



# Code of Business Conduct and Ethics

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# INTRODUCTION

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CollPlant Biotechnologies Ltd. and its subsidiaries (the “Company” or “CollPlant”) is a regenerative and aesthetics medicine company developing innovative technologies and products based on its non-animal-derived collagen for tissue regeneration and organ manufacturing.

At CollPlant, we are committed to conducting our business with the highest standards of integrity, professionalism, and ethical behavior, making a positive impact on the planet.

Our rhCollagen production process utilizes plant-based genetic engineering technology. This approach eliminates the need for traditional animal-derived collagen sources, reducing the environmental strain associated with traditional methods and promoting more ethical and sustainable practices.

Our sustainable business practices, based on CollPlant's ESG (Environmental, Social, and Governance) framework, are structured around three core pillars: our commitment to people's well-being, our environmental impact, and our unwavering dedication to ethical business conduct, all of which are integrated into this Code of Business Conduct and Ethics (the “Code”).

## 1. INTEGRITY IN OUR WORKPLACE

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### 1.1 Following the Code

This Code points out the values, policies and procedures that apply to us, and guides us in making good decisions, but it does not cover every issue that may arise. If you are not sure what to do, ask your manager or contact the Company's Compliance Officer.

This Code applies to all employees, directors, officers, and consultants (collectively, "**Company's Personnel**"). We expect our suppliers, business partners and other third parties with whom we conduct business to meet the same high standards that we set for ourselves and adhere to behavior consistent with the spirit of this Code and to all applicable laws and regulation when working on behalf of CollPlant.

Company's Personnel shall commit to the Code by signing the Commitment to the Code certificate attached to this Code, indicating their understanding and commitment to business conduct and ethical standards outlined in this Code.

### 1.2 Diversity and inclusion

CollPlant aspires to offer an inclusive workplace that engages our broad diversity of people. We embrace differences and promote equal opportunity in our employment practices. We do not discriminate based on race, colour, religion, national origin, age, sex, physical or mental disability, medical condition (including pregnancy), genetic information, gender identity or expression, sexual orientation, marital status, or any other characteristics protected by law.

### 1.3 Free of discrimination and harassment

CollPlant is firmly committed to providing equal opportunity in all aspects of employment. We will not tolerate any illegal discrimination or harassment of any kind. Examples include derogatory comments based on racial or ethnic characteristics and unwelcome sexual advances. Company's Personnel must comply with applicable Company policies regarding employment discrimination and sexual harassment.



## 2. PROTECTION OF OUR PERSONNEL AND OUR ENVIRONMENT

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At CollPlant, our mission is to lead in regenerative medicine by improving the quality and longevity of people's lives while driving scientific advancement through our regenerative technology. This commitment extends to the well-being of our personnel and the communities we serve.

### 2.1 Protect Company's Personnel and our environment

CollPlant's comprehensive Environment, Health, and Safety (EHS) procedures are meticulously crafted to establish a safe and healthy workplace, mitigate the risk of injuries and illnesses and ensure strict compliance with regulatory requirements. We pledge to operate in an environmentally responsible manner, promoting sustainability, reducing our carbon footprint, and conserving natural resources. We expect all our Company's Personnel to actively participate in and comply with our environmental procedures, as each team member plays a crucial role in our collective effort to minimize our impact on the environment.

### 2.2 Safe environment

CollPlant strives to provide Company's Personnel with a safe and healthy work environment. Each employee is responsible for maintaining a safe and healthy workplace for all Company's Personnel by following safety and health rules and practices and reporting accidents, injuries, and unsafe conditions.

### 2.3 Free of violence

Violence and threatening behaviour are strictly forbidden. Company's Personnel should arrive to work in a condition suitable to performing their duties, free from the influence of illegal substances or alcohol. The use of illegal substances in the workplace will not be tolerated.

### 2.4 Employee privacy

Employees of the Company should feel secure knowing that we only use employee data for legitimate business purposes. We safeguard employee data from improper use or transfer to unauthorized sources.



