

## **I. POLICY**

### **A. Introduction**

It is the policy of Twist Bioscience Corporation and its direct and indirect subsidiaries (the “Company”) to maintain the highest level of professional and ethical standards in the conduct of business affairs, particularly with respect to directly or indirectly paying or receiving bribes or otherwise engaging in corrupt activity. The Company places great emphasis on its reputation for honesty, integrity and high ethical standards. This Anti-Corruption Policy applies to all of the Company’s officers, directors, employees, and consultants (“Twist Personnel”) and is an affirmation of our commitment to legal and ethical conduct as it relates to dealings with foreign government officials, domestic government officials and private companies, both foreign and domestic.

Compliance with this Anti-Corruption Policy can only be attained and maintained through the actions of all Twist Personnel. It is the obligation of all Twist Personnel to comply with these standards. Disregard for or insensitivity to this Anti-Corruption Policy will be grounds for appropriate disciplinary actions.

If you are ever uncertain about the meaning or application of this Anti-Corruption Policy, you should seek guidance from our Chief Ethics and Compliance Officer.

The Company and its U.S. subsidiaries and their officers, directors and employees are subject to the U.S. Foreign Corrupt Practices Act (“FCPA”) in all of their dealings, regardless of where they occur. Violation of the FCPA is punishable by prison sentences and substantial fines. Even an allegation of an FCPA violation can have major adverse consequences for the Company and individuals involved. This Anti-Corruption Policy is intended, among other things, to ensure that the Company and Twist Personnel do not violate the FCPA or other countries’ anti-corruption laws, including the United Kingdom Bribery Act. The Company commits to comply with the anti-corruption laws and regulations of every nation in which it operates.

Given the severe consequences to the Company and Twist Personnel that would result from a violation, or claimed violation, of the FCPA or other anti-corruption laws, strict compliance with this Anti-Corruption Policy is essential.

### **B. Ban on Improper Payments and Other Corrupt Activity**

#### **1. Prohibition of Bribery**

The Company and Twist Personnel are prohibited from offering, promising, paying or authorizing the payment, directly or indirectly, of anything of value to influence any act of the recipient contrary to his or her duty or to secure any improper advantage. In addition, the Company and Twist Personnel are forbidden to supply anything of value to anyone if there is reason to believe that the recipient will make, offer or promise an improper payment to influence someone’s actions contrary to his or her duty or to secure an improper advantage. Examples of “red flags” indicating the possibility of corrupt activity are set forth in Exhibit A.

Twist Personnel should be particularly vigilant to avoid improper transfers, direct and indirect, to Public Officials (as defined below). Twist Personnel are forbidden, directly or indirectly, to give a gift, entertainment or anything else of value to a Public Official without prior written approval of the Chief Ethics and Compliance Officer. This prohibition covers so-called “facilitation” or “grease” payments – relatively small transfers to low-level, operational government personnel that might be thought of as tips. This is true even if such payments are expressly permitted by law.

Payments, payment authorizations, promises or offers to any person, even if the recipient is not a Public Official, are generally prohibited if the individual making such payment, authorization, promise or offer knows or has reason to believe that any portion of the payment will or is likely to be improperly passed along to a Public Official. This prohibition applies even if the initial payment is to cover a legitimate Company obligation, such as compensation for services. If there is reason to believe the funds will be used for bribery, the initial payment should not be made.

In addition to prohibiting bribes to Public Officials, this Anti-Corruption Policy also prohibits bribes to private companies and their personnel. These prohibitions apply to all Twist Personnel regardless of where they are located, whether in the United States or abroad.

## **2. Prohibition on Kickbacks and Other Improper Actions Involving Work With Suppliers and Customers**

The Company’s suppliers and customers are to be treated honestly and fairly. No kickbacks or payments, direct or indirect, may be solicited or accepted from any vendor, supplier, customer, or competitor of the Company. Impermissible actions involving suppliers and customers include, but are not limited to:

- (a) gifts of other than nominal value;
- (b) cash gifts in any circumstances;
- (c) uncompensated services;
- (d) preferential treatment; or
- (e) loans, loan guarantees or other extensions of credit (except from lending institutions at prevailing rates).

Twist Personnel are permitted to accept gifts, meals and entertainment that are in the ordinary course of business and that are not lavish or extravagant. Before receiving gifts, meals or entertainment that are outside of the ordinary course of business and expected to involve expense in excess of \$100 per person, Twist Personnel must obtain written approval from the Chief Ethics and Compliance Officer.

Twist Personnel must, in accordance with applicable Company accounting controls, immediately report all payments received in the course of work with the Company and supply copies of related documentation such as receipts. Twist Personnel shall not create or maintain

secret or unrecorded funds or assets or make false or fictitious entries in the Company's books or records so as to conceal such funds or assets. Any payment that Twist Personnel falsely report or do not report is improper.

The Company's relationships with suppliers shall always be governed by written contracts, which shall include a commitment to forgo corrupt activity, including all actions that the U.S. Foreign Corrupt Practices Act forbids U.S. persons to take.

