

## Anti-Corruption Policy



Document Number:

Non-GxP-POL-0013

This anti-corruption policy (the “**Policy**”) has been adopted by the board of directors (the “**Board**”) of Zymeworks Inc. (“**Zymeworks**” or the “**Company**”).

### 1 PURPOSE

The Board implemented this Policy to ensure the Company and its affiliates comply with all applicable anti-corruption laws and regulations, such as the Canadian *Corruption of Foreign Public Officials Act*, the U.S. *Foreign Corrupt Practices Act*, the UK *Bribery Act 2010*, the Irish *Criminal Justice (Corruption Offenses) Act*, the Singaporean *Prevention of Corruption Act 1960*, the Singaporean *Penal Code 1871*, and the Singaporean *Corruption, Drug Trafficking and Other Serious Crimes (Confiscation of Benefits) Act 1992*. To the extent that applicable laws or regulations have stricter requirements, they will overtake the requirements in this Policy.

Zymeworks shall conduct business in a legal and ethical manner at all times, regardless of any competitive pressures or pressures exerted by local custom in a particular region. The Company and its affiliates will not solicit, receive, offer, give, pay or promise (or agree to do any of the foregoing) anything of value or gratification to obtain, induce, retain or direct business or to secure an improper advantage of any kind. Zymeworks will strive to avoid even the perception of impropriety or conflict of interest. It is prohibited to use any Zymeworks funds or assets for any illegal, improper or unethical purpose. Violations of anti-corruption laws will jeopardize Zymeworks' growth and reputation.

### 2 APPLICATION

This Policy applies to all Zymeworks directors, officers, employees, Third-Party Representatives (as defined below) and other personnel that Zymeworks may determine should be subject to this Policy, such as contractors or consultants (each, a “**Covered Person**”).

The Company's Head of Legal has the overall responsibility for the administration of this Policy, subject to oversight by the Audit Committee acting on behalf of the Board.

Any questions regarding the application of this Policy should be directed to the Head of Legal. Any issues requiring elevation may be directed to the Chair of the Audit Committee.

#### ***Third-Party Representatives***

Zymeworks shall conduct a due diligence investigation before engaging any agent, consultant, representative or business partner who will or may be interacting with outside parties, including with government officials, on the Company's behalf (“**Third-Party Representatives**”).

A “government official” is any: (a) officer, agent, or employee of a government agency; (b) person acting in an official capacity for or on behalf of a government agency; (c) candidate for government or political office; or (d) member of a royal family. A “government agency” means any: (a) government or other regulatory entity; (b) government-owned or controlled entity (including state-owned hospitals or medical facilities or state-controlled businesses or quasi-government entities); (c) commission, board, or legislative body; (d) political party; (e) tribunal or arbitral body; (f) royal family; or (g) public international organization (e.g., the World Bank or Red Cross).

Based on the results of due diligence, the Company may require some combination of the following provisions to be included in any contract with a given Third-Party Representative (i) assurances of compliance with this Policy (or substantially similar policy of such Third-Party Representative) and the

provisions of anti-corruption laws; (ii) an agreement to participate, at Zymeworks' discretion, in anti-bribery and anti-corruption training given by or on behalf of Zymeworks (or grant assurances that such Third-Party Representative is subject to anti-bribery and anti-corruption training satisfactory to Zymeworks); (iii) an agreement to submit to appropriate monitoring and audit procedures by or on behalf of Zymeworks, at Zymeworks' discretion; (iv) an agreement that it shall not retain any sub-agent, sub-contractor or representative without Zymeworks' prior written consent; and (v) an acknowledgement that such engagement may be terminated if there is a violation of the foregoing undertakings, representations and agreements.

Zymeworks may determine regions or countries that pose higher risks of corruption and may impose more stringent requirements on Third-Party Representatives operating out of or into such regions.

### **3 ANTI-BRIBERY & ANTI-CORRUPTION**

A bribe (or a form of gratification) is typically anything of value (such as, but not limited to, cash, cash-equivalents, entertainment, or other gifts or courtesies) given in an attempt to affect a person's actions or decisions in order to induce, award or assist in obtaining or retaining business for, or with, or directing business to, any person or to gain or retain a business advantage. It is prohibited to offer, authorize, or provide a bribe to any person, either directly or indirectly.