## 3. BUSINESS AND INDUSTRY INTEGRITY

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### 3.1 Standards of good professional ethics

All CollPlant's business activities and affairs must be carried out ethically and honestly. We expect all Company's Personnel to conduct themselves with honesty and integrity and to avoid even the appearance of improper behaviour.

### 3.2 Compliance with laws, rules, regulations and company policies

All our Personnel shall comply with the laws and regulations of the jurisdictions in which CollPlant operates. Company's Personnel are expected to take an active role by being knowledgeable about the applicable laws and regulations to the duties they carry, attending trainings and requesting information, and seek advice from immediate supervisors, managers or other appropriate personnel where required.

In addition, all Company's Personnel must comply with this Code and applicable Company policies, as they may exist and amended from time to time.

### 3.3 Avoidance of conflicts of interest

A conflict of interest arises when an individual's personal interest interferes in any way with the interests of the Company.

Company's Personnel must avoid situations involving a conflict, or potential conflict, between their personal, family or business interests, and the interests of the Company. A conflict of interest can arise when a Representative takes actions or has interests that make it difficult to undertake and perform his or her work with the Company objectively

and effectively. For example, there is a likely conflict of interest if you:

- cause the Company to engage in business transactions with relatives or friends.
- have taken an action or have interest that may make it difficult to perform your work for the Company objectively and effectively; or
- compete, or prepare to compete, with the Company while still employed by the Company and a reasonable time thereafter.

Conflicts of interest are prohibited as a matter of Company policy, except as may be approved by the Board of Directors. Conflicts of interest may not always be clear-cut, so if you have a question, you should consult with higher levels of management. Directors are required to promptly disclose to their fellow directors any personal interest they may have in a matter which comes before the Board of Directors and to abstain from participating in any decision in which there is, or could be, a conflict of interest.

### **3.4 Compliance with insider trading laws**

Company's Personnel may hear or know about a Company's business activities, plans or other information that are not yet publicized. Information that has not been made public, but if known, may persuade a reasonable investor to buy, sell or hold a Company's securities is called "inside" or "non-public" information. If you have access to non-public information you are not permitted to use or share that information for stock trading purposes or for any other purpose except the conduct of the Company's business. To use non-public information for personal financial benefit or to "tip" others who might make an investment decision based on this information is not only unethical but also illegal. To assist with compliance with laws against insider trading, the Company has adopted a specific policy governing Company's Personnel' trading in securities of the Company. This policy has been distributed to all relevant Company's Personnel. If you have any questions, please consult the Company's Compliance Officer or Legal department.

### **3.5 Corporate opportunities**

Company's Personnel are prohibited from taking for themselves personal opportunities that arise using corporate property, information, or position. Company's Personnel may not use corporate property, information, or position for improper personal gain, and are prohibited from competing with the Company directly or indirectly. Company's Personnel owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

### **3.6 Competition and fair dealing**

At CollPlant, we seek to outperform our competition fairly and honestly. Infringement of proprietary rights, possessing trade secret information that was obtained without the owner's consent, or inducing such disclosures by past or present Company's Personnel, directors or officers of other companies are prohibited.

Each Employee should endeavour to respect the rights of and deal fairly with the Company's clients, service providers, competitors, and Company's Personnel. No Employee should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other intentional unfair-dealing practice.

### **3.7 Business inducements and gifts**

Sales-related commissions, rebates, discounts, credits, and allowances are customary business inducements, but careful attention should be paid to avoid illegal or unethical payments to gain an unfair advantage with clients and to ensure compliance with various pricing, currency exchange controls and tax regulations. Such payments must be reasonable in value, competitively justified, properly documented, and directed toward the business entity and the country in which the original sales services were made/issued. They should not be directed to individual officers, Company's Personnel, or agents of such entities or to a related entity. They should be made only in the country of such entity's place of business.

