



VIRIDIAN THERAPEUTICS, INC. CODE OF BUSINESS CONDUCT AND ETHICS

Viridian Therapeutics, Inc., a Delaware corporation (together with its subsidiaries, the “*Company*”), is committed to creating an environment where we are able to do our best work while maintaining the highest standards of business conduct and ethics. This Code of Business Conduct and Ethics (the “*Code*”) reflects the business practices and principles of behavior that support this commitment. We expect every employee, officer and director to read and understand the Code and its application to the performance of his or her business responsibilities. References in the Code to “employees” are intended to cover employees, officers and, as applicable, directors.

The Code addresses conduct that is particularly important to proper dealings with the people and entities with whom we interact, including each other and our customers, but reflects only a part of our commitment. This Code should be read in conjunction with our other policies and procedures that we may adopt from time to time, including our Employee Handbook, copies of which are available from Human Resources. This Code is not a substitute for those other documents. Instead, this Code should be viewed as a general statement of guiding principles that should help you keep our core values in mind as you conduct business on behalf of the Company.

While this Code covers multiple scenarios and activities, it cannot possibly address every challenging situation that could arise. Therefore, if you are faced with an issue that you feel may not be covered specifically by this Code, and are making a decision to act, please keep the following in mind:

- Consider whether your actions would conform to the intent of the Code.
- Consider whether your actions could create even a perception of impropriety.
- Make sure you have all of the relevant facts.
- Consider discussing the matter with your manager, as applicable, or reporting the matter anonymously as described below.
- Seek help. It is always better to seek assistance before you act, rather than making a preventable mistake.

By working at the Company, you agree to comply with the Code, and to revisit and review it regularly and whenever we notify you of any material updates. You will be required, from time to time, to affirm your agreement to adhere to such standards by signing the Acknowledgement that appears at the end of this Code. Action by members of your immediate family, significant others or other persons who live in your household (referred to in the Code as “*family members*”) also may potentially result in ethical issues to the extent that they involve Company business. For example, acceptance of inappropriate gifts by a family member from one of our suppliers or vendors could create a conflict of interest and result in a Code violation attributable to you. Consequently, in complying with the Code, you should consider not only your own conduct, but also that of your family members. Nothing in the Code alters the at-will employment policy of the Company applicable to all U.S. employees.

Violations of the Code will not be tolerated. Any employee who violates the standards in the



Code may be subject to disciplinary action, which, depending on the nature of the violation and the history of the employee, may range from a warning or reprimand up to and including termination of employment and, in appropriate cases, civil legal action or referral for regulatory or criminal prosecution. Similarly, if you are aware of someone's violation of this Code, you have a duty to report the violation in accordance with the procedures detailed below. We depend on your commitment to protect our culture and values and will view your reporting of violations in that context.

You should not hesitate to ask questions about whether any actual or proposed conduct may violate the Code, voice concerns or clarify gray areas. Section 14 below details the compliance resources available to you.

1. *Honest and Ethical Conduct*

It is the policy of the Company to promote high standards of integrity by conducting 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.

2. *Legal Compliance*

Obeying the law, both in letter and in spirit, is the foundation of the Code. Our success depends upon each employee's operating within legal guidelines and cooperating with local, national and international authorities. We expect employees to understand the legal and regulatory requirements applicable to their business units and areas of responsibility. We hold periodic training sessions to ensure that all employees comply with the relevant laws, rules and regulations associated with their employment, including laws prohibiting insider trading (discussed in further detail below). While we do not expect you to memorize every detail of these laws, rules and regulations, you should be able to determine when to seek advice from others. If you do have a question in the area of legal compliance, it is important that you do not hesitate to seek answers from your supervisor or the or the Company's Senior Vice President and General Counsel (the "***Compliance Officer***").

As participants in the heavily regulated biotechnology industry, adherence to regulatory compliance principles and procedures is among our highest priorities. We have a goal of developing product candidates of the highest quality possible. We also are sensitive to the special considerations involved in conducting clinical research. Therefore, we have developed policies and procedures to ensure that this research is conducted effectively and legally. This means that our clinical research procedures must abide by applicable regulatory requirements and be conducted with respect for the research participants involved.

Disregard of the law will not be tolerated. Violation of applicable domestic or foreign laws, rules and regulations 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, 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.

