

1. PURPOSE

Abeona Therapeutics Inc (the “Company”) is committed to promptly addressing and preventing policy violations and misconduct. Concerns reported will be thoroughly investigated and appropriate actions will be taken when warranted. This policy is mandatory for all employees, officers, directors, and others acting on behalf of the Company (the “Covered Persons”).

The Company complies with all applicable laws and regulations, maintaining robust internal controls and procedures to prevent, deter, and remedy any violation. However, establishing a system of internal controls and fraud prevention alone does not fully mitigate risk. It is imperative to have effective reporting mechanisms, whereby Covered Persons can report concerns, helping the Company mitigate risk and ensure its long-term success.

2. REPORTABLE CONCERNS

Covered Persons are encouraged and expected to ask questions when unsure about any ethics or compliance issues. They must report any actual or potential violations of the law, Abeona’s Code of Conduct, the Employee Handbook, or other Company policies. Examples of types of concerns that can be reported through the Compliance Helpline include:

2.1. Financial:

- **Financial Fraud:** Deliberate errors in the preparation, evaluation, review, or audit of any financial statement, and misrepresentation or false statements regarding financial records, reports or audits.
- **Accounting and Recording Irregularities:** Errors in recording and maintaining accounting and financial records, and deviations from full and fair reporting of the Company’s financial condition.
- **Internal Control Issues:** Deficiencies or non-compliance with the Company’s internal controls.
- **Unauthorized Transactions:** Performing transactions without proper authorization, including travel and expense violations, breaches of delegation of authority, and abuse of the purchasing process.
- **Public Disclosure Fraud:** Deliberate error in the preparation, evaluation, or review of the Company’s public disclosures, such as quarterly or annual reports filed with the United States Securities and Exchange Commission (“SEC”).
- **Insider Trading:** Trading company stock based on material non-public information.
- **Bribery and Corruption:** Offering something of value to influence actions of a government official.

2.2. Healthcare Compliance:

- **Product Promotion:** Failure to promote or discuss the Company’s prescription products in a truthful, non-misleading, and balanced manner, or promotion of a non-approved product.
- **Off-Label Promotion:** Promotion of the Company’s prescription drug products in a manner inconsistent with their FDA approved label.
- **Clinical Trial Results:** Failure to disclose the results of a controlled clinical trial in a timely manner as required by applicable laws and regulations.
- **Patient Privacy:** Misuse or prohibited disclosure of protected patient health information and violations of HIPAA or other privacy laws where applicable.

- **Improper Reporting:** False or improper Company reporting to government or other pricing entities regarding reimbursement or other information concerning Company products.
- **Adverse Event Reporting:** Failure to report adverse events associated with Company products as required by applicable laws and regulations.
- **Anti-Kickback Violations:** Offering, soliciting, or accepting remuneration to induce referrals of products or services.

2.3. Workplace Conduct:

- **Retaliation:** Any adverse action taken against a Covered Person for reporting misconduct or participating in an investigation.
- **Discrimination:** Unfair treatment based on race, gender, age, religion, or other protected characteristics.
- **Bullying and Harassment:** Any form of intimidation, hostility, or offensive behavior in the workplace.
- **Policy Violations:** Breaches of Company policies outlined in the Employee Handbook or other internal policies.
- **Undisclosed Conflict of Interest:** A situation in which an individual's personal interests, relationships, or activities may interfere, or appear to interfere, with their ability to act in the best interests of the Company, and such interests, relationships, or activities have not been disclosed to the individual's supervisor for consideration.
- **Employee Rights:** Breaches of federal, state, or local employment laws, such as wage and hour violations or wrongful termination.
- **Workplace Health & Safety:** Non-compliance with occupational health and safety standards.

3. REPORTING PROCEDURES

Covered Persons can report suspected or potential policy or legal violations internally through various channels, including their direct supervisor, any member of management, the Human Resources Department, the Legal & Compliance Department, the Finance Department, or the Compliance Hotline. The Compliance Hotline, operated by an independent third-party vendor, is available 24/7 for reports via telephone at 844-855-9977 or online using the [EthicsPoint](#) secure webpage. Reports may be made anonymously. When a report is made, it provides the Company with an opportunity to undertake an independent investigation and remedy any wrongdoing.

3.1. Reporting Concerns

To facilitate a thorough investigation, reports should include as much detail as possible. This may consist of the names of individuals involved or witnesses, the dates and times of incident, the location where the incident occurred, and a summary of the incident. Insufficient detail may hinder the Company's ability to investigate and address the matter appropriately.

