

## ROIVANT SCIENCES LTD.

### CODE OF BUSINESS CONDUCT AND ETHICS

Roivant Sciences Ltd. (“**Roivant**”) and its controlled affiliates (collectively, the “**Company**”) are committed to creating an environment where we are able to do our best work while behaving in a legal and ethical manner that enhances the Company’s reputation. One of our core principles at Roivant is integrity. To be the kind of company that we want to be, we must follow both legal and ethical principles that will enable us to earn the trust of all of our stakeholders and create value for them. This Code of Business Conduct and Ethics (the “**Code of Conduct**”) reflects the business practices and principles of behavior that support this commitment. We expect every director, officer and employee of the Company that is acting on behalf of the Company (collectively, “**personnel**”) to read and understand the Code of Conduct and its application to the performance of his or her business responsibilities for and on behalf of the Company.

Unless otherwise provided herein, the term personnel does not include, and this Code of Conduct does not apply to, directors, officers and employees of a Roivant subsidiary that has adopted a code of business conduct that separately covers directors, officers and employees of such subsidiary and is no less restrictive than this Code of Conduct; provided that for directors, officers and employees of a Roivant subsidiary who are acting on behalf of Roivant, this Code of Conduct operates in conjunction with, and in addition to the policies and codes of business conduct and ethics of such subsidiary.

The Code of Conduct addresses conduct that is particularly important to proper dealings with the people and entities with which we interact, but reflects only a part of our commitment. From time to time we may adopt additional policies or procedures with which our personnel are expected to comply, if applicable to them. Where there is no stated guideline in the Code of Conduct or otherwise, it is the responsibility of each member of our personnel to continue to apply the highest ethical standards in making business decisions.

By working at the Company, you agree to comply with the Code of Conduct, and to revisit and review it at least annually and whenever we notify you of any material updates. Violations of the Code of Conduct will not be tolerated. Any member of our personnel who violates the standards in the Code of Conduct may be subject to disciplinary action, up to and including immediate termination. You should not hesitate to ask questions about whether any conduct may violate the Code of Conduct, voice concerns or clarify gray areas. Section 12 below further details the compliance resources available to you.

#### Section 1. *Honest and Ethical Conduct.*

It is our policy to conduct our affairs in an honest and ethical manner. The integrity and reputation of the Company depends on the honesty, fairness and integrity brought to the job by each person associated with us. Unyielding personal integrity is the foundation of corporate integrity.

## Section 2. *Compliance with Laws, Rules and Regulations.*

Obeying the law is the foundation of the Code of Conduct. Our success depends upon our personnel operating within legal guidelines and cooperating with local, national and international authorities. We expect our personnel to understand, obey and comply with the legal and regulatory requirements applicable to their business units and areas of responsibility. We also want you to seek advice from others when needed. If you have a question about compliance with law, you must seek an answer from your supervisor or Roivant's General Counsel (or his or her delegate) (the "**Compliance Officer**").

Disregard of any law, rule or regulation will not be tolerated. Violation of laws, rules and regulations of any country may subject an individual, as well as the Company, to civil and/or criminal penalties. You should be aware that conduct and records, including emails and texts, even on personal devices, are subject to internal and external audits and to discovery by third parties in the event of a government investigation or civil litigation. It is in everyone's best interests to know and comply with our legal obligations.

While not part of this Code of Conduct, the Company's other employee policies and standards of conduct, which may differ by business area and jurisdiction, are developed to support and reinforce the principles set forth in this Code of Conduct. These various separate policies and standards can be accessed electronically through the Company's intranet site, or by request to the Compliance Officer.

### (a) *Insider Trading.*

It is generally illegal for directors, officers or employees of the Company to trade in Roivant securities, the securities of a publicly traded subsidiary of Roivant or the securities of another publicly traded entity, in each case while in possession of material non-public information about that entity. It is also generally illegal for any director, officer or employee of the Company to disclose material non-public information about Roivant, a publicly traded subsidiary of Roivant or another publicly traded entity to others who may trade on the basis of that information. These illegal activities are commonly referred to as "insider trading."