(a) *Insider Trading*

Employees who have access to confidential (or "***inside***") information are not permitted to use or share that information for stock trading purposes or for any other purpose except to conduct our



business. All nonpublic information about the Company or about companies with which we do business is considered inside information. To use material inside information in connection with buying or selling securities, including “tipping” others who might make an investment decision on the basis of this information, is not only unethical, it is illegal. Employees must exercise the utmost care when handling material inside information. We have adopted a separate Insider Trading Policy with which you will be expected to comply as a condition of your employment with the Company. Please refer to the Company’s Insider Trading Policy for more detailed information.

(b) *International Business Laws*

Our employees 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, 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 enforced or that violation of those laws is not subject to public criticism will not be accepted as an excuse for noncompliance. In addition, we expect employees to comply with U.S. laws, rules and regulations governing the conduct of business by its citizens and corporations outside the United States. These U.S. laws, rules and regulations, which extend to all our activities outside the United States, include:

- The Foreign Corrupt Practices Act (the “*FCPA*”), which prohibits directly or indirectly giving anything of value to a 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 (as further described below);
- U.S. embargoes, which generally prohibit U.S. companies, their subsidiaries and their employees from doing business with countries, subject to sanctions imposed by the U.S. government (such as Cuba, Iran, North Korea, Sudan and Syria), as well as specific companies and individuals identified on lists published by the U.S. Treasury Department;
- 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.

If you have a question as to whether an activity is restricted or prohibited, please ask the Compliance Officer before taking any action, including giving any verbal assurances, that might be regulated by international laws. Please refer to the Company’s Anti-Bribery Corruption Policy for more detailed information.

(c) *Foreign Corrupt Practices Act*

All employees must comply with the FCPA [and our Anti-Corruption Policy], which sets forth



requirements for the Company's relationships with non-U.S. government representatives, which in many countries include individuals who would not be deemed government representatives in the U.S. (e.g., medical professionals and employees of educational institutions). It is important to note that these limitations apply with respect to a government representative at any level and not only with respect to those in senior or policy-making roles. As a U.S.-based company, the Company is required to adhere to all standards set forth in the FCPA regardless of the nationality or overseas location of the individual acting on behalf of the Company, whether an employee or third party.

The FCPA requires that relations between U.S. businesses and foreign government representatives conform to the standards that exist in the U.S., even if a different business ethic is prevalent in the other country. Accordingly, no employee or third-party person or enterprise acting on behalf of the Company, directly or indirectly, may offer a gift, payment or bribe, or anything else of value, whether directly or indirectly, to any foreign official, foreign political party or party official, or candidate for foreign political office for the purpose of influencing an official act or decision or seeking influence with a foreign government in order to obtain, retain or direct business to the Company or to any person or to otherwise secure an improper advantage. In short, such activity cannot be used to improve the business environment for the Company in any way. Thus, even if such payment is customary and generally thought to be legal in the host country, it is forbidden by the FCPA and violates U.S. law, unless it is a reasonable and bona fide expenditure, such as entertainment or travel and lodging expenses, that is directly related to (a) the promotion, demonstration or explanation of products or services or (b) the execution or performance of a contract with a foreign government or government agency, and the payment was not made for an improper purpose.

As in the case under U.S. law, even inexpensive gifts to government or political party officials, such as tickets to sporting events, may constitute a violation of the FCPA. If questions arise with respect to expenses to be incurred on behalf of foreign officials, consult with Compliance Officer before the Company pays or agrees to pay such expenses.

Some "expediting" payments are permitted under the FCPA. Such payments must be directly related to non-discretionary conduct by lower-level bureaucrats and unrelated to efforts by the Company to obtain significant concessions, permits or approvals. Examples include processing of visas and work orders, mail delivery or loading and unloading of cargo. Such payments do not include payments of any kind relating to terms of continuing or new business agreements. Consult with the Compliance Officer prior to making or authorizing any proposed expediting payment. A violation of the FCPA can result in criminal and civil charges against the Company, its officers, its managers and the individuals involved in the violation, regardless of the person's nationality or location.]