Any employee who believes they may have been personally involved in misconduct or policy violation is still required to report such incidents. Self-reporting will be considered when determining any disciplinary action that may be appropriate.

3.2. Cooperation

Employees are expected and required to cooperate fully with Company investigators by providing accurate and truthful information. Any person who fails to cooperate with a Company investigation or intentionally lies to or misleads Company investigators will be subject to disciplinary action, up to and including termination. Cooperation includes promptly responding to requests for information and attending all necessary meetings related to the investigation. Employees are generally not permitted to bring third-party representatives to investigation interviews, nor are they allowed to record these interviews.

3.3. Confidentiality

The Company is committed to protecting the confidentiality of individuals who report concerns in good faith. Information may be disclosed only on a need-to-know basis. For each investigation undertaken, the Company will consider whether it is appropriate to require those employees interviewed as part of the investigation process not to discuss the matter with others and to maintain confidentiality. While absolute confidentiality cannot be guaranteed, every effort will be made to safeguard the identities of those who come forward.

3.4. No Retaliation

The Company prohibits any form of retaliation against individuals who report concerns about potential policy or legal violations in good faith. Retaliation against Covered Persons for reporting in good faith or participating in an investigation will not be tolerated and may result in disciplinary action, up to and including termination. Covered Persons should exercise sound judgment when reporting concerns to avoid baseless allegations. Anyone who intentionally files a false report of wrongdoing will be subject to disciplinary action, up to and including termination.

3.5. Evidence Presentation

Employees who become aware of ongoing investigations and possess potentially relevant records (e.g., emails, Teams chats, files, notes, photographs, recordings) must preserve these records and provide them to the investigator. Knowingly destroying relevant records or information will result in disciplinary action, up to and including termination.

4. INVESTIGATION PROCESS

Abeona is committed to ensuring a thorough and fair investigation process for all reported concerns. This section outlines the steps involved in investigating reports of potential policy or legal violations. This process is designed to uphold the integrity of the investigation, protect the rights of all parties involved, and ensure that appropriate actions are taken based on the findings.

4.1. Reporting and Intake

Covered Persons are required to report any concerns about potential policy or legal violations using the channels listed above. They are not responsible for investigating alleged activities or determining fault or corrective measures.

4.2. Investigation Planning and Evidence Collection

Upon receiving a report, the Company will conduct an initial assessment to determine the appropriate next steps. If a formal investigation is warranted, the Company will develop an investigation plan outlining the scope, objectives and procedures. An impartial investigator will

be assigned to the case. The investigator will gather all relevant evidence, such as documents, emails, Teams chats, files, notes, photographs, recordings, and witness statements.

4.3. Interviews and Analysis

Investigators will conduct confidential interviews with concern reporters, subject matter experts, witnesses, and the subject of the investigation. The collected evidence and interview statements will be analyzed to determine the facts and whether any violations occurred.

4.4. Investigation Report

A comprehensive investigation report will be prepared, summarizing the findings and recommending appropriate actions. Employees who were witnesses to the investigation, including the reporter and the subject of the investigation, will not be entitled to view or obtain a copy of the investigation report. The report will be retained in a confidential file with limited access for the appropriate retention period as required by law and policy.

4.5. Corrective Action

Based on the investigation findings, the Company will take necessary corrective actions, which may include disciplinary measures, policy revisions, and other remedial actions.

4.6. Communication and Follow-up

The Company will communicate the outcome of the investigation to relevant parties and ensure follow-up to implement the corrective measures and monitor for any potential retaliation.

5. DISCIPLINARY ACTION

Based on the investigation findings, and when warranted, the Company will take appropriate disciplinary actions. These actions may include, but are not limited to, verbal or written warnings, suspension, demotion, or termination of employment. The severity of the disciplinary action will be determined by the nature of the violation, the impact on the Company, and other relevant factors.

6. REPORTING

Significant findings from investigations, especially those involving senior management or matters that could impact the Company's financial or operational integrity, will be reported to senior management and the Board of Directors. This ensures that management and the Board are aware of critical issues and can provide oversight and guidance on necessary actions.

If the Company determines that there is a reasonable basis to believe a federal, state or local law or regulation has been violated, the Company will assess the need to report the matter to the appropriate governmental authority. If required, the Company will make every effort to report the matter promptly.