For more information, please refer to Roivant's "**Insider Trading Policy**" and, to the extent you are a director, officer, or employee of a publicly traded subsidiary of Roivant, that subsidiary's insider trading policy.

### (b) *International Business Laws.*

Our personnel are expected to comply with the applicable laws in all countries to which they travel, in which they operate and where we otherwise do business in connection with their activities for the Company, including laws prohibiting bribery, corruption or the conduct of business with specified individuals, companies or countries. The fact that, in some countries, certain laws are not strictly enforced is not an excuse for noncompliance. We expect our personnel to comply with applicable Bermuda, U.K., Swiss, Canada, and U.S. laws, rules and regulations governing the conduct of business by their respective citizens and corporations both inside and outside Bermuda, the U.K., Switzerland, Canada

and the U.S, as well as applicable law, rules and regulations in any other jurisdictions in which the Company may conduct business from time to time.

The U.K. Bribery Act 2010 (the “**UK Bribery Act**”) prohibits giving anything of value to, or receiving anything of value from, anyone (whether or not a government official) to induce the recipient or any other person to act improperly in the performance of his/her functions, to reward him/her for acting improperly, or where the recipient would act improperly by accepting such value.

The UK Bribery Act also separately prohibits providing anything of value to a foreign public official with the intent to influence the foreign public official in that capacity and to obtain business or an advantage in the conduct of business.

In addition, the U.S. laws, rules and regulations, which extend to all our activities outside the U.S., include:

- The Foreign Corrupt Practices Act, which prohibits directly or indirectly giving or offering anything of value to a foreign government official to obtain or retain business or favorable treatment and requires the maintenance of accurate books of account, with all Company transactions being properly recorded;
- U.S. Embargoes, which generally prohibit U.S. companies, their subsidiaries and their employees from doing business with, or traveling to, countries subject to sanctions imposed by the U.S. government (for example, the Crimea region of Ukraine, Cuba, Iran, North Korea, and Syria), as well as engaging in any dealings with designated parties who are identified on economic sanctions lists or, in some cases, parties 50% or greater owned by one or more designated parties;
- U.S. Export Controls, which restrict exports from the U.S. and re-exports from other countries of goods, software and technology to many countries, and prohibit transfers of U.S.-origin items to denied persons and entities; and
- Anti-boycott Regulations, which prohibit U.S. companies from taking any action that has the effect of furthering or supporting a restrictive trade practice or boycott imposed by a foreign country against a country friendly to the U.S. or against any U.S. person.

Please refer to our “**Anti-Corruption Compliance Policy**”, “**Anti-Fraud Policy**”, “**Anti-Money Laundering and Counter-Terrorist Financing Policy**” and “**Economic Sanctions and Export Controls Policy**” for more information. If you have a question as to whether an activity is permitted, please ask the Compliance Officer before taking any action.

(c) *Antitrust Laws.*

It is the policy of the Company to comply with all applicable antitrust and competition laws in the jurisdictions in which the Company operates. These laws are designed to promote fair and vigorous competition, unrestricted by anti-competitive agreements and practices. The antitrust laws generally prohibit competitors from sharing competitively sensitive information (such as pricing) or fixing prices or other terms of conditions of sale, rigging bids, allocating customers and markets or otherwise agreeing not to compete. To prevent even the appearance of illegality, directors, officers and employees of the Company should not discuss (orally or in writing) any of these subjects with a potential competitor without first discussing with the Compliance Officer. Violations can result in severe penalties against both the Company and its personnel. The antitrust authorities in the U.K, U.S. and other jurisdictions actively monitor and investigate potential violations of antitrust laws and injured private parties may sue for treble damages. It is therefore imperative that all Company personnel understand and fully comply with both the spirit and the letter of the antitrust laws.

(d) *Environmental Compliance.*

Applicable laws in the jurisdictions in which the Company operates may impose criminal liability on any person or company that contaminates the environment with any hazardous substance that could cause injury to the community or environment. Violation of environmental laws can involve monetary fines and imprisonment. We expect our personnel to comply with all applicable environmental laws when conducting the business of the Company.