Gifts are also part of commercial business entertainment. No gift or entertainment should ever be offered, given, provided or accepted by any Company Representative, his or her family member or agent unless it complies with all of the following: (1) is not a cash gift, (2) is consistent with customary business practices, (3) is not excessive in value, (4) cannot be construed as a bribe or payoff, (5) would not be required to be reported as compensation to the recipient by any taxing authority with proper jurisdiction; and (6) does not violate any laws or regulations. Please discuss with your immediate supervisor any gifts or proposed gifts that you are not certain are appropriate.

### **3.8 Fair competition and antitrust laws**

The Company's activities are subject to the antitrust laws of various jurisdictions. In general, antitrust laws prohibit agreements or actions that may restrain free trade or reduce competition. Company's Personnel should never engage in activities such as price fixing, bid rigging or other arrangements that violate antitrust laws, and never discuss pricing, customers or sales agreements with competitors. Care must be exercised to ensure that any activities with Company's Personnel of other companies are not viewed as a violation of any of these laws.

### **3.9 Compliance with anti-bribery and anti-corruption laws**

All Company's Personnel are committed to strict compliance with anti-bribery and anti-corruption laws, including the U.S. Foreign Corrupt Practices Act, as well as to the Israeli Penal Code, which prohibit giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business. We categorically reject improper payments, understanding that offering, accepting, or giving anything of value to influence a business decision or gain an unfair advantage is not only unethical but also against the law. We strictly prohibit the promise, offer or delivery to a government official or employee of a gift, favor or other gratuity or any payment for taking routine governmental actions.

We recognize the severe repercussions that improper payments can have for individuals, CollPlant, our industry, and the people we serve. To mitigate these risks, we are diligent in maintaining accurate books and records that transparently reflect all payments made and received.

### **3.10 Political contributions**

No Employee is authorized to make a political contribution on behalf of the Company or in the Company's name.

The Company's policy regarding political contributions applies to the use of Company assets and is not intended to discourage or prevent individuals from engaging in political activities on their own time and at their own expense. Since work time can be considered a contribution, however, no Representative may work for any candidate during hours for which he or she is being paid by the Company.

The Company's policy regarding political contributions does not prohibit the Company from supporting the legitimate lobbying efforts of a trade association of which the Company is a member.

### **3.11 Public relations and social media**

The Chief Executive Officer and the Deputy CEO & CFO are responsible for all public relations, including all contact with the media. Unless specifically authorized to represent CollPlant to the media, Company's Personnel may not respond to inquiries or requests for information. This includes newspapers, magazines, trade publications, radio and television, as well as any other external sources requesting information about CollPlant.

In order to maintain the consistency and quality of the disclosures by CollPlant to its stakeholders, and to better limit the potential for leaks of confidential information or selective disclosure, Company's Personnel should refrain from disclosing or discussing matters relating to CollPlant on blogs, tweets, bulletin boards, social networking sites and other social media sites.

## **4. PROTECTING COLLPLANT'S ASSETS AND INFORMATION**



All Company's Personnel are entrusted with protecting the Company's assets, which encompass information assets, as well as physical, electronic, and financial assets. This responsibility extends to preventing improper or careless use, destruction, or disclosure and is a collective obligation.

### **4.1 Protection of electronic, physical and financial assets**

We protect CollPlant's electronic and physical assets, ensuring the well-being of company facilities, vehicles, furnishings, equipment, inventory, electronic devices, and information systems. Safeguarding these assets from damage and loss is paramount, and it is the responsibility of each Representative. We commit to maintaining electronic and physical

assets in good working condition, avoiding careless or wasteful usage. Computers, electronic devices, software, and the associated passwords are kept secure to ensure the integrity and confidentiality of CollPlant's information.

Occasional personal use of company resources is permitted, provided it does not interfere with job responsibilities or violate company policies.

In addition to protecting information assets, we also prioritize the safeguarding of CollPlant's financial assets. The integrity of cash assets, securities, bank accounts, credit standing, and financial records is essential to our success. Every Representative plays a role in protecting and securing these financial assets, managing budgets responsibly, and complying with Company accounting controls, financial policies, and guidelines related to sourcing and purchasing. We encourage Company's Personnel to speak up if they have any concerns related to accounting or auditing matters.

