

**APTEVO THERAPEUTICS INC.
CORPORATE GOVERNANCE GUIDELINES**

(Adopted August 3, 2016)
(Last Revised October 20, 2022)

The Board of Directors (the “Board”) of Aptevo Therapeutics Inc. (the “Company”) has adopted the following Corporate Governance Guidelines (the “Guidelines”) to assist the Board in the exercise of its duties and responsibilities and to serve the best interests of the Company and its stockholders. The Guidelines should be applied in a manner consistent with all applicable laws and stock exchange rules and the Company’s charter and bylaws, each as amended and in effect from time to time. The Guidelines are intended to serve as a flexible framework for the conduct of the Board’s business and not as a set of legally binding obligations. The Board, after taking into consideration any recommendations from the Company’s Nominating and Corporate Governance Committee, may modify or make exceptions to the Guidelines from time to time in its discretion and consistent with its duties and responsibilities to the Company and its stockholders.

A. Director Responsibilities

1. Oversee Management of the Company. The principal responsibility of the directors is to oversee the management of the Company and, in so doing, serve the best interests of the Company and its stockholders. This responsibility includes:
 - Reviewing and approving fundamental operating, financial and other corporate plans, strategies and objectives.
 - Evaluating the performance of the Company and its senior executives and taking appropriate action, including removal, when warranted.
 - Evaluating the Company’s compensation programs on a regular basis and determining the compensation of its senior executives.
 - Reviewing and approving senior executive succession plans.
 - Evaluating whether corporate resources are used only for appropriate business purposes.
 - Establishing a corporate environment that promotes timely and effective disclosure (including robust and appropriate controls, procedures and incentives), fiscal accountability, high ethical standards and compliance with all applicable laws and regulations.
 - Reviewing the Company’s policies and practices with respect to risk assessment and risk management, including enterprise risk management activities.
 - Reviewing and approving material transactions and commitments not entered into in the ordinary course of business.

- Developing a corporate governance structure that allows and encourages the Board to fulfill its responsibilities.
 - Providing advice and assistance to the Company's senior executives.
 - Evaluating the overall effectiveness of the Board and its committees.
2. Exercise Business Judgment. In discharging their fiduciary duties of care, loyalty and candor, directors are expected to exercise their business judgment to act in what they reasonably believe to be the best interests of the Company and its stockholders.
3. Understand the Company and its Business. Directors have an obligation to become and remain informed about the Company and its business, including the following:
- The principal operational and financial objectives, strategies and plans of the Company.
 - The results of operations and financial condition of the Company and of significant subsidiaries and business segments.
 - The relative standing of the business segments within the Company and vis-a-vis competitors.
 - The factors that determine the Company's success.
 - The risks and problems that affect the Company's business and prospects.
4. Establish Effective Systems. Directors are responsible for determining that effective systems are in place for the periodic and timely reporting to the Board on important matters concerning the Company, including the following:
- Current business and financial performance, the degree of achievement of approved objectives and the need to address forward-planning issues.
 - Future business prospects and forecasts, including actions, facilities, personnel and financial resources required to achieve forecasted results.
 - Financial statements, with appropriate segment or divisional breakdowns.
 - Compliance programs to assure the Company's compliance with law and corporate policies.
 - Material litigation and governmental and regulatory matters.
 - Monitoring and, where appropriate, responding to communications from stockholders.

Directors should also periodically review the integrity of the Company's internal control and management information systems.

5. Board, Stockholder and Committee Meetings. Directors are responsible for attending Board meetings and meetings of committees on which they serve and are encouraged to attend the annual meeting of stockholders, and devoting the time needed, and meeting as frequently as necessary, to discharge their responsibilities properly.
6. Reliance on Management and Advisors; Indemnification. The directors are entitled to rely on the Company's senior executives and its outside advisors, auditors and legal counsel, except to the extent that any such person's integrity, honesty or competence is in doubt. The directors are also entitled to Company-provided indemnification, statutory exculpation and directors' and officers' liability insurance.