(d) Antitrust

Antitrust laws are designed to protect the competitive process. These laws are based on the premise that the public interest is best served by vigorous competition and will suffer from illegal agreements or collusion among competitors. Antitrust laws generally prohibit:

- agreements, formal or informal, with competitors that harm competition or customers, including price fixing and allocations of customers, territories or contracts;
- agreements, formal or informal, that establish or fix the price at which a customer may resell a product; and



- the acquisition or maintenance of a monopoly or attempted monopoly through anti- competitive conduct.

Certain kinds of information, such as pricing, production, inventory, business plans, strategies, projections, forecasts, financial and operating information, methods and development plans, should not be exchanged with competitors, regardless of how innocent or casual the exchange may be and regardless of the setting, whether business or social.

Antitrust laws impose severe penalties for certain types of violations, including criminal penalties and potential fines and damages of millions of dollars, which may be tripled under certain circumstances. Understanding the requirements of antitrust and unfair competition laws of the various jurisdictions where we do business can be difficult, and you are urged to seek assistance from your manager or the Compliance Officer whenever you have a question relating to these laws.

(e) Environmental Compliance

U.S. federal law imposes 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 employees to comply with all applicable environmental laws.

3. Fair Dealing

We strive to outperform our competition fairly and honestly. Advantages over our competitors are to be obtained through superior performance of our products and services, not through unethical or illegal business practices. Acquiring proprietary information from others through improper means, possessing trade secret information that was improperly obtained or inducing improper disclosure of confidential information from past or present employees of other companies is prohibited, even if motivated by an intention to advance our interests. 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, you must consult your manager or the Compliance Officer, as further described in [Section 14](#).

You are expected to deal fairly with our customers, employees and anyone else with whom you have contact in the course of performing your job. Be aware that the Federal Trade Commission Act provides that “unfair methods of competition in commerce, and unfair or deceptive acts or practices in commerce, are declared unlawful.” It is a violation of the Act to engage in deceptive, unfair or unethical practices and to make misrepresentations in connection with sales activities.

Employees involved in procurement have a special responsibility to adhere to principles of fair competition in the purchase of products and services by selecting suppliers based exclusively on normal commercial considerations, such as quality, cost, availability, service and reputation, and not on the receipt of special favors.

4. Conflicts of Interest

We respect the rights of our employees to manage their personal affairs and investments and do



not wish to impinge on their personal lives. At the same time, employees should avoid activities that create or give the appearance of a conflict of interest between their personal interests and the Company's interests. A conflict of interest exists when a personal interest or activity of an employee could influence or interfere with that person's performance of duties, responsibilities or commitments to the Company. A conflict of interest also exists when an employee (or family member) receives an improper personal benefit as a result of his or her position at the Company. Whether or not a conflict of interest exists or will exist can be unclear. Conflicts of interest are prohibited, unless specifically authorized as described below.

If you have any questions about a potential conflict or if you become aware of an actual or potential conflict, and you are not an officer or director of the Company, you should discuss the matter with your manager or the Compliance Officer (as further described in [Section 14](#)). Managers may not make determinations as to whether a problematic conflict of interest exists without first seeking the approval of the Compliance Officer (provided that they provide the Compliance Officer with a written description of the activity). If the manager is involved in the potential or actual conflict, you should discuss the matter directly with the Compliance Officer. Officers and directors may seek determinations from the audit committee (the "*Audit Committee*") of the Company's Board of Directors (the "*Board*"). Factors that may be considered in evaluating a potential conflict of interest include, among others:

- whether it may interfere with the employee's job performance, responsibilities or morale;
- whether the employee has access to confidential information;
- whether it may interfere with the job performance, responsibilities or morale of others within the organization;
- any potential adverse or beneficial impact on our business;
- any potential adverse or beneficial impact on our relationships with our partners, customers, suppliers or other service providers;
- whether it would enhance or support a competitor's position;
- the extent to which it would result in financial or other benefit (direct or indirect) to the employee;
- the extent to which it would result in financial or other benefit (direct or indirect) to one of our customers, suppliers or other service providers; and
- the extent to which it would appear improper to an outside observer.

Although no list can include every possible situation in which a conflict of interest could arise, the following are examples of situations that may, depending on the facts and circumstances, involve problematic conflicts of interests:

- **Employment by (including consulting for) or service on the board of a partner, competitor, customer, supplier or service provider.** Activity that enhances or supports the position of a competitor to the detriment of the Company is prohibited, including

employment by or service on the board of a competitor. Employment by or service on the board of a partner, customer, supplier or service provider is generally discouraged and you must seek authorization in advance if you plan to take such a position.