The Company strives to provide a safe and healthy work environment for our employees and to avoid adverse impact and injury to the environment and communities in which we conduct our business. Achieving this goal is the responsibility of all officers, directors and employees.

Section 3. *Scientific Integrity.*

Research integrity is fundamental to the scientific process and Roivant's ability to bring novel products to market. All research and development conducted by the Company must be done in a manner consistent with all applicable laws and regulations and the generally accepted ethical standards of the scientific community. Scientific misconduct, such as fabrication, falsification, or plagiarism in proposing, conducting, or reporting research, disregards the intellectual contributions and property of others, and impedes the progress of research, and corrupts the scientific record and is not consistent with the Company's ethical standards.

Section 4. *Fair Dealing.*

Competing vigorously, yet lawfully, with competitors and establishing advantageous, but fair, business relationships with customers and suppliers is a part of the foundation for long-term success. Unlawful and unethical conduct, which may lead to short-term gains, may damage a company's reputation and long-term business prospects, as well as subjecting the Company and relevant individuals to criminal and civil liability.

Accordingly, it is the Company's policy that directors, officers and employees must endeavor to deal ethically and lawfully with the Company's collaborators, counterparties, customers, suppliers, competitors and employees in all business dealings on the Company's behalf. No director, officer or employee should take unfair advantage of another person in business dealings on the Company's behalf through the abuse of privileged or confidential information or through improper manipulation, concealment or misrepresentation of material facts. If information is obtained by mistake that may constitute a trade secret or other confidential information of another business, or if you have any questions about the legality of proposed information gathering or other practices, you must consult your supervisor or the Compliance Officer, as further described in Section 12.

#### Section 5. *Conflicts of Interest.*

Our personnel are required to avoid any conflict or potential conflict between their personal interests (including those of their immediate family members) and the best interests of the Company. A "conflict of interest" occurs when a person's private interests interfere in any way, or even appear to interfere, with the interests of the Company. A conflict of interest may arise when a director, officer or employee takes an action or has an interest that may make it difficult for him or her to perform his or her work objectively and effectively. Conflicts of interest may also arise when a director, officer or employee (or his or her immediate family members) receives improper personal benefits as a result of the director's, officer's, or employee's position in the Company.

The following are examples of situations that may constitute a conflict of interest:

- Working, in any capacity, for a competitor, customer or supplier while employed by the Company.
- Accepting gifts of more than modest value or receiving personal discounts (if such discounts are not generally offered to the public) or other benefits as a result of your position in the Company from a competitor, customer or supplier.
- Competing with the Company for the purchase or sale of property, products, services or other interests.
- Having an interest in a transaction involving the Company, a competitor, a customer or supplier (other than as an employee, officer or director of the Company and not including routine investments in publicly traded companies and non-controlling routine investments in private companies).
- Receiving a loan or guarantee of an obligation as a result of your position with the Company.
- Directing business to a supplier owned or managed by, or which employs, a relative or friend

In order to avoid conflicts of interests, directors, officers and employees must disclose to the Compliance Officer any transaction or relationship that reasonably could be expected to give rise to such a conflict.

Conflicts of interest may not always be clear-cut, so if you have any questions about a potential conflict or if you become aware of an actual or potential conflict, you should discuss the matter with the Compliance Officer, as further described in Section 12.

You should report actions that may involve a conflict of interest to the Compliance Officer.

#### Section 6. *Corporate Opportunities.*

Directors, officers and employees owe a duty to the Company to advance its legitimate business interests when the opportunity to do so arises. Personnel are prohibited from:

- taking for himself or herself, or diverting to others, opportunities that are discovered through the use of Company property or information or as a result of his or her position with the Company *unless* such opportunity (i) has first been presented to, and rejected by, the Company and (ii) does not otherwise conflict with, or impair his or her ability to perform, his or her duties;
- using Company property, information or position for improper personal gain; and
- competing with the Company, directly or indirectly.

For the avoidance of doubt, the provisions of this Section 6 shall not be applicable to any persons who are Non-Covered Persons, as such term is defined in the Insider Trading Policy of Roivant.

