

WHISTLEBLOWER POLICY

THIS POLICY WAS APPROVED BY THE BOARD ON APRIL 3, 2024

PURPOSE

Achieve Life Sciences, Inc. (the “*Company*”) is committed to the highest standards of ethics, integrity, and accountability and to complying with applicable laws, rules, and regulations related to its business. You are required to perform your duties and responsibilities with honesty and integrity and to comply with all applicable laws, rules, and regulations, as well as Company policies. If you become aware of an actual or suspected violation of our policies or of any laws or regulations, it is your responsibility and obligation to report it and you should do so without fear of reprisal or retaliation of any kind.

We have established this Whistleblower Policy (this “*Policy*”) to enable employees and other service providers to report any activity that is unlawful or otherwise violates our policies so that we can investigate and resolve potential violations as quickly and efficiently as possible.

You are encouraged to use the guidance provided by this Policy to report all known and suspected improper activities as described below. This Policy is designed to provide you with a confidential or anonymous method for reporting any improper activities.

You should understand, however, that nothing in this Policy (nor any other Company policy or agreement) limits, impedes, or restricts your ability to contact, report to, or file a charge or complaint with, the Securities and Exchange Commission, or any other federal, state, or local government agency or commission (“*Government Agencies*”). This Policy also does not limit your ability to participate and/or assist in any investigation or proceeding that may be conducted by any Government Agencies, including providing documents or other information without notice to the Company. Nothing in this Policy limits your right to seek and/or receive an award for information provided to any Government Agencies or prohibits you from providing truthful information in response to a subpoena or other legal process.

PERSONS COVERED BY THIS POLICY

This Policy applies to our employees, contractors, consultants, agents, representatives, officers and members of our Board of Directors (“*Board*”).

WHEN SHOULD VIOLATIONS BE REPORTED

We ask that you follow this Policy to report good faith concerns regarding known or suspected violations of any of the following:

1. laws, governmental rules or regulations;
2. accounting, internal accounting controls or auditing matters; or
3. any Company policies (including our Code of Business Conduct and Ethics).

Keep in mind that your reporting obligation includes complaints or reports you might get from people outside of the Company and complaints regarding third parties who provide services to us.

HOW TO REPORT VIOLATIONS

If you believe that any violation has occurred or is occurring or you have a good faith concern regarding conduct that you reasonably believe may be a violation, you are required to promptly take one or more of the following steps:

1. Report the known or suspected violation to your manager and/or supervisor.
2. If you would prefer to speak to someone other than your manager or supervisor, you can report concerns to our Principal Financial Officer at PrincipalFinancialOfficer@achievelifesciences.com.
3. Alternatively, you may report the known or suspected violation confidentially and anonymously to NASDAQ OMX Group Corporate Services, Inc. by:
 - Calling their compliance hotline toll-free at (866) 295-5332; or
 - Online at <http://www.openboard.info/achv>

If you report using the above procedures, your report will automatically be directed to our Principal Financial Officer. Our Principal Financial Officer will provide reports to the Chair of the Audit Committee (“**Audit Committee**”) of our Board. Human resources complaints that do not involve accounting, internal accounting controls and auditing matters or violations of federal or state laws (including securities laws) or any other legal or compliance violation, will be reported to our human resources team.

You are encouraged to provide as much detail as possible regarding the subject matter of the complaint or concern. In order to better respond to any reported concerns, it would be helpful if you provide your telephone number and other contact information when making the report. However, if you prefer to remain anonymous, you may report a concern without disclosing your name or position.

If you wish to report a matter directly to our Audit Committee, you may use the process above and indicate that the report should be delivered directly to the Audit Committee, you may send an email to AuditChair@achievelifesciences.com or you may send a letter addressed to 22722 29th Dr. SE, Suite 100, Bothell, WA 98021, marked “Attention: Audit Committee”. The Audit Committee will take whatever steps it deems necessary to respond to a report that it receives, including whether to refer the matter to our Principal Financial Officer for investigation.

INVESTIGATION

We treat all reports seriously. The Company will promptly review and address each concern as appropriate. This may involve an investigation conducted by qualified personnel.

Investigations will be conducted confidentially to the extent practical and appropriate under the circumstances, recognizing that some disclosure may be necessary to effectively investigate the complaint.

You should not conduct your own independent investigation into any suspected violations; instead make your complaint or report by following the procedures in this Policy. The Principal Financial Officer will review and coordinate the investigation and resolution of all complaints and reports of a suspected violation, as well as ensure that corrective action is taken, as necessary and appropriate.

WE DO NOT RETALIATE AGAINST WHISTLEBLOWERS

We will not tolerate any retaliation against someone who reports actual or suspected violations in good faith. Any employee who engages in retaliatory conduct will be disciplined, up to and including termination. In some cases, federal, state, and/or local law provides that retaliatory action for reporting unlawful activity is illegal. Employees who object to or refuse to participate in a policy, practice or activity that is unlawful, fraudulent, criminal or incompatible with a clear mandate of public policy concerning the public health, safety or welfare or protection of the environment are also protected from retaliatory action.

We do not permit any form of intimidation or retaliation by any employee, contractor, subcontractor or agent of the Company against you because of any lawful act done to:

1. provide information or otherwise assist in an investigation of conduct you reasonably believe is a violation of any law, rule, or regulation, or of any Company policy; or
2. testify, participate in or otherwise assist in a proceeding filed or to be filed relating to a violation of any law, rule or regulation.

Nothing in this Policy in any way prohibits or is intended to restrict or impede employees from discussing the terms and conditions of their employment with co-workers or union representatives/exercising protected rights under Section 7 of the National Labor Relations Act/exercising protected rights to the extent that such rights cannot be waived by agreement, or otherwise disclosing information as permitted by law.

CHANGES TO THIS POLICY

Our Board reserves the right in its sole discretion to modify or grant waivers to this Policy. Any amendments or waiver may be publicly disclosed if required by applicable laws, rules and regulations.