- **Owning, directly or indirectly, a significant financial interest in any entity that does business, seeks to do business or competes with us.** In addition to the factors described above, persons evaluating ownership in other entities for conflicts of interest will consider the size and nature of the investment; the nature of the relationship between the other entity and the Company; the employee's access to confidential information and the employee's ability to influence Company decisions. If you would like to acquire a financial interest of that kind, you must seek approval in advance.
- **Soliciting or accepting gifts, favors, loans or preferential treatment from any person or entity that does business or seeks to do business with us.** See [Section 10](#) for further discussion of the issues involved in this type of conflict.
- **Soliciting contributions to any charity or for any political candidate from any person or entity that does business or seeks to do business with us.**
- **Taking personal advantage of corporate opportunities.** See [Section 8](#) for further discussion of the issues involved in this type of conflict.
- **Moonlighting without permission.**
- **Conducting our business transactions with your family member or a business in which you or your family member have a significant financial interest.** Material related-party transactions approved by the Audit Committee and involving any executive officer or director will be publicly disclosed as required by applicable laws and regulations in keeping with the Company's Related-Person Transactions Policy.
- **Exercising supervisory or other authority on behalf of the Company over a co-worker who is also a family member.** The employee's manager and/or the Compliance Officer will consult with Human Resources to assess the advisability of reassignment.

Loans to, or guarantees of obligations of, employees or their family members by the Company are of special concern and could constitute an improper personal benefit to the recipients of these loans or guarantees, depending on the facts and circumstances. Some loans are expressly prohibited by law. As a result, all loans and guarantees by the Company must be approved in advance by the Audit Committee, except that the Board may delegate to specific officers of the Company the authority to approve certain loans and guarantees.

5. *Protection and Proper Use of Company Assets*

All employees are expected to protect our assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on our profitability and operations. Our property, such as lab equipment, office supplies, computer equipment, products and buildings, are expected to be used only for legitimate business purposes, although incidental personal use may be permitted. You may not, however, use our corporate name, any brand name or trademark owned or associated with the Company or any letterhead stationery for any personal purpose.



The data and other information you use, send, receive and store on the Company's telecommunications equipment (including email, voicemail and the internet) are business records owned by the Company. ***Therefore, subject to applicable laws and regulations, the Company has the right to access, read, monitor, inspect, review and disclose the contents of, postings to and downloads from all of the Company's information systems.*** In addition, your use of the Company's systems and equipment reflects on the Company as a whole, and at no time may you use the Company systems or equipment to view, access, store, share or send illegal, derogatory, harassing or inappropriate information, including obscene, racist or sexually explicit information, or engage in any activity that violates the intellectual property rights of others. We strongly encourage all employees to avoid references to the Company on social networking sites or other Internet based communications sites. Please refer to our Employee Handbook, which is incorporated herein by reference, for additional information.

If you receive authorization to access another entity's internal computer system or other resource, you must make a permanent record of that authorization so that it may be retrieved for future reference, and you may not exceed the scope of that authorization.

Any misuse or suspected misuse of our assets must be immediately reported to your manager or the Compliance Officer.

6. Confidentiality

One of our most important assets is our confidential information. As an employee of the Company, you may learn of information about the Company that is confidential and proprietary. You also may learn of information before that information is released to the general public. Employees who have received or have access to confidential information should take care to keep this information confidential. Confidential information includes non-public information that might be of use to competitors, harmful to the Company or its partners or customers if disclosed or third-party information that the Company has a duty to keep confidential, such as business, marketing and service plans, financial information, product ideas, proprietary data, including without limitation clinical and pre-clinical trial and study results, product candidate and development ideas, designs and techniques, databases, customer and supplier lists, pricing strategies, inventions, mask works, personnel data, personally identifiable information pertaining to our employees, customers, patients or other individuals (including, for example, names, addresses, telephone numbers, social security numbers and health information), and similar types of information provided to us by our partners, customers, suppliers and partners. This information may be protected by patent, trademark, copyright and trade secret laws.