#### Section 7. *Protection and Proper Use of Company Assets.*

The sole purpose of the Company's equipment, vehicles, supplies and technology is to conduct our business. They may only be used for Company business consistent with Company guidelines.

All personnel should protect the Company's assets and ensure their efficient use. Loss, theft, misuse, carelessness and waste have a direct impact on the Company's profitability. Any suspected loss, misuse or theft should be reported to the Compliance Officer.

#### Section 8. *Gifts and Entertainment.*

Business gifts and entertainment given in the Company's name are meant to create goodwill and sound working relationships and not to gain improper advantage with

partners or customers or facilitate approvals from government officials. The exchange, as a normal business courtesy, of meals or entertainment is a common and acceptable practice as long as it is reasonable and proportionate, and not in violation of any applicable laws. However, these gifts should be given infrequently and their value should be modest. Gifts or entertainment in any form that would likely result in a feeling or expectation of personal obligation should not be extended or accepted.

Practices that are acceptable in a commercial business environment may be against the law or the policies governing federal, state or local government employees. Therefore, no gifts or business entertainment of any kind may be given to any government employee without the prior approval of the Compliance Officer.

The provision and receipt of gifts and entertainment must also be in accordance with our “**Anti-Corruption Compliance Policy**,” to which you should refer for guidance. Our Anti-Corruption Compliance Policy applies to our transactions everywhere in the world, even where a practice is widely considered “a way of doing business.”

Under some statutes, such as the UK Bribery Act and the U.S. Foreign Corrupt Practices Act (further described in Section 2), improper gifts or entertainment could be a criminal act subject to prosecution and conviction. Specific compliance policies and restrictions may also apply regarding gifts to a health care provider. Discuss with the Compliance Officer any proposed entertainment or gifts if you are uncertain about their appropriateness.

#### Section 9. *Confidentiality.*

One of our most important assets is our confidential information. We sometimes share confidential information with our personnel and we expect you to keep that information confidential, and not disclose or use it except as needed to perform your work here. If you don’t know whether something is confidential, ask your supervisor or the Compliance Officer. Unless you hear otherwise, you should assume that everything (financials, strategy and plans, scientific and technical data, details and results of our studies and clinical trials, information about our product candidates, legal disputes, etc.) is confidential.

In addition, because we interact with other companies and organizations, there may be times when you learn confidential information about other companies. You must treat this information in the same manner as you are required to treat our confidential information. There may even be times when you must treat as confidential the fact that we have an interest in, or are involved in discussions with, another company.

All of our personnel have a duty to refrain from disclosing to any person confidential or proprietary information about us or any other company learned in the course of employment here, until that information is disclosed to the public through approved channels (usually through a press release, an SEC filing or a formal communication from a member of senior management). This policy requires you to refrain from discussing confidential or proprietary information with outsiders and even with other Company

employees, consultants or independent contractors, unless those persons have a legitimate need to know the information to perform their job duties and are themselves subject to confidentiality obligations to the Company. Unauthorized use or distribution of this information could also be illegal and result in civil liability and/or criminal penalties. Please refer to our “**Regulation FD Disclosure Policy**” for more information.

Proprietary information includes all non-public information that might be useful to competitors or that could be harmful to the Company, its customers or its suppliers if disclosed. Intellectual property, such as trade secrets, patents, trademarks and copyrights, as well as business, research and new product plans, objectives and strategies, records, databases, employee medical information, customer, employee and suppliers lists and any unpublished financial or pricing information must also be protected.

You should also take care not to inadvertently disclose confidential information. Materials that contain confidential information, such as memos, notebooks, computer disks, memory sticks, laptop computers, tablets and mobile devices, should be stored securely. Be cautious when discussing sensitive information in public places like elevators, airports, restaurants and “quasi-public” areas within the Company. Please take special care when talking to your friends, family, or others about the Company or our industry.

