

## BICYCLE THERAPEUTICS PLC

### AMENDED AND RESTATED CODE OF BUSINESS CONDUCT AND ETHICS

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#### INTRODUCTION

Bicycle Therapeutics plc (the “*Company*,” “*us*,” “*we*,” “*our*”) is committed to maintaining the highest standards of business conduct and ethics. This Amended and Restated Code of Business Conduct and Ethics (this “*Code*”) reflects the business practices and principles of behavior that support this commitment. We expect every employee, officer, director, consultant and any other service provider of the Company who is acting on behalf of the Company (collectively, “*personnel*”) to read and understand this Code and its application to the performance of his or her business responsibilities.

Officers, managers and other supervisors are expected to develop in each Company personnel a sense of commitment to the spirit, as well as the letter, of this Code. Supervisors are also expected to ensure that all agents and contractors conform to Code standards when working for or on behalf of the Company. The compliance environment within each supervisor’s assigned area of responsibility will be an important factor in evaluating the quality of that individual’s performance. In addition, any personnel who makes an exemplary effort to implement and uphold our legal and ethical standards will be recognized for that effort in his or her performance review. Nothing in this Code alters the at-will employment policy of the Company.

This Code addresses conduct that is particularly important to proper dealings with the people and entities with whom we interact, but reflects only a part of our commitment. From time to time, we may adopt additional policies and procedures with which our personnel, officers and directors are expected to comply, if applicable to them. However, it is the responsibility of each personnel to apply common sense, together with his or her own highest personal ethical standards, in making business decisions where there is no stated guideline in this Code.

Action by members of your immediate family, significant others or other persons who live in your household (referred to in this Code as “*family members*”) also may potentially result in ethical issues to the extent that they involve the Company’s business. For example, acceptance of inappropriate gifts by a family member from one of our partners or suppliers could create a conflict of interest and result in a Code violation attributable to you. Consequently, in complying with this Code, you should consider not only your own conduct, but also that of your immediate family members, significant others and other persons who live in your household.

**You should not hesitate to ask questions about whether any conduct may violate this Code, voice concerns or clarify gray areas. Section 16 below details the compliance resources available to you. In addition, you should be alert to possible violations of this Code by others and report suspected violations, without fear of any form of retaliation, as further described in Section 16.** Violations of this Code will not be tolerated. Any personnel who violates the standards in this Code may be subject to disciplinary action, which, depending on the nature of the violation and the history of such person, may range from a warning or reprimand to and including termination of employment and, in appropriate cases, civil legal action or referral for regulatory or criminal prosecution.

After carefully reviewing this Code, please accept and acknowledge that you have read this Code in accordance with the Company’s documentation requirements. By accepting this document, you agree to the commitments and acknowledgements attached as Exhibit A hereto.

The acknowledgment must be returned either electronically in a manner provided for by the Company or to the person designated as the Company's Compliance Officer (the "**Compliance Officer**") (as further described Section 16 below) or such Compliance Officer's designee within ten (10) business days of your receipt of this Code and on an annual basis as the Company may require.

### **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 the Company, including all personnel. Unyielding personal integrity is the foundation of corporate integrity.

### **2. *Legal Compliance***

Obedying the law, both in letter and in spirit, is the foundation of this Code. Our success depends upon our personnel's operating within legal guidelines and cooperating with local, national and international authorities. We expect our personnel to understand and comply with the legal and regulatory requirements applicable to their business units and areas of responsibility. In particular, the research and development of pharmaceutical products is subject to a number of legal and regulatory requirements, including standards related to ethical research procedures and proper scientific conduct. We expect our officers and employees to comply with all such requirements. We hold periodic training sessions to ensure that all personnel comply with the relevant laws, rules and regulations associated with their employment, including laws prohibiting insider trading (which are discussed in further detail in Section 3 below). While we do not expect you to memorize every detail of these laws, rules and regulations, we want you to 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 not hesitate to seek answers from your supervisor or the Compliance Officer.

Violation of 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.