Examples of bribes and forms of gratification include, without limitation:

- cash, cash-equivalents, entertainment, or other gifts or courtesies;
- any gift, loan, fee, reward, commission, valuable security or other property or interest; in property of any description, whether movable or immovable;
- any office, employment or contract;
- any payment, release, discharge or liquidation of any loan, obligation or other liability whatsoever, whether in whole or in part;
- any other service, favour or advantage of any description whatsoever, including protection from any penalty or disability incurred or apprehended or from any action or proceedings of a disciplinary or penal nature, whether or not already instituted, and including the exercise or the forbearance from the exercise of any right or any official power or duty; and
- any offer, undertaking or promise of any gratification within the meaning of the foregoing examples above.

Anti-corruption laws prohibit both direct and indirect payments to third parties. Zymeworks may be liable for improper payments made by Third-Party Representatives or other agents or other business associates on its behalf if Zymeworks knew or should have known that such persons were likely to engage in such activities.

### **4 FACILITATION PAYMENTS**

Facilitation payments are bribes paid to government officials to facilitate or expedite a routine government action (such as processing a visa, scheduling an inspection or securing civil services). Facilitation payments are not permitted under any circumstances, unless personal safety or security is at risk, in which case the payments may be made but must be reported to the Chair of the Audit Committee as soon as possible after they are made. Such payments must be properly recorded in Zymeworks' books and records as described in Section 9 below. Facilitation payments do not include additional payments to expedite services that are publicly posted and available to anyone wishing to pay it to obtain a permit in a shorter time frame. Those payments are not bribes because they go to a government agency (instead of to a government official) and are permitted by law.

## 5 GIFTS, ENTERTAINMENT, HOSPITALITY, AND TRAVEL

Business expenditures and courtesies, meals, gifts, entertainment and hospitality and travel should always have a bona fide, justifiable and clearly apparent business purpose in connection with each such transaction and unequivocal transparency in the payment should be strictly observed, with appropriate accounting processes adhered to when recording these transactions.

Gifts, entertainment and hospitality should always be reasonable, made in good faith and in compliance with Zymeworks policies, including our Code of Business Conduct and Ethics and this Policy. Zymeworks has implemented the following guidelines to avoid even the perception of giving improper gifts:

- Can I Give a Government Official Gifts, Meals, or Entertainment?

Any gifts, meals, entertainment, or travel given to a government official require written pre-approval from the Head of Legal. The only exception to this pre-approval requirement is Zymeworks-logged merchandise of nominal value that is provided solely as a courtesy.

- Can I Give a Business Partner a Gift?

You may give modest gifts to employees of private companies (not government-owned or controlled) that do business with Zymeworks if the value of the gift is reasonable (not lavish). Gifts to private sector business partners valued in the aggregate up to \$250 per calendar year are permissible. The Head of Legal must pre-approve, in writing, gifts to private sector business partners that, in the aggregate, exceed \$250 per calendar year. You may not provide any customers—government or not—with gifts that you know violate their employers' policies covering what they can accept.

- Can I Give a Business Partner Meals or Entertainment?

You may provide meals and entertainment to employees of private companies that do business with Zymeworks if the meal or hospitality is reasonable (not lavish). The Head of Legal must pre-approve, in writing, meals that cost more than \$250 per person. Meals must be infrequent. You may not provide any customers or other partners—government or not—with meals and entertainment that you believe violate their employer's policies covering what they can accept.

- Travel

It is permitted to pay certain travel and accommodations expenses for private-sector business guests and public sector officials visiting Zymeworks' facilities or Zymeworks-sponsored events as long as it is for legitimate business purposes, it is reasonable, no friends or family members of the invitee are travelling at Zymeworks' expense, no side trips are planned, and the expense is properly recorded in Zymeworks' books and records as described in Section 9 below. Use of per diems is strongly discouraged. Prior written approval from the Head of Legal is required for any travel involving a government official.

The same rules would also apply, with the appropriate modifications, for a third party paying travel and accommodations expenses on Zymeworks' behalf.

Business decisions should never be influenced by improper payments, gifts, entertainment or hospitality. All gifts, entertainment and hospitality from strategic partners or potential strategic partners should be subject to a high level of scrutiny.

You should consider the following questions when accepting or receiving gifts, entertainment, hospitality or travel:

- Is the item intended to influence your objectivity in making a business decision?
- Is the item lavish, disproportionate to the nature of the relationship, or given frequently?
- Could it make you or the other party feel that you had an obligation to make a decision that would benefit the other party?
- Is the item illegal in your country or the other party's country?
- Is it reasonable to believe that the item violates the policies of the other party's employer?
- Would you be embarrassed if Zymeworks or anyone else knew that you gave or received the item?