Unauthorized posting or discussion of any information concerning our business, information or prospects on the Internet is prohibited. You may not discuss our business, information or prospects on blog posts or social media sites (including Facebook and Twitter), or in response to news reports or articles, regardless of whether you use your own name or a pseudonym. All Company emails, voicemails and other communications are presumed confidential and should not be forwarded or otherwise disseminated outside of the Company, except when required for legitimate business purposes. This is not intended to restrict communications or actions protected or required by state or federal law, such as employees discussing their wages, benefits or terms and conditions of employment.

In addition to the above responsibilities, if you are handling information protected by any privacy policy published by us, then you must handle that information in accordance with the applicable policy.

Your obligation to protect the Company’s proprietary and confidential information continues even after you leave the Company, and, to the extent permitted by applicable law, you must return all proprietary information in your possession upon leaving the Company.

Notwithstanding the foregoing, this Section 9 does not prohibit you from reporting possible unlawful conduct to governmental agencies or entities or, if applicable, self-regulatory organizations (i.e., a non-governmental organization with statutory responsibility to develop and enforce regulations for its own members) or otherwise cooperating with any such agencies, entities or organizations that may be investigating possible unlawful conduct, including providing documents or other information to such agencies, entities or organizations, without notice to the Company, to the extent required by applicable law, rule or regulation. Additionally, nothing in this Section 9 shall prevent you from disclosing information to a Non-Covered Person (as defined in Roivant’s Insider



Trading Policy) to the extent you are entitled to disclose confidential information to such Non-Covered Person under the Insider Trading Policy. Please refer to our “**Policy for Reporting Concerns Related to Accounting, Auditing and Ethical Violations (Whistleblower Policy)**” for more information.

Section 10. *Maintenance of Corporate Books, Records, Documents and Accounts; Financial Integrity.*

The integrity of our records depends upon the validity, accuracy and completeness of the information supporting the entries in our books of account. Therefore, our corporate and business records should be completed accurately and honestly. The making of false or misleading entries, whether they relate to financial results or otherwise, is strictly prohibited. Our records serve as a basis for managing our business and are important in meeting our obligations to our partners, local business customers, contributors, creditors, employees and others with whom we do business. As a result, it is important that our books, records and accounts accurately and fairly reflect, in reasonable detail, our assets, liabilities, revenues, costs and expenses, as well as all transactions and changes in assets and liabilities. We require that:

- no entry be made in our books and records that intentionally hides or disguises the nature of any transaction or of any of our liabilities or misclassifies any transactions as to accounts or accounting periods;
- transactions be supported by appropriate documentation;
- the terms of commercial transactions be reflected accurately in the documentation for those transactions and all such documentation be reflected accurately in our books and records;
- personnel comply with our system of internal controls; and
- no cash or other assets be maintained for any purpose in any unrecorded or “off-the-books” fund.

Our accounting records are also relied upon to produce reports for our management, shareholders and creditors, as well as for governmental agencies. These reports must provide full, fair, accurate, timely and understandable information and fairly present our financial condition and results of operations. Personnel who collect, provide or analyze information for or otherwise contribute in any way in preparing or verifying these reports should strive to ensure that our financial disclosure is accurate and transparent. In addition:

- no personnel may knowingly take or authorize any action that would cause our financial records or financial disclosure to fail to comply with generally accepted accounting principles or applicable laws, rules and regulations;
- all personnel must cooperate fully with our accounting and audit teams, as well as our independent public accountants and counsel, respond to their

questions with candor and provide them with complete and accurate information to help ensure that our books and records are accurate and complete; and

- no personnel should knowingly make (or cause or encourage any other person to make) any false or misleading statement in any of our reports or knowingly omit (or cause or encourage any other person to omit) any information necessary to make the information in any of our reports accurate in all material respects.

Any personnel who becomes aware of any departure from these standards has a responsibility to report his or her knowledge promptly to a supervisor, the Compliance Officer or one of the other compliance resources described in Section 12. Please refer to the section titled “**Receipt of Employee Complaints**” in our “**Policy for Reporting Concerns Related to Accounting, Auditing and Ethical Violations (Whistleblower Policy)**” for more information.