B. Director Qualification Standards

1. Independence. Except as may otherwise be permitted under the applicable rules of the Nasdaq Stock Market ("Nasdaq"), a majority of the members of the Board shall be independent directors. To be considered independent: (1) a director must be independent as determined under Rule 5605(a)(2) of the rules of Nasdaq and (2) in the Board's judgment, the director must not have a relationship with the Company that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.
2. Board Membership Criteria. The Board will determine the appropriate characteristics, skills and experience for the Board as a whole and for its individual members. The Board considers recommendations for nominees from the Nominating and Corporate Governance Committee. In selecting candidates and existing directors for service on the Board, the minimum general criteria set forth below will be considered; specific additional criteria may be added with respect to specific searches. An acceptable candidate may not fully satisfy all of the criteria, but is expected to satisfy nearly all of them. The Board believes that candidates for director should have certain minimum qualifications, including being able to read and understand basic financial statements, being over 21 years of age and having the highest personal integrity and ethics. In considering candidates recommended by the Nominating and Corporate Governance Committee, the Board intends to consider such factors as possessing relevant expertise upon which to be able to offer advice and guidance to management, having sufficient time to devote to the affairs of the Company, demonstrated excellence in his or her field, having the ability to exercise sound business judgment and having the commitment to rigorously represent the long-term interests of the Company's stockholders. Candidates for director nominees are reviewed in the context of the current composition of the Board, the operating requirements of the Company and the long-term interests of stockholders. In conducting this assessment, the Board considers diversity, age, skills, and such other factors as it deems appropriate given the current needs of the Board and the Company, to maintain a balance of knowledge, experience and

capability. With respect to diversity, the Board will specifically consider a candidate's gender, nationality, race, ethnicity, and sexual orientation as part of its criteria in considering any such candidate for service on the Board. In the case of incumbent directors whose terms of office are set to expire, the Board reviews such directors' overall service to the Company during their term, including the number of meetings attended, level of participation, quality of performance, and any other relationships and transactions that might impair such directors' independence. The Board and the Company wish to maintain a Board composed of members who can productively contribute to the success of the Company. From time to time, the Board may change the criteria for Board membership to maximize the opportunity to achieve this success. When this occurs, existing members will be evaluated according to the new criteria. A director who no longer meets the complete criteria for board membership may be asked to adjust his or her committee assignments or resign from the Board.

3. Size of the Board. The Board shall periodically consider whether the size of the Board is appropriate given the Company's present circumstances and any changes to the Company's business.
4. Other Directorships. A director shall endeavor to limit the number of other public company boards on which he or she serves to three (including Aptevo Therapeutics) or, if such director is a public company executive, to no more than two public company boards; however, directors may serve on more than three boards upon consent of the Board. Directors are required to advise the Chair of the Board in advance of accepting an invitation to serve on another public company board. Service on boards and/or committees of other organizations shall comply with the Company's conflict of interest policies.
5. Tenure. The Board does not believe it should establish term limits. Term limits could result in the loss of directors who have been able to develop, over a period of time, increasing insight into the Company and its operations and an institutional memory that benefit the entire membership of the Board as well as management. As an alternative to term limits, the Nominating and Corporate Governance Committee shall review each director's continuation on the Board at least once every three years. This will allow each director the opportunity to conveniently confirm his or her desire to continue as a member of the Board and allow the Company to conveniently replace directors who are no longer interested or effective.
6. Board Leadership Structure. The Board may elect one of its members as Chair of the Board. At each Board meeting the Chair of the Board will act as chair of the meeting. The Nominating and Corporate Governance Committee shall periodically assess the Board's leadership structure, including (i) whether the Company should have a Vice Chair of the Board and/or an independent "Lead Director" in the event that the Chair of the Board is not an independent director and (ii) why the Board's leadership structure is appropriate given the specific characteristics or circumstances of the Company. In the event that the Chair of the Board is not an independent director, the Nominating and Corporate

Governance Committee may nominate an independent director to serve as “Lead Director,” who shall be approved by a majority of the independent directors.