## **6 SPONSORSHIP**

Zymeworks is proud to sponsor various events. However, any sponsorship should always be reasonable, made in good faith without the expectation of anything in return or the intention of influencing the behaviour or decision-making of others, and in compliance with Zymeworks policies, including our Code of Business Conduct and Ethics and this Policy. Sponsorships must be approved in advance by the Chief Executive Officer or the Head of Legal.

## **7 POLITICAL, COMMUNITY AND CHARITABLE CONTRIBUTIONS**

Zymeworks may communicate its position on important issues to elected representatives and other government officials and will comply with all applicable laws covering political contributions. Donations to political campaigns or causes can violate anti-corruption laws, especially if contributions are made to a campaign at the request or suggestion of a government official. To mitigate this risk, no Zymeworks funds, facilities, or services of any kind may be paid or furnished to any government official, including any candidate or prospective candidate for public office, to any political party, or to any political initiative, referendum, or other form of political campaign, unless permitted by applicable laws. Any contribution made on behalf of Zymeworks or using Zymeworks funds must be pre-approved, in writing, by the Chief Executive Officer or Head of Legal. To be clear, individuals are permitted to participate in political activities or support any political parties of their own choosing, on their personal behalf and on their own time.

Community or charitable contributions to be made on Zymeworks' behalf or using Zymeworks funds or resources must be approved in advance by the Chief Executive Officer or Head of Legal. It is not permitted to make such contributions other than in good faith without the expectation of anything in return or the intention of influencing the behaviour or decision-making of others, and in compliance with our Code of Business Conduct and Ethics and this Policy.

## **8 CORPORATE TRANSACTIONAL ACTIVITY**

The corruption risks posed by merger, acquisition, joint venture, and other corporate transactional activity will vary depending on a variety of factors, including the nature of the transaction and the contemplated relationship. Zymeworks' Head of Legal must be involved at the earliest stage possible of any contemplated activities to help devise an appropriate approach to anti-corruption due diligence and post-transaction integration and monitoring activities to assure that Zymeworks complies with anti-corruption laws. Once completed, if we control or operate a business, we will implement this Policy at that business promptly. If we do not control or operate the business, we will use our influence to encourage it to follow this Policy.

## 9 BOOKS, RECORDS & EXPENSES

The Company's books, records and accounts shall be kept accurately and in reasonable detail so that they fairly reflect all transactions and dispositions of assets.

Expenses must be properly classified and recorded in all cases, and detailed and accurate accounting records must be kept for all transactions, including cash and bank account records. It is prohibited to mischaracterize or omit any Zymeworks-related expenses in the Company's record keeping. It is not permitted to create any undisclosed or undeclared accounts for any purpose. False or artificial expense reports or accounting entries are not permitted for any reason.

Personal or third-party funds may not be used to accomplish what is otherwise prohibited by Zymeworks policy or by law.

## 10 REPORTING VIOLATIONS

The Company has engaged a third party to provide a confidential and anonymous reporting system, IntegrityCounts. All known or suspected violations of this Policy must be promptly reported to the Chair of the Audit Committee, the Head of Legal, or via the IntegrityCounts reporting system (which provides for reports to be made confidentially or anonymously) by calling the ethics reporting line at 1-877-391-0357, filing a web report on the IntegrityCounts system (<https://www.integritycounts.ca/org/Zymeworks>), or sending an email to [zymeworks@integritycounts.ca](mailto:zymeworks@integritycounts.ca).

Zymeworks has a strict no-retaliation policy and will not tolerate any kind of retaliation against anyone who, in good faith, reports a violation or suspected violation of this Policy or anti-corruption laws.

## 11 ENFORCEMENT

Anyone who violates this Policy or fails to report a known violation of this Policy by someone else may face disciplinary action, including possible termination of their relationship with Zymeworks.

Violations of this Policy may also violate applicable law, which may cause Zymeworks to incur consequences and liabilities, but which may also have additional consequences for violators personally, such as penalties and fines (which will not be paid by Zymeworks) or imprisonment.

## 12 OVERSIGHT

The Head of Legal will oversee periodic reviews to assess Zymeworks' anti-corruption risk and the adequacy and effective implementation of this Policy. If any material irregularities are noted during these reviews, the Head of Legal shall promptly take any necessary actions.

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Dated: October 17, 2024  
Approved by: Board of Directors of the Company