## **4.2 Protection of confidential and proprietary information**

Confidential and proprietary information related to our operations is treated with the utmost privacy. This information is utilized solely for job-related purposes and is not shared with unauthorized individuals, whether inside or outside the Company. Company's Personnel are strictly prohibited from uploading or storing confidential, proprietary, or personally identifiable information on unauthorized platforms, such as cloud storage sites, personal email accounts, home computers, personally obtained storage locations, or insecure locations.

In addition, the Company's Personnel must adhere to the confidentiality policies established by the Company. Prior to sharing any information outside the company, Company's Personnel are required to consult with their supervisors or the Company's legal department to ensure compliance with these policies.

### Emphasis on protecting proprietary information:

Particular attention is given to the protection of proprietary information, which is defined as knowledge owned by CollPlant and utilized for a competitive advantage in the marketplace. This includes safeguarding intellectual property, such as trade secrets (e.g., patents, trademarks, technologies, manufacturing processes, and business methods). As Company's Personnel of CollPlant, we hold a position of trust and confidence, often coming into contact with or having access to confidential information and inventions developed by Company Company's Personnel and agents.

This commitment to protecting Company assets underscores the critical importance of confidentiality, especially regarding proprietary information that contributes to our competitive edge. Each Representative plays a vital role in upholding these principles to maintain the integrity and success of CollPlant.

## **4.3 Record-keeping**

The Company requires honest and accurate recording and reporting of information in order to make responsible business decisions. In the performance of their duties, Company's Personnel are prohibited from knowingly misrepresenting facts. Business records and communications often become public, and we should avoid exaggeration, derogatory remarks, guesswork, or inappropriate characterizations of memos, and formal reports.

It is of critical importance that the Company's filings with the U.S. Securities and Exchange Commission and other public disclosures be accurate and timely. To that end, all of the Company's books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect the Company's transactions and must conform both to applicable legal requirements and to the Company's system of internal controls. Unrecorded or "off the books" funds or assets should not be maintained, unless permitted by applicable law or regulation, with the full knowledge and consent of the Audit Committee of the Company's Board of Directors.

Mistakes should never be covered up but should be immediately fully disclosed and corrected. Falsification of any record is prohibited.

Records should always be retained or destroyed according to the Company's record retention policies. In the event of litigation or governmental investigation involving Company records, please consult the Company's Compliance Officer.

## 5. FINANCIAL REPORTING INTEGRITY AND SEC DISCLOSURE



### 5.1 Full, fair, accurate, timely, and understandable disclosure

At CollPlant, we are committed to upholding the highest standards of integrity and transparency in all aspects of our business, particularly in our financial reporting and disclosures to the U.S. Securities and Exchange Commission (SEC). Company's Personnel has a responsibility to contribute to the accuracy and completeness of the information we provide to the SEC and the public.

### 5.2 Senior management responsibility

Our Chief Executive Officer (CEO) and Chief Financial Officer (CFO) are designated as the certifying officers responsible for ensuring that all periodic reports filed with the SEC present a full, fair, accurate, timely, and understandable picture of our financial condition, results of operations, and cash flows. They must also certify the effectiveness of our internal controls over financial reporting.

### 5.3 Collaborative accountability

Ensuring the integrity of our financial reporting is a collaborative effort that involves all employees, particularly those engaged in financial reporting activities. This commitment extends to our legal and compliance teams, who play a pivotal role in ensuring compliance with all applicable laws and regulations.

### 5.4 Board oversight

Our Board of Directors, with particular attention from the Audit Committee, provides oversight to safeguard the accuracy and transparency of our financial reporting practices. The Audit Committee is responsible for reviewing the financial information presented to the SEC, the effectiveness of internal controls, and the qualifications and independence of our external auditors.

