict of interest:

- be a consultant to, or a director, officer or employee of, or otherwise operate an outside business that is a competitor, supplier, or customer of Apogee. Upon prior written approval by your supervisor (and after consultation with the Chief Legal Officer) you may engage in consulting with other companies that are not competitors, suppliers or customers of Apogee provided that this consulting work does not constitute a conflict of interest or violate any of your restrictive covenants with Apogee as outlined in your employment offer;
- be a consultant to, or a director, officer or employee of, or otherwise operate an outside business if the demands of the outside business would materially interfere with the director's, officer's, or employee's responsibilities to Apogee;
- develop, sell or represent pharmaceutical, biological, biotech, biopharmaceutical, medical device or diagnostic products developed or sold by anyone other than Apogee (or its business partners at Apogee's request);
- work at any job – paid or volunteer – outside of Apogee that interferes with the performance of your Apogee job;
- use Apogee confidential information for personal benefit or the benefit of anyone or any entity other than Apogee;
- accept (directly or indirectly through a family member) gifts or hospitality from an existing or potential vendor seeking to renew or develop business with Apogee;
- take personal advantage or obtain personal gain from an opportunity learned of or discovered during the course and scope of your employment when that opportunity or discovery could be of benefit or interest to Apogee;
- have a material financial interest, including material direct or indirect stock ownership, in any outside business that does or seeks to do a material amount of business with, Apogee;
- seek or accept any personal loan or services from any such outside business, except from financial institutions or service providers offering similar loans or services to third parties under similar terms in the ordinary course of their respective businesses;
- accept any personal loan or guarantee of obligations from Apogee, except to the extent such arrangements are legally permissible; or

- conduct business on behalf of Apogee with immediate family members, which include spouses, children, parents, siblings, and persons sharing the same home whether or not legal relatives.

Whether or not a conflict of interest exists or will exist can be unclear. Persons other than directors and executive officers who have questions about a potential conflict of interest or who become aware of an actual or potential conflict should discuss the matter with their supervisor, as applicable, or Apogee's Chief Legal Officer. Directors and officers must consult and seek prior approval of potential conflicts of interest exclusively from the Audit Committee.

For avoidance of doubt, a director affiliated with an investment firm shall not be presumed to have a conflict of interest due to such investment firm or the director acting on its behalf conducting normal activities.

Any Apogee employee must obtain prior approval from Apogee's Chief Executive Officer (or in the case of the executive officers, the Board) prior to accepting an invitation to serve on the board of directors of another for-profit company.

#### **E. Proper Use of Company Assets**

Apogee Representatives are entrusted with numerous Apogee assets and have a responsibility to protect them. Apogee's assets shall be used for their intended business purposes. Personal use of Apogee's funds or property, including charging personal expenses as business expenses, inappropriate reporting or overstatement of business or travel expenses, and inappropriate usage of Apogee equipment or the personal use of supplies or facilities without advance approval from an appropriate officer of Apogee shall be considered a breach of the Code.

#### **F. Corporate Opportunities**

We all have a duty to Apogee to advance its interests when the opportunity to do so arises. Each of us is prohibited from taking opportunities that are discovered through the use of Apogee property, information or position for our own personal gain. In addition, we may not compete with Apogee. If we become aware of any actual or potential business opportunity that relates to Apogee, we may not take advantage of the opportunity or share the opportunity with anyone outside Apogee without first receiving the approval of the Chief Legal Officer or the Board of Directors, as applicable. Notwithstanding the foregoing, the duties of directors and officers with respect to corporate opportunities are subject to the terms of Apogee's certificate of incorporation, as it may be amended or restated from time to time.

### **V. COMPLIANCE WITH LAWS AND REGULATIONS**

#### **A. Regulatory Compliance**

As a biotechnology company seeking to develop differentiated biologics for treatment of immunological and inflammatory indications with high unmet need, Apogee operates in one of the most heavily regulated industries in the world. Apogee recognizes this and accordingly supports, acknowledges and is committed to compliance with all applicable laws, rules and

regulations governing the pharmaceutical and biotechnology industries, including federal and state anti-kickback and fraud and abuse laws. In addition, Apogee is committed to compliance with standards and guidelines established by industry and professional groups applicable to our relationships with healthcare providers and consistent with that commitment, Apogee and Apogee Representatives will abide by the Code on Interactions with Healthcare Professionals developed by PhRMA (the Pharmaceutical Research and Manufacturers of America).