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

You are expected to keep confidential and proprietary information confidential unless and until that information is released to the public through approved channels (usually through a press release, a filing with the Securities and Exchange Commission (the "**SEC**") or a formal communication from a member of senior management, as further described in Section 7). Every employee has 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. This policy requires you to refrain from discussing confidential or proprietary information with outsiders and even with other employees of the Company, unless those fellow employees have a legitimate need to know the information in order to perform their job duties. Unauthorized use or distribution of this information could also be illegal and result in civil liability and/or criminal penalties.

You should also take care not to inadvertently disclose confidential information. Materials that contain confidential information, such as memos, notebooks, computer disks, mobile devices, memory sticks and laptop computers, should be stored securely and should not be copied or removed from the work area, except as required for job performance. 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. Be cautious when discussing sensitive information in public places like elevators, airports, restaurants and “quasi-public” areas in and around our place of business. All Company emails, voicemails and other communications are presumed confidential and should not be forwarded or otherwise disseminated outside of the Company, except where required for legitimate business purposes.

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

7. *Media/Public Discussions*

It is our policy to disclose material information concerning the Company to the public only through specific limited channels to avoid inappropriate publicity and to ensure that all those with an interest in the Company will have equal access to information. All inquiries or calls from the press and financial analysts should be referred to the Company’s Chief Executive Officer (the “**CEO**”), Chief Business Officer (the “**CBO**”) or Chief Financial Officer (the “**CFO**”). We have designated our CEO, CBO and CFO as our official spokespersons (the “**Spokespersons**”). The Spokespersons may designate other officers of the Company to respond to inquiries regarding marketing, technical and other specific areas of interest. Unless a specific exception has been made by the Spokespersons, these designees are the only people who may communicate with the press on behalf of the Company. You also may not provide any information to the media about us off the record, for background, confidentially or secretly.

8. *Corporate Opportunities*

You may not take personal advantage of opportunities for the Company that are presented to you or discovered by you as a result of your position with us or through your use of corporate property or information, unless authorized by your manager, the Compliance Officer or, if you are an executive officer or director, the Audit Committee, as described in [Section 4](#). Even opportunities that are acquired privately by you may be questionable if they are related to our existing or proposed lines of business. Significant participation in an investment or outside business opportunity that is directly related to our lines of business must be pre-approved. You may not use your position with us or corporate property or information for improper personal gain, nor should you compete with us in any way.

9. *Maintenance of Corporate Books, Records, Documents and Accounts; Financial*



Integrity; Public Reporting

Our internal control procedures are regulated by the Sarbanes-Oxley Act of 2002 (the “***Sarbanes-Oxley Act***”). The Sarbanes-Oxley Act was a U.S. legislative response to events at public companies involving pervasive breakdowns in corporate ethics and internal controls over financial reporting. It was designed to rebuild confidence in the capital markets by ensuring that public companies are operated in a transparent and honest manner. Ensuring proper and effective internal controls is among the Company’s highest priorities. We take seriously the reliance our investors place on us to provide accurate and timely information about our business. It is our policy to comply with generally accepted accounting principles and maintain a system of internal accounting and disclosure controls and procedures that provides management with reasonable assurances that transactions are properly recorded and that material information is made known to management.

The integrity of our records and public disclosure 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, test results or otherwise, is strictly prohibited. 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 sales and other commercial transactions be reflected accurately in the documentation for those transactions and all such documentation be reflected accurately in our books and records;
- employees 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, stockholders and creditors, as well as for governmental agencies. In particular, we rely upon our accounting and other business and corporate records in preparing the periodic and current reports that we file with the SEC. Securities laws require that these reports provide full, fair, accurate, timely and understandable disclosure and fairly present our financial condition and results of operations. Employees 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 and that our reports contain all of the information about the Company that would be important to enable stockholders and potential investors to assess the soundness and risks of our business and finances and the quality and integrity of our accounting and disclosures. In addition:

- no employee 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, the rules and regulations of the SEC or other applicable laws, rules and regulations;

- all employees must cooperate fully with our finance, accounting and legal departments, as well as our independent public accountants and outside counsel, respond to their questions with candor and provide them with complete and accurate information to help ensure that our books and records, as well as our reports filed with the SEC, are accurate and complete;
- no employee or person acting under their direction, may coerce, manipulate, mislead or fraudulently influence our finance, accounting and legal departments, our independent public accountants or outside counsel; and
- no employee should knowingly make (or cause or encourage any other person to make) any false or misleading statement in any of our reports filed with the SEC or knowingly omit (or cause or encourage any other person to omit) any information necessary to make the disclosure in any of our reports accurate in all material respects.