While not part of this Code, the Company's other policies that apply to the Company's personnel, including the Company's Amended and Restated Foreign Corrupt Practice Act, UK Bribery Act, and Anti-Corruption Policy 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. These various separate policies and standards can be accessed electronically through the Company's intranet site, or by request to the Compliance Officer.

### **3. *Insider Trading***

Personnel 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 material, non-public information about the Company or about companies with which we do business is considered confidential information. To use material, nonpublic information in connection with buying or selling securities, including "tipping" others who might make an investment decision on the basis of this information, is both unethical and illegal. You should consult the Company's Amended and Restated Insider Trading Policy (the "**Insider Trading Policy**") for more information.

#### **4. *International Business Laws***

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, 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 personnel 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 also extend to all our activities outside the United States, 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 personnel from doing business with countries, or traveling to countries subject to sanctions imposed by the U.S. government (currently Cuba, Iran, North Korea, Syria, and the Crimea Region, Donetsk People's Republic and Luhansk People's Republic in the Ukraine), as well as specific companies and individuals identified on economic sanctions lists published by the U.S. Treasury Department;
- U.S. export controls, which restrict exports from the United States and re-exports from other countries of certain goods, software and technology to many countries, and prohibit transfers of U.S.-origin items to denied persons and entities; and
- Antiboycott 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 United States or against any U.S. person.

If you have a question as to whether an activity is restricted or prohibited, seek assistance before taking any action, including giving any verbal assurances that might be regulated by international laws. Additionally, we have adopted a separate Anti-Corruption Policy with which you will be expected to comply as a condition of your employment with the Company. You should consult our Anti-Corruption Policy for more information on compliance with the Foreign Corrupt Practices Act, U.K. Anti-Bribery Act 2010 and other anti-corruption laws.

#### **5. *Antitrust Laws***

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 or other actions (e.g., fixing margins) that restrict the ability of the customer to set its own prices and terms of business. It is generally acceptable to issue recommended resale prices

(“*RRPs*”) but care should be taken to ensure these are not in fact de facto minimum resale prices and customers should be clearly informed that if the Company issues *RRPs* the customer is free to set the resale price as it sees fit; and

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

Certain kinds of information, such as our strategies, pipeline products, commercial intentions, identification of potential partnerships and collaborations, pricing, production, inventory, business plans, strategies, budgets, 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 individual liability in certain jurisdictions, significant 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 supervisor or the Compliance Officer whenever you have a question relating to these laws.

## **6. *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 personnel to comply with all applicable environmental laws when conducting the business of the Company.

It is our policy to conduct our business in an environmentally responsible way that minimizes environmental impacts. We are committed to minimizing and, if practicable, eliminating the use of any substance or material that may cause environmental damage, reducing waste generation and disposing of all waste through safe and responsible methods, minimizing environmental risks by employing safe technologies and operating procedures, and being prepared to respond appropriately to accidents and emergencies.

## **7. *Conflicts of Interest***

We expect our personnel to be free from influences that conflict with the best interests of the Company or might deprive the Company of their undivided loyalty in business dealings. Even just the appearance of a conflict of interest can be damaging and should be avoided. Whether or not a conflict of interest exists can be unclear. The following are some (but not all) situations that may involve problematic conflicts of interests: (a) employment by, consulting for, or service on the board of a competitor, customer or supplier; (b) owning a significant financial interest in an entity that does business, seeks to do business or competes with us; (c) soliciting or accepting gifts, favors, loans or preferential treatment from any person or entity that does business or seeks to do business with us, except as permitted under [Section 11](#); (d) taking personal advantage of corporate opportunities, except as permitted under [Section 8](#); (e) certain types of “moonlighting”; (f) exercising supervisory or other authority on behalf of the Company over a co-worker who is also a family member; and (g) loans to, or guarantees of obligations of, employees, officers or directors or their family members by the Company.