This means among other things that Apogee's:

- research and development procedures must abide by applicable regulatory requirements and be conducted with respect for the research participants involved;
- advertising and promotional efforts must comply with regulations, including, without limitation, those governing pre-approval promotion and any discussion of off-label uses of our products. Statements and/or claims that we make about our investigational or approved products will be grounded in scientific data and evidence, accepted medical practice, and government-approved labeling rules in all countries where we operate; and
- other activities and functions including without limitation financial, environmental health and safety, and product manufacturing, must comply with applicable regulations.

## **B. Gifts**

A modest gift may be a thoughtful way of saying “thank you,” or a meal may be an appropriate setting for a business discussion. However, if not handled carefully, the exchange of gifts and/or entertainment may create a conflict of interest or result in other Violations. This concern may arise in our relationships with healthcare professionals, patients, institutional review boards or clinical investigators who conduct – or study subjects who participate in – our clinical trials, suppliers, strategic partners, payers or other parties who have or may have influence or authority over the production, distribution, regulatory approval of, prescribing of, or reimbursement for our products or product candidates. To avoid such issues, we do not accept, provide, or offer gifts, entertainment or anything of value to an existing or potential clinical investigator, institutional review board, patient, or an existing or potential customer, distributor, healthcare professional or other party that could inappropriately influence the design, conduct, enrollment or outcome of clinical studies, or the decisions or business judgment of Apogee or of that customer, distributor or strategic partner.

Generally, giving or receiving gifts, meals, or entertainment involving our external business relationships should meet all of the following criteria:

- they do not violate applicable laws, rules, regulations or Apogee policies or procedures;
- they do not constitute a bribe, kickback or other improper payment;
- they have a valid business purpose;

- they are appropriate as to time, place and value;
- they are infrequent;
- they are not cash, cash equivalents or marketable securities (these cannot be given or accepted regardless of amount); and
- they do not influence or appear to influence the behavior of the recipient.

### **C. Dealing with Government Officials**

All dealings with government officials, including, but not limited to lobbying, political contributions to candidates, and meeting with government agencies, shall be conducted in accordance with all applicable national, state, and local laws and regulations in each country in which Apogee conducts business.

No Apogee Representative shall offer or promise a payment or reward of any kind, directly or indirectly, to any federal, state, local, or foreign government official (i) for or because of an official act performed or to be performed by that official; or (ii) in order to secure preferential treatment for Apogee or its employees. No Apogee Representative shall offer or promise any federal, state, local, or foreign government official gifts, entertainment, gratuities, meals, lodging, travel, or similar items that are designed to influence such officials. Further, because of the potential for misunderstanding, no Apogee Representative may confer gifts, special favors, gratuities, or benefits to such an official even if there is no matter pending before that official. Apogee Representatives are strictly prohibited from making any payment or providing a thing of value if the Apogee Representative knows, or reasonably believes or suspects that any portion of the payment or thing of value will be offered, given or promised, directly or indirectly, to any government official.

It is our policy to cooperate fully with all legal and reasonable government investigations. Accordingly, Apogee Representatives shall comply with any and all lawful requests from government investigators and, consistent with preserving Apogee's legal rights, shall cooperate in lawful government inquiries. No Apogee Representative shall make a false or misleading written or oral statement to a government official with regard to any matter involving a government inquiry into Apogee matters.

Apogee Representatives shall contact the Chief Legal Officer when presented with any such government request or inquiry prior to responding to such inquiry. Apogee Representatives with questions about contacts with government officials should seek guidance from senior management. Officers and directors should contact the Chief Legal Officer prior to responding to any such inquiries.