The Vice Chair of the Board, if one is appointed, shall:

- Assist the Chair of the Board in performing his or her duties and responsibilities;
- Perform the duties of the Chair of the Board during his or her absence or disability including, without limitation, to chair any meeting of directors and/or stockholders in the absence of the Chair of the Board;
- If an independent director, serve as chair of the Nominating and Corporate Governance Committee;
- Together with the Lead Director, if any, meet with any director who is not adequately performing his or her duties as a member of the Board or any committee;
- Facilitate communications between other members of the Board and the Chair of the Board, the Lead Director, if any, and/or the Chief Executive Officer; however, each director is free to communicate directly with the Chair of the Board, the Lead Director and/or the Chief Executive Officer;
- Work with the Chair of the Board and the Lead Director, if any, in the preparation of the agenda for each Board meeting and in determining the need for a special meeting of the Board, with all final decisions on these matters left to the sole discretion of the Chair of the Board;
- Otherwise consult with the Chair of the Board, the Lead Director, if any, and/or the Chief Executive Officer on matters relating to corporate governance and Board performance; and
- Perform such other duties as may be assigned to him or her by the Board or Chair of the Board such as providing input, guidance and support between meetings of the Board to management’s efforts in specific areas of focus (e.g., strategy, scientific affairs, clinical development, manufacturing, etc.).

The Lead Director, if one is appointed, shall:

- Chair any meeting of the independent directors in executive session;
- Together with the Vice Chair of the Board, if any, meet with any director who is not adequately performing his or her duties as a member of the Board or any committee;

- Facilitate communications between other members of the Board and the Chair of the Board, the Vice Chair of the Board, if any, and/or the Chief Executive Officer; however, each director is free to communicate directly with the Chair of the Board, the Vice Chair of the Board, and with the Chief Executive Officer;
- Monitor, with the assistance of the Company's General Counsel, communications from stockholders and other interested parties and provide copies or summaries to the other directors as he or she considers appropriate;
- Work with the Chair of the Board and the Vice Chair of the Board, if any, in the preparation of the agenda for each Board meeting and in determining the need for special meetings of the Board; and
- Otherwise consult with the Chair of the Board, the Vice Chair of the Board, if any, and/or the Chief Executive Officer on matters relating to corporate governance and Board performance.

The Board has not established a term limit for an individual that serves as a Lead Director.

7. Separation of the Offices of Chair and Chief Executive Officer. The Board has adopted a policy that permits the offices of Chair of the Board and Chief Executive Officer to be held by the same individual, who may be an employee of the Company.
8. Selection of New Director Candidates. The Nominating and Corporate Governance Committee shall be responsible for (i) identifying individuals qualified to become Board members, consistent with guidelines approved by the Board, and (ii) recommending to the Board the persons to be nominated for election as directors at any meeting of stockholders and the persons to be elected by the Board to fill any vacancies on the Board. Director nominees shall be considered for recommendation by the Nominating and Corporate Governance Committee in accordance with these Guidelines and any additional policies and principles approved by the Board. It is an overriding goal of the Board to strive for diversity in the composition of the Board's membership. It is expected that the Nominating and Corporate Governance Committee will have direct input from the Chair of the Board, the Vice Chair of the Board, if any, the Chief Executive Officer and, if one is appointed, the Lead Director. The Nominating and Corporate Governance Committee shall only consider candidates properly and timely recommended by stockholders in accordance with the procedures set forth in the Company's annual meeting proxy statement or properly and timely proposed by stockholders in accordance with the procedures set forth in the Company's charter and bylaws, each as amended and in effect from time to time.
9. Extending the Invitation to a New Director Candidate to Join the Board. The invitation to join the Board should be extended by the Chair of the Board, on

behalf of the Board, the Vice Chair of the Board, if any, and the Lead Director, if any. Unauthorized approaches to prospective directors can be premature, embarrassing and harmful.

10. Change of Responsibility of Director. Any director who retires from his or her principal current employment, or who materially changes his or her current position, should offer to tender his or her resignation to the Board. The Nominating and Corporate Governance Committee shall then recommend to the Board whether the Board should accept the offer to resign in light of his or her new status.
11. Former Chief Executive Officer's Board Membership. The Board believes that the continuation of a former Chief Executive Officer of the Company on the Board is a matter to be decided in each individual instance by the Board, upon recommendation of the Nominating and Corporate Governance Committee. Accordingly, when the Chief Executive Officer ceases to serve in that position, he or she will be expected to resign from the Board if so requested by the Board, upon recommendation of the Nominating and Corporate Governance Committee.

