

AUDIT COMMITTEE COMPLAINT & WHISTLE BLOWING POLICY

INTRODUCTION

Argenx is committed to achieving and maintaining high standards with regards to behaviour at work and all employees and stakeholders (i.e. shareholders/suppliers/customers) are encouraged to report genuine concerns about unethical behaviour, malpractices, illegal acts or failure to comply with regulatory requirements without fear of reprisal should they act in good faith when reporting such concerns.

Argenx views any harassments or retaliations in any form or manner against genuine whistle blowers seriously and will treat such action as gross misconduct, which if proven, may lead to dismissal.

This policy outlines the procedures that the Board of Directors and its Audit Committee have established with respect to the receipt, treatment and retention of complaints received by the argenx SE and its subsidiaries existing from time to time (together referred to as the “**Company**”) regarding

- a. concerns about **unethical behaviour, malpractices, illegal acts** or failure to comply with regulatory requirements that is taking place/has taken place/may take place in the future (including any rules and regulations under the federal securities laws or the U.S. Foreign Corrupt Practices Act (“**FCPA**”); or
- b. accounting, internal accounting controls or auditing matters, including the confidential, anonymous submission by employees of concerns regarding **questionable accounting or auditing matters**.

(collectively, “**Complaints**”)

WHISTLE BLOWING: HOW TO REPORT?

Whistle Blowing is a specific means by which an employee or stakeholder can report or disclose through established channels.

Only **genuine concerns** should be reported under this policy. Such a report should be made in good faith with a **reasonable belief** that the information and any allegation in it are substantially true, and the report is not made for personal gain. The complaining party should identify the subject matter of his or her Complaint. The practices that are alleged, must be reported in as much detail as possible. Malicious and false allegations will be viewed seriously and treated as a gross misconduct and if proven may lead to dismissal.

Reports received anonymously will be treated as **confidential**.

The person making an anonymous report will be advised that maintaining anonymity may hinder an investigation. Irrespective of this, anonymity will be maintained as long as it is permitted by law or the person making the report indicates that he/she no longer wishes to remain anonymous.



Except in case reporting is management is a concern, any Complaint should be reported to the **Chief Financial Officer** (“CFO”):

Eric Castaldi
ecastaldi@argenx.com

Mail: mark: **STRICTLY CONFIDENTIAL**
argenx SE
Attention: Chief Financial Officer
Industriepark-Zwijnaarde 7, gebouw C
9052 Zwijnaarde
Belgium

In case reporting to the management is a concern, then the report should be made to the **Chairman of Audit Committee**:

Werner Lanthaler
Werner.Lanthaler@evotec.com

Mail: mark: **STRICTLY CONFIDENTIAL**
argenx SE
Attention: Chairman – Audit Committee
Industriepark-Zwijnaarde 7, gebouw C
9052 Zwijnaarde
Belgium

Complaints may be submitted to the Company as follows:

- The complaining party may place a **phone call** to the CFO resp. the Chairman of the Audit Committee. During this phone call, the complaining party should identify the subject matter of his or her Complaint and the practices that are alleged, providing as much detail as possible; and/or
- The complaining party may submit a **confidential memorandum** to the CFO resp. of the Audit Committee, which identifies the subject matter of his or her Complaint and the practices that are alleged, providing as much detail as possible.

PROCEDURES FOR RECEIVING COMPLAINTS

Any Complaint received in accordance with the procedures set forth above will be **forwarded in a confidential manner to the Chairman of the Audit Committee** (if not addressed to him or her initially) as soon as reasonably practicable following receipt of such Complaint. In addition, management will be informed that any Complaint received outside of these procedures should likewise be forwarded in a confidential manner to the Chairman of the Audit Committee as soon as reasonably practicable following receipt of such Complaint.

To ensure that the Chairman of the Audit Committee is not inadvertently or improperly screening out Complaints that should be viewed by the Audit Committee, the Chairman of the Audit Committee will



be charged with preparing and submitting to the Audit Committee prior to each regularly scheduled meeting of the Audit Committee, a table or other report detailing the time, date, nature and disposition of each complaint received by him or her since the date of the prior report. The table or other report will be reviewed by the Audit Committee at its next regularly-scheduled meeting.

PROCEDURES FOR TREATING COMPLAINTS

Following receipt of a Complaint, the CFO resp. Chairman of the Audit Committee will begin to conduct an **initial evaluation** of the Complaint. In connection with the initial evaluation, the CFO resp. Chairman or his or her designee will make a determination of:

- whether the Complaint requires **immediate** investigation;
- whether it can be held for discussion at **the next regularly-scheduled meeting** of the Audit Committee or whether a special meeting of the Audit Committee should be called; or
- whether it does not relate to accounting, internal accounting controls or auditing matters or potential violations of the federal securities laws or the FCPA and **should be reviewed by a party other than the Audit Committee** in accordance with the Company's Code of Ethics or other policies.

In any event, each Complaint will be **discussed at the next meeting of the Audit Committee**. At that meeting, the Audit Committee will make a determination as to whether and how such Complaint will be investigated, or if the investigation has commenced, how to proceed with such investigation. The Audit Committee may elect among the following options or may investigate the Complaint in another manner determined by the Audit Committee:

- The Audit Committee may choose to investigate the Complaint **on its own**.
- The Audit Committee may select **a responsible designee within the Company** to investigate the Complaint. Under no circumstances should a member of the division of the Company that is the source of the Complaint be charged with its investigation. If the Complaint was not made on an anonymous basis, the Audit Committee will determine whether it is appropriate to provide the designee with the identity of the complaining party.
- The Audit Committee may **retain an outside party** (other than the Company's independent auditor) to investigate the Complaint and assist in the Complaint's evaluation).
- The Audit Committee may **retain outside counsel to initiate an investigation and work either with internal parties or an outside financial/forensic auditing company** to assist in such investigation.

The investigation party designated by the Audit Committee will be permitted reasonable access to the Company and its documents and computer systems for purposes of conducting the investigation. At the conclusion of its investigation, the investigating party will be responsible for making a full report to the Audit Committee with respect to the Complaint and, if requested by the Audit Committee, to make recommendations for corrective actions, if any, to be taken by the Company.

The Audit Committee will consider, if applicable, the recommendations of the investigating party and determine whether any corrective actions should be taken. The Audit Committee will **report to the**



Board of Directors not later than its next regularly-scheduled meeting with respect to the Complaint for which such investigation has been completed and, if applicable, any recommended corrective actions.

PROCEDURES FOR RETAINING RECORDS REGARDING COMPLAINTS

The Audit Committee will seek to ensure that all Complaints received by the Audit Committee, together with all documents pertaining to the Audit Committee's or its designee's investigation and treatment of any such Complaint, are **retained in a secure location**. If a Complaint becomes the subject of a criminal investigation or civil litigation is resolved, all documents related to that Complaint will be retained until such investigation or litigation is resolved, including all appeals. The Audit Committee may delegate this record retention obligation to an independent advisor or entity or the Chairman or any other member of the Audit Committee.

PROTECTION FOR WHISTLEBLOWERS

At no time will there be any retaliation by the Company or at its direction against any employee for making a reasonable complaint, in good faith, pursuant to the procedures described herein regarding accounting, internal accounting controls or auditing matters, or potential violations of the federal securities laws or the FCPA.

PERIODIC REVIEW OF PROCEDURES

The Audit Committee will review the procedures outlined above and consider changes to such procedures periodically.

Adopted September 12, 2017.