Any employee who becomes aware of any departure from these standards has a responsibility to report his or her knowledge promptly to a manager, the Compliance Officer, the Audit Committee or one of the other compliance resources described in [Section 14](#) or in accordance with the provisions of the Company's Whistleblower Policy.

10. *Gifts and Entertainment*

Business gifts and entertainment 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. It is against Company policy for an employee to offer anything of value to an existing or potential clinical investigator, Institutional Review Board, patient or other party that would inappropriately influence the design, conduct, enrollment or outcome of clinical studies. Similarly, it is against the Company policy for an employee to offer anything of value to an existing or potential customer that would inappropriately influence that consumer to select a Company product. There are similar concerns involving potential conflicts of interest in other external business relationships. Generally, the exchange, as a normal business courtesy, of meals or entertainment (such as tickets to a game or the theatre or a round of golf) is a common and acceptable practice as long as it is not extravagant. Unless express permission is received from a manager, the Compliance Officer or the Audit Committee, gifts and entertainment should not be offered, provided or accepted by any employee unless consistent with customary business practices and not (a) of more than token or nominal monetary value, (b) a gift of cash or marketable securities, (c) susceptible of being construed as a bribe or kickback, (d) susceptible of influencing or appearing to influence the behavior of the recipient, (e) made or received on a regular or frequent basis or (f) in violation of any laws or Company policy. This principle applies to our transactions everywhere in the world, even where the practice is widely considered "a way of doing business." Employees should not accept gifts or entertainment that may reasonably be deemed to affect their judgment or actions in the performance of their duties. Our partners, customers, suppliers and the public at large should know that our employees' judgment is not for sale.

Under some statutes, such as the FCPA (as described above), giving anything of value to a government official to obtain or retain business or favorable treatment is a criminal act subject to prosecution and conviction. Discuss with your manager or the Compliance Officer any proposed entertainment or gifts if you are uncertain about their appropriateness.

11. Dealing with Government Officials

All dealings with government officials, including, but not limited to lobbying, political contributions to candidates and meeting with government agencies, shall be in accordance with all applicable national, state and local laws and regulations in each country in which the Company conducts business (and shall comply with the FCPA, as set forth above).

No employee shall offer or promise a payment or reward of any kind, directly or indirectly, to any federal, state, local or foreign government official (i) for or because of an official act performed or to be performed by that official; or (ii) in order to secure preferential treatment for the Company or its employees. No employee shall offer or promise any federal, state, local or foreign government official gifts, entertainment, gratuities, meals, lodging, travel or similar items that are designed to influence such officials. Further, because of the potential for misunderstanding, no employee may confer gifts, special favors, gratuities or benefits to such an official even if there is no matter pending before that official. The Company also strictly prohibits any employee from making any payment or providing a thing of value if the person knows, or reasonably believes or suspects that any portion of the payment or thing of value will be offered, given or promised, directly or indirectly, to any government official.

It is our policy to cooperate fully with all legal and reasonable government investigations. Accordingly, employees shall comply with any and all lawful requests from government investigators and, consistent with preserving the Company's legal rights, shall cooperate in lawful government inquiries. No employee shall make a false or misleading written or oral statement to a government official with regard to any matter involving a government inquiry into the Company matters.

Employees shall contact the Compliance Officer when presented with any such government request or inquiry prior to responding to such inquiry. Employees with questions about contacts with government officials should seek guidance from senior management. Officers and directors should contact the Compliance Officer prior to responding to any such inquiries.

12. Prohibition Against Discrimination; Equal Opportunity Employment

The Company is committed to maintaining the highest integrity in our work environment. Our employees must comply with all applicable employment laws and our policies addressing workplace conduct. We base hiring, promotions and performance management decisions on qualifications and job performance. The Company's policy is to treat each employee and job applicant without regard to race, color, age, sex, religion, national origin, sexual orientation, ancestry, veteran status or any other category protected by law. Employees must refrain from acts that are intended to cause, or that do cause, unlawful employment discrimination. The Company also accommodates qualified disabled employees and applicants consistent with applicable laws.