C. Board Meetings

1. Selection of Agenda Items. The Chair of the Board, in consultation with any Vice Chair of the Board and any Lead Director, shall approve the agenda for each Board meeting. Each Board member is free to suggest the inclusion of agenda items and is free to raise at any Board meeting subjects that are not on the agenda for that meeting.
2. Frequency and Length of Meetings. The Chair of the Board, in consultation with any Vice Chair of the Board and any Lead Director and the other members of the Board, shall determine the frequency and length of the Board meetings. Special meetings may be called from time to time as determined by the needs of the business.
3. Advance Distribution of Materials. Information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting should generally be distributed in writing to the directors before the meeting, and directors should review these materials in advance of the meeting. The Board acknowledges that certain items to be discussed at a Board or committee meeting may be of an extremely confidential or time-sensitive nature and that the distribution of materials on these matters prior to meetings may not be appropriate or practicable. Presentations made at Board meetings should do more than summarize previously distributed Board meeting materials.
4. Executive Sessions. The independent directors shall meet in executive session at least twice a year to discuss, among other matters, the performance of the Chief Executive Officer. The independent directors will meet in executive session at other times at the request of any non-management director. Absent unusual circumstances, these sessions shall be held in conjunction with regular Board

meetings. The director who presides at these executive sessions shall be the Chair of the Board, if such Chair is independent, or in his or her absence, the Vice Chair of the Board, if such Vice Chair is independent, or the Lead Director if there is one and the Chair and Vice Chair of the board are not independent. In the event that the Chair or Vice Chair of the Board are not independent and there is no lead director, the director who presides at these meetings shall be chosen by the non-management directors, and his or her name shall be disclosed in accordance with applicable Nasdaq rules.

5. Attendance of Non-Directors at Board Meetings. The Board encourages the senior executives of the Company to, from time to time, bring Company personnel into Board meetings who (i) can provide additional insight into the items being discussed because of personal involvement in these areas or (ii) should be given exposure to the Board.

D. Board Committees

1. Key Committees. The Board shall have at all times an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee. Each such committee shall have a charter that has been approved by the Board. The Board may, from time to time, establish or maintain additional committees as necessary or appropriate.
2. Assignment and Rotation of Committee Members. The Nominating and Corporate Governance Committee shall be responsible for recommending to the Board the directors to be appointed to each committee of the Board. Except as otherwise permitted by the applicable rules of the Securities and Exchange Commission and Nasdaq, each member of the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee shall be an “independent director” as defined by such rules.
3. Committee Charters. In accordance with the applicable rules of Nasdaq, the charters of the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee shall set forth the purposes, goals and responsibilities of the committees as well as qualifications for committee membership, procedures for committee member appointment and removal, committee structure and operations and committee reporting to the Board. The Board shall, from time to time as it deems appropriate, review and reassess the adequacy of each charter and make appropriate changes.
4. Selection of Agenda Items. The Chair of each committee, in consultation with the committee members, shall develop the committee’s agenda. At the beginning of the year, each committee shall establish a schedule of subjects to be discussed during the year (to the extent practicable). The schedule for each committee meeting shall be furnished to all directors.

5. Frequency and Length of Committee Meetings. The Chair of each committee, in consultation with the committee members, shall determine the frequency and length of the committee meetings consistent with any requirements set forth in the committee's charter. Special meetings may be called from time to time as determined by the needs of the business and the responsibilities of the committees.
6. Attendance of Non-Committee Members at Committee Meetings. The Chair of each committee, in consultation with the committee members, shall have the right to invite senior executives, outside advisors, auditors, legal counsel and members of the Board not serving on such committee to attend committee meetings from time to time. Absent an invitation from the Chair of the committee, no person is permitted to attend a committee meeting other than the members of such committee.