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

supervisor or the Compliance Officer. Supervisors may not authorize conflict of interest matters or make determinations as to whether a problematic conflict of interest exists without first seeking the approval of the Compliance Officer and providing the Compliance Officer with a written description of the activity. If the supervisor is involved in the potential or actual conflict, you should discuss the matter directly with the Compliance Officer. Officers and directors may seek authorizations and determinations from the Audit Committee (the “*Committee*”) of the Company’s Board of Directors (the “*Board*”), or such other committee of the Board that the Board may expressly designate.

## **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. 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. Even opportunities that are acquired privately by you may be questionable if they are related to our existing or proposed lines of business. From time to time, one or more of the non-employee members of the Board may also be partners in or employees of one or more entities that make professional investments or manage other entities making professional investments (each, a “*Fund*”), and such members of the Board may receive various opportunities in the course of their work related to such Funds. The Company does not expect that such a director would offer an opportunity to the Company unless the matter, transaction or interest is presented to, or acquired, created or developed by, or otherwise comes into the possession of that director expressly and solely in that director’s capacity as a member of the Company’s Board. In the interest of clarifying what constitutes a “conflict of interest” under Section 7, if any non-employee member of the Company’s Board who is also a partner or employee of a Fund acquires knowledge of a potential transaction or other matter, other than in connection with such individual’s service as a member of the Board, that may be an opportunity of interest for both the Company and such Fund, then, provided that such director has acted reasonably and in good faith with respect to the best interests of the Company, such an event shall be deemed not to be a “conflict of interest” under Section 7.

## **9. *Maintenance of Corporate Books, Records, Documents and Accounts; Financial Integrity; Public Reporting***

The integrity of our records and public disclosure depends upon the validity, accuracy and completeness of the information supporting the entries to 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 test results, is strictly prohibited. Our records serve as a basis for managing our business and are important in meeting our obligations to our partners, customers, suppliers, creditors, personnel 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 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;

- our 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, 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 Securities and Exchange Commission (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. Company 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 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 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, the rules and regulations of the SEC or other applicable laws, rules and regulations;
- all personnel must cooperate fully with our finance and accounting personnel, 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, as well as our reports filed with the SEC, are accurate and complete;
- no personnel, director or person acting under their direction, may coerce, manipulate, mislead or fraudulently influence our finance and accounting personnel, our independent public accountants or counsel; 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 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 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, the chairperson of the Committee or one of the other compliance resources described in [Section 16](#) or in accordance with the provisions of the Company’s Whistleblower Policy For Accounting and Auditing Matters (the “**Whistleblower Policy**”).

## **10. 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 personnel 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 supervisor or the Compliance Officer, as further described in [Section 16](#).

You are expected to deal fairly with our customers, suppliers, personnel and anyone else with whom you have contact in the course of performing your job. Be aware that the U.S. 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 U.S. Federal Trade Commission Act to engage in deceptive, unfair or unethical practices and to make misrepresentations in connection with sales activities.

Personnel 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.

## **11. *Gifts and Entertainment***

Business gifts and entertainment are meant to create goodwill and sound working relationships and not to gain improper advantage with customers or facilitate approvals from government officials. 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 supervisor, the Compliance Officer or the Committee, gifts and entertainment cannot be offered, provided or accepted by any personnel unless consistent with customary business practices and not (a) of more than token or nominal monetary value, (b) in cash, (c) susceptible of being construed as a bribe or kickback, (d) made or received on a regular or frequent basis or (e) in violation of any laws. This principle applies to our transactions everywhere in the world, even where the practice is widely considered “a way of doing business.” Personnel should not accept gifts or entertainment that may reasonably be deemed to affect their judgment or actions in the performance of their duties. Our customers, suppliers and the public at large should know that our personnel’s judgment is not for sale.

Under some statutes, such as the U.S. Foreign Corrupt Practices Act and U.K. Anti-Bribery Act 2010 (further described in [Section 4](#) 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 supervisor or the Compliance Officer any proposed entertainment or gifts if you are uncertain about their appropriateness.