## **C. Policy on Particular Anti-Corruption Issues**

### **1. Public Officials**

For purposes of this Anti-Corruption Policy, an individual who satisfies any one or more of the following criteria is considered a Public Official:

- (a) any officer or employee of a government;
- (b) any officer or employee of an instrumentality of a government;
- (c) any person acting in an official capacity for or on behalf of a government or its instrumentality;
- (d) any officer or employee of a state-owned or controlled company;
- (e) a political party;
- (f) an official of a political party;
- (g) a candidate for political office; or
- (h) an employee of a public international organization, such as the United Nations.

### **2. Gifts to Public Officials**

In many countries, gifts play an important role in business protocols and customs. Gifts, however, may run afoul of the law and, therefore, must be given wisely. Pre-approval in writing by the Chief Ethics and Compliance Officer is required before gifts can be provided to Public Officials. The following guidelines will govern approval decisions:

- (a) Gifts cannot be intended as quid pro quo. Gifts can only be provided as a courtesy or token of regard.
- (b) The value of gifts or hospitality must be reasonable and appropriate in light of the recipient's position and circumstances. Gifts should not create an appearance of bad faith or impropriety, and could not be misunderstood by the recipient or any other person as a bribe. Again, gifts cannot be cash.
- (c) A gift can only be given if it is permitted under the local laws of the country and the regulations and the guidelines of the Public Official's government.

- (d) Gifts must be provided openly and transparently. Gifts provided in secret are not permitted.
- (e) The frequency of prior gifts or hospitality provided to the same recipient cannot raise an appearance of impropriety.

All gifts must be properly and accurately recorded in the Company's books and records.

### **3. Business Entertainment Expenditures for Public Officials**

Like gifts, in many countries, entertainment – such as business dinners – is customary and plays an important role in developing business relationships. But business entertainment expenditures must be free of the appearance of impropriety, must unequivocally be reasonable, and must be commensurate with local custom and practice.

Pre-approval in writing by the Ethics and Compliance Officer is required before entertainment can be provided for Public Officials. To be approved, entertainment for Public Officials must fall within the following guidelines:

- (a) The entertainment is business related, takes place in the course of a meeting or another business-related occasion, the purpose of which is to hold business discussions and is permitted by local law; and
- (b) The entertainment would not reasonably be deemed lavish or extravagant by local standards.

All business entertainment expenses must be properly and accurately recorded in the Company's books and records.

### **4. Travel and Lodging for Public Officials**

Travel and accommodations expenses for Public Officials must be approved in writing by the Chief Ethics and Compliance Officer and fall within the following guidelines:

- (a) The travel is for a legitimate business purpose;
- (b) The expenses are reasonable given the circumstances surrounding the trip;
- (c) Attendance by the invitees at business activities is mandatory;
- (d) No friends or family members of the invitees are paid for by the Company;
- (e) No unreasonable side trips are planned;
- (f) No per diem cash is provided; and
- (g) The invitee is not reimbursed or provided an advance of cash for travel expenses.

All business travel expenses must be properly and accurately recorded in the Company's books and records.

#### **D. Business Intermediaries**

The Company sometimes contracts with unaffiliated firms in connection with sales and marketing of Company services ("Business Intermediaries"). Business Intermediaries may include, for example, sales agents.

Twist Personnel must take particular care to seek to prevent improper payments by Business Intermediaries. In this regard, the Company and Twist Personnel can, in some circumstances, be held liable under the FCPA when Business Intermediaries make improper payments or offers or promises of improper payments. The Company's relationships with Business Intermediaries shall always be governed by written contracts, which shall include a commitment to forgo corrupt activity, including all actions that the FCPA forbids U.S. persons to take.

Twist Personnel shall take special steps to seek to ensure against corrupt activity by Business Intermediaries that the Company engages in connection with possible or actual sales of Company products and services outside the United States ("International Business Intermediaries"), including conducting an appropriate level of due diligence.

#### **E. Books and Records**

In respect of international transactions, the Company's books, records and accounts shall be kept accurately and reflect all transactions and dispositions of Company assets. The Company shall set and enforce invoice requirements with third parties prior to the start of all relationships.

Compliance with the accounting and internal control procedures of the Company is mandatory. All accounting records, expenditures, expense reports, invoices, vouchers, gifts, business entertainment and any other business records must be accurately and reliably reported and recorded. False or misleading entries will result in immediate disciplinary action.

Any and all payments by or on behalf of the Company may only be made on the basis of appropriate supporting documentation and for the purposes specified in the documentation. Such purposes shall be recorded in accordance with Company procedures. Undisclosed or unrecorded payments or assets are strictly prohibited.

## **II. TWIST PERSONNEL OBLIGATIONS**

This Anti-Corruption Policy imposes several obligations on Twist Personnel. If Twist Personnel violate this Anti-Corruption Policy, they will be subject to employment sanctions. These sanctions will include, but are not limited to, termination, suspension, demotion and reprimand. Cooperation of Twist Personnel in implementing this Anti-Corruption Policy will be reflected in personnel evaluations.