E. Director Access to Management and Independent Advisors

1. Access to Officers and Employees. The Company recognizes that a director may desire to meet or otherwise communicate directly with officers or other employees of the Company concerning the Company's business and operations. The Company also believes that such direct communication, unless conducted in an orderly and organized manner, can be disruptive to the Company's operations and personnel, and, therefore, can have an adverse impact on the interests of the Company.

In order to avoid any possibility of such disruption, individual directors (other than directors who also serve as officers of the Company) may meet or communicate directly with officers or other employees of the Company only after prior consultation with the Chair of the Board and the Chief Executive Officer (if a different person than the Chair of the Board). Following prior consultation with the Chair of the Board and the Chief Executive Officer, any such meetings or communications are to be arranged and scheduled by the Chief Executive Officer or by such person as may be designated by him or her. Any conditions concerning such meetings or communications which are set by the Chief Executive Officer shall be for the purpose of ensuring that such meetings or communications be conducted in a non-intrusive and non-disruptive manner. In furtherance of this policy, officers and other employees of the Company will be advised that any meetings or other communications with directors are to be conducted only with the prior approval of the Chief Executive Officer, and that any requests by directors for meetings or other communications are to be reported promptly to the Chair of the Board and the Chief Executive Officer.

The foregoing shall not in any way limit the respective Chairs of the Audit Committee, the Compensation Committee or the Nominating and Corporate Governance Committee from requesting officers or other employees of the Company to meet with, and/or provide information to, the applicable Committee in connection with the performance of the duties of such Committee.

2. Access to Independent Advisors. The Board and each committee have the power to hire and consult with independent legal, financial or other advisors for the benefit of the Board or such committee, as they may deem necessary or appropriate to carry out their responsibilities as Board and committee members, but not for any other purpose, without consulting or obtaining the approval of any officer of the Company in advance. At the discretion of the Board or applicable committee, such independent advisors may be the regular advisors to the Company. The Board or any such committee is empowered, without further action by the Company, to cause the Company to pay the compensation of such advisors as established by the Board or any such committee.

F. Director Compensation

1. Role of Board and Compensation Committee. The form and amount of director compensation shall be determined in accordance with the policies and principles set forth below. The Compensation Committee shall conduct a periodic review of the compensation of the Company's directors. The Compensation Committee shall consider questions as to directors' independence that may be raised if director compensation and perquisites exceed customary levels, if the Company makes substantial charitable contributions to organizations with which a director is affiliated or if the Company enters into consulting contracts or business arrangements with (or provides other indirect forms of compensation to) a director or an organization with which the director is affiliated. The Board shall, upon recommendation of the Compensation Committee, establish director compensation.
2. Form of Compensation. The Board believes that directors should be incentivized to focus on long-term stockholder value. Including equity as part of director compensation helps align the interest of directors with those of the Company's stockholders.
3. Amount of Consideration. The Company seeks to attract exceptional talent to its Board. Therefore, the Company's policy is to compensate directors at least competitively relative to comparable companies. The Company's management shall, from time to time, present a comparison report to the Board, comparing the Company's director compensation with that of comparable companies. The Board believes that it is appropriate for the Chair of the Board, any Vice Chair of the Board and any Lead Director, and the chairmen and members of the committees to receive additional compensation for their services in those positions.
4. Director Stock Ownership. The Board believes that each director should acquire and hold shares of Company stock in an amount that is meaningful and appropriate to such director. Therefore, the Board shall establish a target for stock ownership by each director and a time period during which this target is to be met.
5. Employee Directors. Directors who are also employees of the Company shall receive no additional compensation for Board or committee service.