## **12. *Protection and Proper Use of Company Assets***

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

You may not, while acting on behalf of the Company or while using our computing or communications equipment or facilities, either:

- access the internal computer system (also known as “hacking”) or other resource of another entity without express written authorization from the entity responsible for operating that resource; or
- commit any unlawful or illegal act, including harassment, libel, fraud, sending of unsolicited bulk email (also known as “spam”) or material of objectionable content in violation of applicable law, trafficking in contraband of any kind or any kind of espionage.

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.

Unsolicited bulk email is regulated by law in a number of jurisdictions. If you intend to send unsolicited bulk email to persons outside of the Company, either while acting on our behalf or using our computing or communications equipment or facilities, you should contact your supervisor or the Compliance Officer for prior approval.

Subject to applicable laws, all data residing on or transmitted through our computing and communications facilities, including email and word processing documents, is the property of the Company and subject to inspection, retention and review by the Company, with or without a personnel's or third party's knowledge, consent or approval, in accordance with applicable law. Any misuse or suspected misuse of our assets must be immediately reported to your supervisor or the Compliance Officer.

### **13. Confidentiality**

One of our most important assets is our confidential information. As personnel, 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. Company personnel 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 or harmful to the Company or its customers if disclosed, such as business plans, scientific and technical strategies, financial information, information related to the Company's research, testing platforms and sequencing methods, data and results, designs, ideas, inventions and new developments and methods, works of authorship, trade secrets, processes, protocols, conceptions, formulas, patents, patent applications, licenses, suppliers, manufacturers, raw material and product specifications, customers, market data, personnel data, personally identifiable information pertaining to our personnel, customers or other individuals (including, for example, names, addresses, telephone numbers and social security numbers), and similar types of information provided to us by our 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 or proprietary information confidential unless and until that information is released to the public through approved channels (usually through a press release, an SEC filing or a formal communication from a member of senior management, as further described in [Section 14](#)). Every personnel 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 personnel of the Company unless those fellow personnel 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, mobile devices, thumb drives or other data storage devices, and laptop computers, should be stored securely. 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 in any “chat room,” 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 privacy policy, then you must handle that information in accordance with the applicable policy.

Notwithstanding the foregoing, and notwithstanding any other confidentiality or nondisclosure agreement or policy applicable to you or to any other current or former personnel, the Company does not restrict you or any other current or former personnel from communicating, cooperating or filing a complaint with any U.K. or U.S. governmental or law enforcement entity (collectively, a “**Governmental Entity**”) with respect to possible violations of any U.K. or U.S. law or regulation, or otherwise making disclosures to any Governmental Entity, in each case, that are protected under the whistleblower provisions of any such law or regulation, provided that in each case (a) such communications and disclosures are consistent with applicable law; and (b) the information subject to such disclosure was not obtained by the current or former personnel through a communication that was subject to the attorney-client privilege, unless such disclosure would otherwise be permitted by an attorney pursuant to 17 CFR 205.3(d)(2), applicable state attorney conduct rules, or otherwise. Any policy or agreement in conflict with the foregoing is hereby deemed amended by the Company to be consistent with the foregoing.

#### **14. *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 Financial Officer (the “**CFO**”). We have designated our CEO and CFO as our official spokespersons for financial, scientific, clinical, technical and other related information. Unless a specific exception has been made by the CEO, 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.

#### **15. *Waivers***

The Compliance Officer is responsible for interpreting and applying the Code 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 in appropriate circumstances. Any member of our personnel who believes that a situation may warrant such an exception or waiver should contact the Compliance Officer.

Any waiver of this Code for executive officers (including, where required by applicable laws, 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 the rules of any stock exchange on which our shares are listed and our Corporate Governance Guidelines, a committee of the Board and will be disclosed as required by applicable laws, rules and regulations.