The Company prohibits harassment in the workplace, including but not limited to sexual harassment. Consistent with this policy, we will not tolerate harassment by any of our employees, customers or other third parties. Harassment includes verbal or physical conduct which threatens, offends or belittles any individual because of his or her gender, race, color, age, religion, national origin, sexual orientation, ancestry, veteran status or any other category protected by law. Retaliation against an employee for alleging a complaint of harassment or discrimination or for participating in an investigation relating to such a complaint will also not be tolerated. Please refer to our Employee Handbook, which is incorporated herein by reference, for more information, including procedures for



reporting incidents of harassment to management.

13. Health and Safety

The Company is committed to providing a safe and healthy work environment for its employees, and all other individuals working on behalf of the Company. The Company also recognizes that the responsibilities for a safe and healthy work environment are shared with you. The Company will continue to establish and implement appropriate health and safety policies that managers and their employees are expected to uphold at all times. Employees are expected to conduct their work in a safe manner in compliance with all the Company policies and report all safety or health concerns to your manager or Human Resources.

Part of providing a safe and healthy environment is the prohibition of illegal drugs or alcohol (except when alcohol is pre-approved for special the Company-sponsored events) on the premises. Individuals who consume alcohol at such events do so at their own risk. In addition, you are expected to avoid excessive consumption of alcohol at any the Company-sponsored event and will be asked to leave an event at which you are violating this requirement. You also may be subject to other disciplinary measures.

14. Compliance Standards and Procedures

Compliance Resources

To facilitate compliance with the Code, we have implemented a program of Code awareness, training and review. Our Compliance Officer oversees this program.

If you encounter a situation or are considering a course of action and its appropriateness is unclear, discuss the matter promptly with your manager or the Compliance Officer; even the appearance of impropriety can be very damaging and should be avoided. Your most immediate resource for any matter related to the Code is your manager. 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 manager. In these instances, you should feel free to discuss your concern with Human Resources or the Compliance Officer. Additionally, you may report any violations of this Code or any other illegal behavior anonymously through the Company's Whistleblower hotline. There are two methods of logging complaints anonymously:

Compliance Hotline: (213) 596-1927

Mail: Viridian Therapeutics, Inc., Attn: General Counsel, 221 Crescent Street, Suite 401, Waltham, Massachusetts 02453

Reporting Possible Violations

If you know or reasonably believe that there has been a violation of Code standards or any other illegal behavior, you have a responsibility to report it. Failure to report a known or suspected violation of this Code is itself a violation, and may result in disciplinary action up to, and including, termination. You are expected to promptly report the matter to one of the above individuals 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 discharge, demote, suspend, threaten,***



harass or in any manner discriminate or tolerate discrimination or retaliation against any employee for reporting, in good faith, a potential violation, and any manager intimidating or imposing sanctions on any such person for reporting a matter in good faith will be disciplined.

The Compliance Officer will investigate all reported possible Code violations promptly and with the highest degree of confidentiality that is possible under the specific circumstances. Neither you nor your manager 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 outside legal counsel, Human Resources and/or the Audit Committee. It is our policy to employ a fair process by which to determine violations of the Code.

If any investigation indicates that a violation of the Code has probably occurred, we will take such action as we believe to be appropriate under the circumstances. If we determine that an employee is responsible for a Code 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 violations.

15. Waivers

This Code applies to all Company employees, officers and directors. Please contact the Compliance Officer if you believe that a waiver under a provision of this Code is warranted.

Any waiver of the Code for executive officers (including, our principal executive officer, principal financial officer, principal accounting officer or controller (or persons performing similar functions)) or directors may be authorized only by our Board or, to the extent permitted by applicable listing standards and our Corporate Governance Guidelines, a committee of the Board, and will be disclosed to stockholders as required by applicable laws, rules and regulations.

There shall be no substantive amendment to this Code except by a vote of the Board. The Company reserves the right to amend any provision of this Code at any time, subject to this requirement.

Last amended September 27, 2022



**VIRIDIAN THERAPEUTICS, INC.
CODE OF BUSINESS CONDUCT AND ETHICS**

Acknowledgement

I confirm that I have received a copy of the Viridian Therapeutics, Inc. Code of Business Conduct and Ethics and that I have read, understood and agree to comply with the Viridian Therapeutics, Inc. Code of Business Conduct and Ethics. I understand that violation of this Code may subject me to discipline, up to and including termination for cause.

Signature

Printed Name

Date