G. Director Orientation and Continuing Education

1. Director Orientation. The Board and the Company's management shall conduct a mandatory orientation program for new directors. The orientation program shall include presentations by management to familiarize new directors with the Company's strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its code of business conduct and ethics, its principal officers, its internal and independent auditors and its General Counsel and outside legal advisors. In addition, the orientation program shall include a review of the Company's expectations of its directors in terms of time and effort, a review of the directors' fiduciary duties and to the extent practicable, visits to Company headquarters and certain of the Company's significant facilities. Any such visits shall be subject to any health-related restrictions on such visits put in place by public health officials or as set forth in any applicable Company policy. All other directors are also invited to attend the orientation program.
2. Continuing Education. Each director is expected to be involved in continuing director education on an ongoing basis to enable him or her to better perform his or her duties and to recognize and deal appropriately with issues that arise. The Company shall pay all reasonable expenses related to continuing director education.

H. Management Evaluation and Succession

1. Selection of Chief Executive Officer. The Board selects the Company's Chief Executive Officer in the manner that it determines to be in the best interests of the Company's stockholders.
2. Evaluation of Senior Executives. The Compensation Committee shall be responsible for overseeing the evaluation of the Company's senior executives. In conjunction with the Audit Committee, in the case of the evaluation of the senior financial personnel, the Compensation Committee shall determine the nature and frequency of the evaluation and the persons subject to the evaluation, supervise the conduct of the evaluation and prepare assessments of the performance of the Company's senior executives, to be discussed with the Board periodically. The Board shall review the assessments to ensure that the senior executives are providing the best leadership for the Company over both the long- and short-term.
3. Succession of Senior Executives. The Compensation Committee shall be responsible for overseeing a periodic evaluation of succession planning for senior executives.

I. Annual Performance Evaluation of the Board

The Nominating and Corporate Governance Committee shall oversee an annual self-evaluation of the Board to determine whether it and its committees are functioning effectively. The Compensation Committee shall determine the nature of the evaluation, supervise the conduct of the evaluation and prepare an assessment of the Board's

performance, to be discussed with the Board. The purpose of this process is to improve the effectiveness of the Board and its committees and not to target individual Board members.

J. Board Interaction with Stockholders, Institutional Investors, the Press, Customers, Etc.

The Board believes that the Chief Executive Officer and his or her designees speak for the Company. In order to avoid selective disclosure and to assist the Company in complying with applicable laws pertaining to disclosure of information, only the Chief Executive Officer, the Chief Financial Officer, the General Counsel and other officers or employees as may be specifically designated by the Chair of the Board and the Chief Executive Officer in a particular situation, may discuss Company business matters with stockholders, potential investors, securities analysts, members of the press or other third parties. Members of the Board (other than directors who also serve as officers of the Company and, in such capacity, are specifically authorized to do so) are not to discuss any Company business matters with stockholders, potential investors, securities analysts, members of the press or other third parties unless specifically authorized to do so in a particular situation by the Board.

The Board will give appropriate attention to written communications that are submitted by stockholders and other interested parties, and will respond if and as appropriate. Absent unusual circumstances or as contemplated by the committee charters, the Chair of the Board (if an independent director), the Vice Chair of the Board (if appointed and if an independent director), or the Lead Director (if one is appointed) shall, subject to advice and assistance from the Chief Executive Officer and the General Counsel, (1) be primarily responsible for monitoring communications from shareholders and other interested parties, and (2) provide copies or summaries of such communications to the other directors as he or she considers appropriate.

In order to avoid selective disclosure and to assist the Company in complying with applicable laws pertaining to disclosure of information, in the event that a director receives any inquiry or any other communication from a stockholder, potential investor, securities analyst, member of the press or other third party regarding the Company, the director shall direct such inquiries or communications to the Chair of the Board, the Vice Chair of the Board, if any, the Lead Director, if any, the Chief Executive Officer (if a different person than the Chair of the Board) and the General Counsel and advise them, in a complete and accurate manner, of all the facts and circumstances relating to such communication. The Chair of the Board, the Vice Chair of the Board, if any, the Lead Director, if any, or Chief Executive Officer will, in consultation with the Board and legal counsel, respond to such inquiries on behalf of the Company. Under no circumstances may the individual director engage in discussions or negotiations with an investor or other third party regarding the Company, unless specifically and expressly authorized to do so in the particular situation by the Board.

K. Periodic Review of the Corporate Governance Guidelines

The Nominating and Corporate Governance Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of these Guidelines and recommend any proposed changes to the Board for approval.