## 16. *Compliance Standards and Procedures*

### *Compliance Resources*

To facilitate compliance with this Code, we have implemented a program of Code awareness, training and review. Our Compliance Officer oversees this program and is a person to whom you can address any questions or concerns. In addition to fielding questions or concerns with respect to potential violations of this Code, the Compliance Officer is responsible for:

- investigating possible violations of this Code;
- training new personnel in Code policies;
- conducting annual training sessions to refresh the familiarity of our personnel with this Code;
- distributing copies of this Code annually via email and the Company's secure internal website to each personnel with a reminder that each person is responsible for reading, understanding and complying with this Code;
- updating this Code as needed and alerting personnel to any updates, with approval of the Board or the Committee, as appropriate, to reflect changes in the law, Company operations and recognized best practices, and to reflect the Company's experience; and
- otherwise promoting an atmosphere of responsible and ethical conduct.

Your most immediate resource for any matter related to this Code 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 speaking with the Compliance Officer because he or she works in your department or is one of your supervisors, please contact the CEO or the Committee. Of course, if your concern involves potential misconduct by another person and relates to questionable accounting or auditing matters under the Whistleblower Policy, you may report that violation as set forth in such policy.

Toll-free help lines in the United States at (855) 696-3244 and the United Kingdom at 0800 022 3890, a third-party managed web portal at <https://www.whistleblowerservices.com/BCYC>, and a dedicated email address at [complianceofficer@bicycletx.com](mailto:complianceofficer@bicycletx.com) are also available to those who wish to ask questions about Company policy, seek guidance on specific situations or report violations of this Code. You may call the toll-free numbers or access the web portal anonymously if you prefer, 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 or email contact with the hotline, web portal or dedicated email address will be kept strictly confidential to the extent reasonably possible within the objectives of this Code, and subject to applicable law, regulations or legal proceeding.

### *Clarifying Questions and Concerns; Reporting Possible Violations*

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

If you are aware of a suspected or actual violation of Code standards by others, you have a responsibility to report it. 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. Whether you choose to speak with your supervisor or the Compliance Officer, you should do so without fear of any form of retaliation. We will take prompt disciplinary action against any personnel who retaliates against you, including termination of employment.

Supervisors must promptly report any complaints or observations of Code 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 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 legal counsel, the Company's human resources department and/or the Committee. It is our policy to employ a fair process by which to determine violations of this Code.

With respect to any complaints or observations of violations that may involve accounting, internal accounting controls and auditing concerns, under the Whistleblower Policy, the Compliance Officer shall promptly inform the Committee, and the Committee shall be responsible for supervising and overseeing the inquiry and any investigation that is undertaken. If a potential violation is reported via the confidential hotline or web portal as provided under the Whistleblower Policy, the Committee will be notified automatically and directly.

If any investigation indicates that a violation of this Code has probably occurred, we will take such action as we believe to be appropriate under the circumstances. If we determine that any Company personnel 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.

#### **17. *Changes; Annual Review***

Any changes to this Code may only be made by the Committee and will be recommended to the Board for approval and effective upon approval by the Board. The Committee will review and reassess the adequacy of this Code at least annually, and recommend to the Board any changes the Committee determines are appropriate. All changes must be promptly disclosed as required by law or regulation.

#### **18. *Website Disclosure***

This Code, as may be amended from time to time, shall be posted on the Company's website. The Company shall state in its annual proxy statement that this Code is available on the Company's website and provide the website address as required by law or regulation.

**Approved by the Board of Directors: 27 September 2023**

**Effective: 27 September 2023**

**Amended: 19 June 2024 and 1 October 2025**

**EXHIBIT A**

**BICYCLE THERAPEUTICS PLC**

**AMENDED AND RESTATED CODE OF BUSINESS CONDUCT AND ETHICS  
ACKNOWLEDGMENT**

After carefully reviewing this Code, please accept and acknowledge that you have read this Code in accordance with the Company's documentation requirements. You understand and agree that it is your responsibility to read and familiarize yourself with the provisions in this Code, and to abide by the rules, policies, and standards set forth. You further acknowledge that the terms and conditions set forth in this Code or any other Company policy may be modified, changed, or deleted at any time without prior notice to you and other personnel, provided such changes are in writing and approved by an authorized officer of the Company.