### **D. Foreign Corrupt Practices Act**

All Apogee Representatives must comply with the FCPA, which sets forth requirements for Apogee's relationships with non-U.S. government representatives, called "foreign officials" in the FCPA, which in many countries include individuals who would not be deemed government representatives in the United States (e.g., medical professionals and employees of

educational institutions). The FCPA defines the term “foreign official” as any officer or employee of a foreign government or any department, agency, or instrumentality thereof, or of a public international organization, or any person acting in an official capacity for or on behalf of any such government or department, agency, or instrumentality, or for or on behalf of any such public international organization. It is important to note that these limitations apply with respect to a foreign official at any level and not only with respect to senior or policy-making roles. As a U.S.-based company, Apogee is required to adhere to all standards set forth in the FCPA regardless of the nationality or overseas location of the individual acting on behalf of Apogee, whether an employee, officer or third party.

The FCPA requires that relations between U.S. businesses and foreign officials conform to the standards that exist in the United States, even if a different business ethic is prevalent in the other country. Accordingly, no Apogee Representative or third-party person or enterprise acting on behalf of Apogee, directly or indirectly, may offer a gift, payment or bribe, or anything else of value, whether directly or indirectly, to any foreign official, foreign political party or party official, or candidate for foreign political office for the purpose of influencing an official act or decision or seeking influence with a foreign government in order to obtain, retain, or direct business to Apogee or to any person or to otherwise secure an improper advantage. In short, such activity cannot be used to improve the business environment for Apogee in any way. Thus, even if such payment is customary and generally thought to be legal in the host country, it is forbidden by the FCPA and violates U.S. law, unless it is a reasonable and bona fide expenditure, such as modest entertainment or travel and lodging expenses, that is directly related to (a) the promotion, demonstration, or explanation of products or services or (b) the execution or performance of a contract with a foreign government or government agency, and the payment was not made for an improper purpose.

As in the case under U.S. law, even inexpensive gifts to government or political party officials, such as tickets to sporting events, may constitute a violation of the FCPA. If questions arise with respect to expenses to be incurred on behalf of foreign officials, consult with the Chief Legal Officer before Apogee pays or agrees to pay such expenses.

Some “facilitating or expediting” payments are authorized under the FCPA. Such payments must be directly related to non-discretionary conduct by lower level bureaucrats and unrelated to efforts by a company to obtain significant concessions, permits, or approvals. Examples include processing of visas and work orders, mail delivery, or loading and unloading of cargo. Such payments do not include payments of any kind relating to terms of continuing or new business agreements.

Although the FCPA permits “facilitating or expediting” payments, no such payments shall be made by Apogee or an Apogee Representative without the prior express written consent of the Chief Legal Officer.

A violation of the FCPA can result in criminal and civil charges against Apogee, its officers, its managers, and the individuals involved in the violation, regardless of the person’s nationality or location.

## **E. International Trade Policy**

Apogee is committed to maintaining the highest possible ethical standards and complying with all applicable laws in all countries in which it does business. Apogee strictly prohibits doing business with countries and persons prohibited by applicable U.S. laws governing international trade, including economic sanctions, export control and anti-boycott laws and regulations (collectively, “International Trade Laws”), as described below:

- The United States, through the U.S. Department of the Treasury’s Office of Foreign Assets Control (“OFAC”), has imposed robust sanctions measures to cut off funding for terrorists, illegitimate regimes, and others who seek to violate basic human rights. The OFAC sanctions prohibit U.S. persons and businesses from engaging in transactions, directly or indirectly, with certain specified targets, which may include business networks, entities, individuals, geographic regions, or entire nations. OFAC broadly prohibits most transactions between U.S. persons and persons or entities in (or ordinarily resident in) countries and regions that are subject to comprehensive sanctions.
- U.S. export controls are a means by which the United States implements international treaty obligations, such as in the areas of nuclear, chemical and biological weapons proliferation, multilateral sanctions, such as UN arms embargoes and sanctions on companies and individuals, and its own national security and foreign policy interests. In some cases, U.S. export controls prohibit U.S. persons from engaging in activities that support sensitive industries in countries that pose U.S. national security concerns.
- Anti-boycott laws were adopted to encourage and, in specified cases, require U.S. firms to refuse to participate in foreign boycotts that the United States does not sanction. Under the Commerce Department anti-boycott regulations, U.S. persons and their controlled foreign affiliates must report the receipt of boycott requests and are prohibited from agreeing to certain requests.
- To promote compliance with applicable sanctions, Apogee is expected to screen proposed counterparties against the restricted party lists set forth by OFAC and other regulators and to avoid doing business with prohibited countries and regions. International Trade Laws are complex restrictions that change from time to time as the result of new legislation, regulations or executive orders. If you have questions about whether International Trade Laws may apply to a particular transaction, please contact the Chief Legal Officer.