In addition, the Company is committed to providing a workplace conducive to open discussion of our business practices and is committed to complying with the laws and regulations to which we are subject. Accordingly, the Company will not tolerate conduct that is in violation of such laws and regulations. Personnel are encouraged to promptly report a good faith complaint regarding accounting, internal accounting controls, or auditing matters (“**Accounting Matters**”) to the Compliance Officer. This includes, without limitation, complaints relating to the following types of conduct:

- fraud, deliberate error or gross negligence or recklessness in the preparation, evaluation, review or audit of any financial statement of the Company;
- fraud, deliberate error or gross negligence or recklessness in the recording and maintaining of financial records of the Company;
- deficiencies in, or noncompliance with, the Company’s internal accounting controls;
- misrepresentation or false statement to management, regulators, the outside auditors or others or by a senior officer, accountant or other employee regarding a matter contained in the financial records, financial reports or audit reports of the Company; or
- deviation from full and fair reporting of the Company’s results or financial condition.

#### Section 11. *Quality of Public Disclosure.*

The Company has a responsibility to provide full and accurate information in our public disclosures, in all material respects, about the Company’s financial condition and results of operations. Our reports and documents filed with or submitted to the Securities

and Exchange Commission and our other public communications shall include full, fair, accurate, timely and understandable disclosure, and the Company has established a Disclosure Committee consisting of senior management to assist in monitoring such disclosures.

#### Section 12. *Waivers and Amendments.*

The Compliance Officer is responsible for interpreting and applying the Code of Conduct in specific situations in which questions may arise. The Compliance Officer may grant exceptions to, or waivers of compliance with, certain provisions of the Code of Conduct in appropriate circumstances. Any employee who believes that a situation may warrant such an exception or waiver should contact the Compliance Officer.

Any waiver of this Code of Conduct for executive officers (including, where required by applicable laws, our Principal Executive Officer, Principal Financial Officer, Principal Accounting Officer (or persons performing similar functions) or directors may be authorized only by the Company's board of directors or a committee of the board and, subject to the requirement of Form 8-K, will be disclosed to the Company's shareholders within four business days.

Amendments to this Code of Conduct must be approved by the Nominating and Governance Committee and amendments of the provisions in this Code of Conduct applicable to the Principal Executive Officer and the senior financial officers will also be promptly disclosed to the Company's shareholders.

#### Section 13. *Compliance Standards and Procedures.*

##### (a) *Compliance Resources.*

To facilitate compliance with the Code of Conduct, we have implemented a program of awareness, training and review. We have established the position of Compliance Officer to oversee this program. The Compliance Officer is the person to whom you can address any questions or concerns regarding compliance with the Code of Conduct. The Compliance Officer can be reached by email at [help.compliance@roivant.com](mailto:help.compliance@roivant.com). In addition to fielding questions or concerns with respect to potential violations of the Code of Conduct, the Compliance Officer is responsible for:

- investigating possible violations of the Code of Conduct;
- training new personnel in the Code of Conduct policies;
- conducting annual training sessions to refresh personnel's familiarity with the Code of Conduct;
- fielding complaints regarding Accounting Matters;

- distributing copies of the Code of Conduct annually via email to all personnel with a reminder that each person is responsible for reading, understanding and complying with the Code of Conduct;
- updating the Code of Conduct as needed and alerting personnel to any updates to reflect changes in the law, Company operations and in recognized best practices, and to reflect the Company experience; and
- otherwise promoting an atmosphere of responsible and ethical conduct.

Your most immediate resource for any matter related to the Code of Conduct is your supervisor. He or she may have the information you need or may be able to refer the question to another appropriate source. There may, however, be times when you prefer not to go to your supervisor. In these instances, you should feel free to discuss your concern with the Compliance Officer. If you are uncomfortable contacting the Compliance Officer or if the suspected violation involves the Compliance Officer, please contact your direct manager or department head. If your concern involves potential misconduct by another person and relates to questionable Accounting Matters at the Company, you should report that violation to the Compliance Officer.