In addition to the general obligation to strictly abide by this Anti-Corruption Policy, Twist Personnel are required to meet the following requirements:

**A. Reporting Violation and Suspected Violations**

Twist Personnel must make an immediate report of any suspected or actual violations (whether or not based on personal knowledge) of applicable law or regulations or of this Anti-Corruption Policy. Reports can be made: to our Chief Ethics and Compliance Officer by email to: <http://www.openboard.info/TWST/> or anonymous hotline (the availability of which may be subject to legal limitations outside of the United States) at: **(866) 203-1642**. Please refer to the Company's Policies and Procedures for Reporting Complaints Regarding Accounting, Internal Accounting Controls, Fraud or Auditing Matters (a.k.a. Whistleblower Policy) for more information on reporting.

**B. Anti-Corruption Certification**

As appropriate and directed by the Chief Ethics and Compliance Officer, Twist Personnel will be required to complete and sign an Anti-Corruption Compliance Certificate in the form attached as Exhibit B. Each such certification shall form a part of the certifying individual's permanent personnel file.

**C. Anti-Corruption Compliance Training**

As appropriate and directed by the Chief Ethics and Compliance Officer, Twist Personnel are required periodically to participate in anti-corruption training programs. Participation in these programs is mandatory.

**D. Guidance and Help**

Twist Personnel should direct any questions or concerns regarding this Anti-Corruption Policy to the Chief Ethics and Compliance Officer.

- Exhibits:     A     Examples of Anti-Corruption Red Flags  
               B     Anti-Corruption Compliance Certificate

## EXHIBIT A

### Examples of Anti-Corruption Red Flags

Below is an illustrative list of potential “red flags” that should immediately alert Twist Personnel to potential violations of anti-corruption legal requirements or the Company’s Anti-Corruption Policy. Because this list is non-exhaustive, Twist Personnel should be attuned to other scenarios that may suggest corrupt activity. If you encounter any of these or other anti-corruption red flags, you must report them to our Chief Ethics and Compliance Officer by email to: [INSERT PREFERRED REPORTING EMAIL] or anonymous hotline at: [INSERT NUMBER].

- (a) You become aware that a third party engages in, or has been accused of engaging in, improper business practices.
- (b) You learn that a Business Intermediary or prospective Business Intermediary has a reputation for paying bribes, or requiring that bribes are paid to it, or has a reputation for having a “special relationship” with foreign government officials.
- (c) A Business Intermediary or prospective Business Intermediary insists on receiving a commission or fee payment before committing to sign up to a contract with us, or carrying out a government function or process for us.
- (d) A Business Intermediary or prospective Business Intermediary requests payment in cash or refuses to sign a formal commission or fee agreement or to provide an invoice or receipt for a payment made.
- (e) A third party requests that payment be made to a country or geographic location different from where the third party resides or conducts business.
- (f) A third party requests an unexpected additional fee or commission to “facilitate” a service.
- (g) A third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services.
- (h) A third party requests that a payment be made to “overlook” potential legal violations.
- (i) A third party requests that you provide employment or some other advantage to a friend or relative.
- (j) You receive an invoice from a third party that appears to be nonstandard or customized.

- (k) A third party insists on the use of side letters or refuses to put agreed terms in writing.
- (l) You notice that we have been invoiced for a commission or fee payment that appears large given the service stated to have been provided.
- (m) A third party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to us.
- (n) You are offered an unusually generous gift or offered lavish hospitality by a third party.

## **EXHIBIT B**

### **ANTI-CORRUPTION COMPLIANCE CERTIFICATE**

**(YOU WILL BE PROTECTED FROM RETALIATION FOR DISCLOSING ANY VIOLATION OR POTENTIAL VIOLATION OF THE ANTI-CORRUPTION POLICY ON THIS CERTIFICATE OR AT ANY TIME.)**

I hereby certify to Twist Bioscience Corporation (the “Company”) as follows:

- (1) In advance of providing this certificate, I have reviewed the Company’s Anti-Corruption Policy. I have sought answers to any questions I may have had regarding the meaning or application of the Anti-Corruption Policy, and these questions have been answered to my satisfaction.
- (2) Except as described below, I have not violated the Anti-Corruption Policy, and I am not aware of any violation of the Anti-Corruption Policy by any other employee, officer, director, representative or agent of the Company.
- (3) Except as described below, I am not aware of any person or entity with which the Company has any business relationship, or is or has been in discussions about a potential business relationship, having bribed or authorized the payment of any bribes to any Public Official as defined in the Anti-Corruption Policy.
- (4) I am aware that I am required to report any action that violates the Anti-Corruption Policy or that I suspect may violate the Anti-Corruption Policy, and I commit to do so as long as I am employed by the Company.
- (5) I realize that if I have made any false statement in this certificate or if I should at any time fail to comply with the Anti-Corruption Policy, my employment or other service may be immediately terminated.