## **F. Inside Information and Insider Trading Prevention**

While at Apogee, you may also come into contact with another form of information that requires special handling and discretion. Inside information is material, non-public information about Apogee that, if made public, would be reasonably expected to affect the price of a company’s securities or investment decisions regarding the purchase or sale of such securities. Inside information may also be knowledge and information about the operations, products, pipeline, services, financial position, etc., of Apogee that is not accessible to the public. Apogee Representatives must never use inside information to obtain any type of personal advantage and

should not disclose inside information to any third parties without the prior approval of senior management because buying or selling stock based on inside information can be a criminal offense. For further discussion on our policy with respect to inside information, please refer to Apogee's *Insider Trading Policy* and *Guidelines for Public Disclosures and Communications with the Investment Community*.

## **G. Company Disclosure Obligations and Internal Financial Controls**

Apogee's business affairs are also subject to certain internal and external disclosure obligations and recordkeeping procedures. As a public company, we are committed to abiding by our disclosure obligations in a full, fair, accurate, timely, and understandable manner. Only with reliable records and clear disclosure procedures can we make informed and responsible business decisions. When disclosing information to the public, it is Apogee's policy to provide consistent and accurate information. To maintain consistency and accuracy, specific Apogee spokespersons are designated to respond to questions from the public as may be designated by the Executive Team from time to time. Only these individuals are authorized to release information to the public at appropriate times. All inquiries from the media or investors should be forwarded immediately to the Chief Legal Officer, Chief Financial Officer or Chief Executive Officer. The Chief Legal Officer, Chief Financial Officer or Chief Executive Officer must approve all press releases, speeches, publications or other official Apogee disclosures in advance.

Apogee is committed to compliance with the Sarbanes-Oxley Act of 2002, and ensuring proper and effective internal controls over financial reporting is among Apogee's highest priorities. In support of our disclosure obligations, it is Apogee policy to:

- comply with generally accepted accounting principles;
- maintain a system of internal accounting and disclosure controls and procedures designed to provide management with reasonable assurances that transactions are properly recorded and that material information is made known to management;
- maintain books and records that accurately and fairly reflect transactions; and
- prohibit establishment of material undisclosed or unrecorded funds or assets.

## **H. Environmental Matters**

Apogee is committed to operating its business in a manner that protects the environment as much as possible, and is further committed to compliance with all applicable environmental laws, regulations, and industry best practices, such as those that affect hazardous waste disposal, emissions, and water purity. You are expected to be aware of environmental issues and to maintain compliance with all internal environmental policies and to report any such issues to the Chief Legal Officer.

## **I. Prohibition Against Discrimination; Equal Opportunity Employment**

Apogee is committed to maintaining the highest integrity in our work environment. Our employees must comply with all applicable employment laws and our policies addressing workplace conduct. We base hiring, promotions, and performance management decisions on qualifications and job performance. Apogee's policy is to treat each employee and job applicant without regard to race, color, age, sex, religion, national origin, sexual orientation, ancestry, veteran status, or any other category protected by law. Employees must refrain from acts that are intended to cause, or that do cause, unlawful employment discrimination. Apogee also accommodates qualified disabled employees and applicants consistent with applicable laws.

## **J. HARASSMENT PREVENTION**

Apogee prohibits harassment of any kind in the workplace, including sexual harassment. Consistent with this policy, we will not tolerate harassment by any of our Apogee Representatives. Harassment includes verbal or physical conduct that threatens, offends, or disrupts another's work performance, creates an intimidating, offensive, abusive, or hostile work environment, or belittles any individual because of his or her gender, race, color, age, religion, national origin, sexual orientation, ancestry, veteran status, or any other category protected by law.

Examples of harassment include, but are not limited to, the following:

- Threatening remarks, obscene phone calls or texts, stalking, or any other form of harassment, including the use of social media;
- Causing physical injury to another or acting aggressively in a manner that causes someone else to fear injury;
- Intentionally damaging someone else's property;
- Threatening, intimidating, or coercing or attempting to coerce, others at any time, for any purpose.