If you prefer to leave an anonymous message, you may do so by calling the Roivant whistleblower hotline toll-free at 1-800-916-7037 (Identifier ROIV), or through our dedicated Compliance Hotline reporting website at [https://irdirect.net/roiv/whistleblower\\_iframe/](https://irdirect.net/roiv/whistleblower_iframe/), although the Compliance Officer will be unable to obtain follow-up details from you that may be necessary to investigate the matter. Whether you identify yourself or remain anonymous, your telephonic contact will be kept strictly confidential to the extent reasonably possible within the objectives of the Code of Conduct and subject to applicable law, regulation or legal proceedings. An anonymous report should provide enough information about the incident or situation to allow the Company to investigate properly. If concerns or complaints require confidentiality, including keeping an identity anonymous, the Company will endeavor to protect this confidentiality, subject to applicable law, regulation or legal proceedings.

(b) *Clarifying Questions and Concerns; Reporting Possible Violations.*

If you encounter a situation or are considering a course of action and its appropriateness is unclear, you should discuss the matter promptly with your supervisor or the Compliance Officer. Even the appearance of impropriety can be very damaging and should be avoided.

Directors, officers and employees should promptly report any concerns about a violation of ethics, laws, rules, regulations or this Code of Conduct to their supervisors or the General Counsel. Interested parties may also communicate directly with the Company's non-management directors through contact information located in the Company's annual report on Form 10-K.

You are expected to promptly provide a compliance resource with a specific description of the violation that you believe has occurred, including any information you have about the persons involved and the time of the violation. The Company will not permit discrimination or retaliation of any kind by or on behalf of the Company and its personnel against you if you make a good faith report or complaint regarding violations of this Code of Conduct or other illegal or unethical behavior. We will take prompt disciplinary action against any personnel who discriminates or retaliates against you, which may include termination of services. If you believe you have been subjected to any harassment, threat, demotion, discharge, discrimination or retaliation by the Company or its agents for reporting complaints regarding the Code of Conduct, you may file a complaint with the Company's Compliance Officer. If you file a report or provide information without a good faith, reasonable belief in the truth and accuracy of such information, you are not protected by this Code of Conduct and may be subject to disciplinary action.

Supervisors must promptly report any complaints or observations of Code of Conduct violations to the Compliance Officer. If you believe your supervisor has not taken appropriate action, you should contact the Compliance Officer directly. The Compliance Officer will investigate all reported possible Code of Conduct violations promptly and with the highest degree of confidentiality that is possible under the specific circumstances. Neither you nor your supervisor may conduct any preliminary investigation, unless authorized to do so by the Compliance Officer. Your cooperation in the investigation will be expected. As needed, the Compliance Officer will consult with the appropriate committee of the board of directors. It is our policy to employ a fair process by which to determine violations of the Code of Conduct.

If any investigation indicates that a violation of the Code of Conduct has probably occurred, we will take such action as we believe to be appropriate under the circumstances. If we determine that any personnel is responsible for a Code of Conduct violation, he or she will be subject to disciplinary action up to, and including, termination of employment and, in appropriate cases, civil action or referral for criminal prosecution. Appropriate action may also be taken to deter any future Code of Conduct violations.

With respect to any complaints or observations of violations that may involve Accounting Matters, the Compliance Officer is responsible for receiving and reviewing and then investigating such complaints. If the suspected violation involves the Compliance Officer, the employee should instead report the suspected violation to a member of the Company's board of directors. It is the Company's policy to comply with all applicable laws that protect our employees against unlawful discrimination or retaliation by us or our agents as a result of their lawfully reporting information regarding, or their participation in, investigations involving Accounting Matters. If any employee believes he or she has been subjected to any harassment, threat, demotion, discharge, discrimination or retaliation by the Company or its agents for reporting complaints regarding Accounting Matters in accordance with this policy, he or she may file a complaint with the Company's Compliance Officer. If it is determined that an employee has experienced any improper employment action in violation of this policy, we endeavor to promptly take appropriate corrective action.