### 5.5 Commitment to ethical practices

Maintaining the trust of our investors, stakeholders, and the public is paramount. We strictly prohibit any actions that may compromise the accuracy or completeness of our SEC filings. As a company, we commit to avoiding not only legal impropriety but also any appearance of impropriety in our financial reporting practices.

## 6. REPORTING VIOLATIONS AND SPEAKING UP



Our culture at CollPlant promotes open communication and respectful discussion among all Company's Personnel. We understand that transparent dialogue is essential for addressing issues, resolving problems, and enhancing overall performance.

### 6.1 Responsibility to speak up

It is the collective responsibility of the Company's Personnel to speak up when they observe or become aware of potential violations of this Code, ethical concerns, or any actions that may compromise the values of CollPlant.

### 6.2 Reporting mechanism

To facilitate the reporting of violations or concerns, CollPlant has established clear and confidential reporting mechanisms. Company's Personnel can report violations to their direct supervisor, any other management member, or directly to the Company's Compliance Officer or General Counsel. Alternatively, reports can be made directly to the Chair of the Audit Committee.

You may submit a report with a request for confidential treatment, under which your name will be revealed only to the



person to whom the report has been submitted, to the Compliance Officer and to such other persons as the Compliance Officer reasonably determine is advisable in order to carry out an appropriate and adequate evaluation or investigation of the matters described in the report or as otherwise necessary in order to comply with applicable law. The Company is also allowing for anonymous submission of reports, and each report, even if submitted anonymously will be treated according to Company's procedures.

### 6.3 Reporting contacts

- Direct Supervisor or any other Management member.
- Company's Compliance Officer, Eran Rotem: eran@collplant.com
- Company's General Counsel, Adv. Bar Abelis: bara@collplant.com
- Chair of the Audit Committee, Dr. Elan Penn: info@penn.co.il

Letters can be delivered to Company Offices at 4 Oppenheimer street, POB 4132, Rehovot 7670104, Israel, with the attention of any of the persons listed above.

In embracing a culture of open communication and accountability, we collectively strengthen CollPlant's commitment to ethical conduct and ensure a workplace that thrives on integrity and transparency.

Reports on violation submitted hereunder will be handled according to the Company's Complaint Policy and Procedures.

### 6.4 Protection against retaliation

CollPlant is committed to protecting individuals who speak up in good faith. We strictly prohibit retaliation against those who report violations, ensuring that individuals who raise concerns can do so without fear of negative consequences.

### 6.5 Consequences for violations

Anyone discovered to be involved in inappropriate conduct or in violation of this Code, our policies, our procedures and/or applicable laws or regulations, is subject to corrective action, up to and including termination of employment.

## 7. WAIVERS



Any waiver of this Code may be made only by the Company's Board of Directors and will be promptly disclosed as required by any applicable law or regulations.

## 8. PUBLICATION OF THE CODE



This Code, and any amendments, shall be posted on the Company's website at: **www.collplant.com**

This Code shall be delivered by e-mail to every director, officer, employee and consultant of the Company once a year, and upon any material amendment.

The Company's General Counsel is responsible for reviewing and evaluating this Code at least annually and will recommend any necessary or appropriate changes to the Board for consideration.

#### Company's Compliance Officer is:

**Eran Rotem**

email address: eran@collplant.com

#### Company's General Counsel is:

**Adv. Bar Abelis**

email address: bara@collplant.com

#### Approved by:

Company's Board of Directors

on November 28, 2023

## COLLPLANT CODE OF BUSINESS CONDUCT AND ETHICS

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### Commitment to the Code

I acknowledge that I have received, read and understand the CollPlant Code of Business Conduct and Ethics and agree to its terms, including those of the policies and procedures referenced in it, except where applicable laws otherwise apply. I promise to use it as a guide to acceptable behavior and recognize that making ethical choices in my work and complying with applicable laws contributes to CollPlant's culture of integrity.

Consequences for violations of the Code may involve corrective action, up to and including termination of employment.

CollPlant does not tolerate retaliation against anyone for making a good faith report.

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Employee's Signature

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Employee's Name [printed]

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Position

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Date