### **PREVENTION OF SEXUAL HARASSMENT**

Another example of harassment is sexual harassment. Apogee has a zero-tolerance policy for sexual harassment. In general, sexual harassment occurs when among other things, actions that are unwelcome are made a condition of employment or used as the basis for employment decisions. Examples include a request for a date, a sexual favor, or other similar conduct of a sexual nature. In addition, an intimidating, offensive, or hostile work environment is created by unwelcome sexual advances, insulting jokes, or other offensive verbal or physical behavior of a sexual nature. Other examples of sexual harassment include without limitation the following:

- Unwelcome remarks, gestures, or physical contact;
- The display of sexually explicit or offensive pictures or other such materials;

- Sexual or offensive jokes or comments (explicit or by innuendo) and leering, and
- Verbal abuse, threats, or taunting.

This list of examples is by no means exhaustive. Please refer to Apogee's *Harassment Prevention and Equal Employment Opportunity and Freedom from Discrimination Policy* for more information.

## **K. Health and Safety**

Apogee is committed to providing a safe and healthy work environment for Apogee Representatives, and all other individuals working on behalf of Apogee. Apogee also recognizes that all Apogee Representatives share the responsibility for a safe and healthy work environment. Apogee will continue to establish and implement appropriate health and safety policies that supervisors and their employees are expected to uphold. Apogee Representatives are expected to conduct their work in a safe manner in compliance with all Apogee policies, and report all safety or health concerns to your supervisor or Human Resources.

Part of providing a safe and healthy environment is the prohibition of the consumption of illegal drugs or alcohol (except when alcohol is pre-approved for special Apogee-sponsored events) during standard business hours that you are working for Apogee. Individuals who consume alcohol at such events do so at their own risk. In addition, you are expected to avoid excessive consumption of alcohol at any Apogee-sponsored event, and will be asked to leave an event at which you are violating this requirement. You also may be subject to other disciplinary measures.

## **VI. VIOLENCE-FREE WORKPLACE**

The safety and security of Apogee Representatives are among our highest priorities. Apogee will not tolerate violence or threats of violence in the workplace, whether virtually or in person, nor will it tolerate intimidating, threatening, bullying, taunting, or hostile behavior, or any other conduct that leads to causing physical injury or violence in the workplace, whether virtually or in person. Additionally, subject to applicable laws, Apogee prohibits possession of any dangerous weapons on its premises or at any Apogee-related event.

## **VII. AMENDMENTS AND WAIVERS OF THIS CODE**

This Code applies to all Apogee Representatives. Please contact the Chief Legal Officer if you believe that a waiver under a provision of this Code is warranted. There shall be no substantive amendment or waiver of any provision of this Code except by a vote of the Board of Directors or the Audit Committee of the Board of Directors, which will ascertain whether an amendment or waiver is appropriate and ensure that any amendment or waiver is accompanied by appropriate controls designed to protect Apogee. In the case of non-officer employees or consultants of Apogee, waivers may also be approved by the Chief Executive Officer. Any such waiver of a provision of this Code shall be evaluated to determine whether timely public disclosure of such waiver is required under the rules and regulations of the Securities and Exchange Commission or applicable exchange listing standards.

Apogee reserves the right to amend any provision of this Code at any time, subject to the requirements for approval set forth above.

#### **VIII. NO RIGHTS CREATED**

This Code is a statement of certain fundamental principles, policies and procedures that govern Apogee's employees, officers and directors in the conduct of Apogee's business. It is not intended to and does not create any rights in any employee, customer, client, visitor, supplier, competitor, shareholder or any other person or entity.

## COMPLIANCE CERTIFICATE

I, \_\_\_\_\_, hereby acknowledge that I have received and read a copy of the Apogee Therapeutics Code of Business Conduct and Ethics. I agree to comply with this Code. I understand that violation of this Code may subject me to discipline by Apogee Therapeutics up to and including termination for cause. I understand that this Code may be changed at any time and it is my responsibility to regularly review this Code to ensure I comply with any updates made.

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Signature

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Date