The Company recognizes the need for this Code of Conduct to be applied equally to everyone it covers. The Compliance Officer will have primary authority and responsibility for the enforcement of this Code of Conduct, subject to the supervision of the Nominating and Governance Committee, or, in the case of accounting, internal accounting controls or auditing matters, the Audit Committee, and the Company will devote the necessary resources to enable the Compliance Officer to establish such procedures as may be reasonably necessary to create a culture of accountability and facilitate compliance with the Code. Questions concerning this Code of Conduct should be directed to the Compliance Officer.

(c) *Reporting Violations to a Governmental Agency and Whistleblower Policy.*

You understand that you have the right to:

- Report possible violations of state or federal law or regulation that have occurred, are occurring, or are about to occur to any governmental agency or entity, or self-regulatory organization;
- Cooperate voluntarily with, or respond to any inquiry from, or provide testimony before any self-regulatory organization or any other federal, state or local regulatory or law enforcement authority;
- Make reports or disclosures to law enforcement or a regulatory authority without prior notice to, or authorization from, the Company; and
- Respond truthfully to a valid subpoena.

You have the right to not be retaliated against for reporting, either internally to the company or to any governmental agency or entity or self-regulatory organization, information which you reasonably believe relates to a possible violation of law. It is a violation of federal law to retaliate against anyone who has reported such potential misconduct either internally or to any governmental agency or entity or self-regulatory organization. Retaliatory conduct includes discharge, demotion, suspension, threats, harassment, and any other manner of discrimination in the terms and conditions of employment because of any lawful act you may have performed. It is unlawful for the company to retaliate against you for reporting possible misconduct either internally or to any governmental agency or entity or self-regulatory organization.

Notwithstanding anything contained in this Code of Conduct or otherwise, you may disclose confidential Company information, including the existence and terms of any confidential agreements between yourself and the Company (including employment or severance agreements), to any individual acting in their capacity as an employee of a governmental agency or entity or self-regulatory organization.

The Company cannot require you to withdraw reports or filings alleging possible violations of federal, state or local law or regulation, and the company may not offer you any kind of inducement, including payment, to do so.

Your rights and remedies as a whistleblower protected under applicable whistleblower laws, including a monetary award, if any, may not be waived by any agreement, policy form, or condition of employment, including by a predispute arbitration agreement.

Even if you have participated in a possible violation of law, you may be eligible to participate in the confidentiality and retaliation protections afforded under applicable whistleblower laws and you may also be eligible to receive an award under such laws.

Please refer to our “**Policy for Reporting Concerns Related to Accounting, Auditing and Ethical Violations (Whistleblower Policy)**” for more information.

Section 14. *Equal Opportunity, Non-Discrimination and Fair Employment.*

The Company’s policies prohibit discrimination and harassment of any type and afford equal employment opportunities to all employees and applicants, without regard to race, color, religion, sex (including pregnancy, childbirth, sexual orientation and gender identity), national origin, age, disability, genetic information, veteran status or any other characteristic protected by applicable law. Our policies are designed to ensure that employees are treated, and treat each other, fairly and with respect and dignity. We will act in accordance with the highest standards of professional conduct and strive to treat everyone with whom we interact with respect and dignity. Regardless of whether we are interacting face-to-face or communicating in writing or via electronic media, we will do so in a professional, respectful manner. Specifically, the use of offensive language, intimidating or hostile words or actions, and similar unprofessional behavior are contrary to these principles. We reinforce the importance of building strong relationships, creating an inclusive culture and supporting team members to meet shared goals. Company leaders and managers have a responsibility to foster a positive working environment that enables respect, honesty, integrity, safety and trust. All employees are required to comply with the Company’s Employee Handbook, a copy of which is available on the Roivant intranet and which includes policies on equal opportunity, non-discrimination and fair employment. Our anti-harassment policy applies to all persons involved in the operation of the Company and prohibits unlawful harassment by any employee.

Section 15. *Political Contributions and Activities.*

Any political contributions made by or on behalf of the Company and any solicitations for political contributions of any kind must be lawful and in compliance with Company policies. This policy applies solely to the use of Company assets and is not intended to discourage or prevent individual employees, officers or directors from making political contributions or engaging in political activities on their own behalf. No one may be reimbursed directly or indirectly by the Company for personal political contributions.

Effective September 30, 2021