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10xgenomics.com

10X GENOMICS, INC.
CODE OF BUSINESS CONDUCT AND ETHICS

This Code of Business Conduct (this “Code”) is intended as an overview of guiding principles of 10x Genomics, Inc. and its subsidiaries (collectively, the “Company”, “10x” or “we”) and not as a restatement of the Company’s policies and procedures. This Code applies to each of the Company’s directors, officers and employees (including, without limitation, interns and temporary personnel) (collectively, “you”).

Integrity and adherence to the highest ethical standards are critical to the Company’s reputation and success. Our reputation needs to be managed and developed with the same care we extend to our suppliers, vendors and customers. In carrying out the business of the Company, you may deal with investors, developers, dealers, suppliers, strategic partners, regulatory officials, community leaders, the press, the general public and fellow employees. It is essential that all of your dealings be legal and above reproach and do not in any way compromise the Company’s interests, its policies or its reputation for integrity and adherence to the highest standards of business ethics.

You should report any activity that may be, or may have the appearance of being, unethical, illegal or otherwise inappropriate in accordance with this Code. In so doing, not only can we take appropriate disciplinary or legal action, but we may be able to take steps to prevent the situation that gives rise to the questioned activity.

Merely operating within the law is just the beginning of the ethical conduct we expect and insist upon. The following is a broad statement of the Company’s expectations regarding legal and ethical conduct. This statement should be interpreted in the spirit of its intent and not literally, as it is virtually impossible to address every situation or condition that may arise.

This Code is subject to the Company’s amended and restated certificate of incorporation, as amended from time to time (the “Amended and Restated Certificate of Incorporation”), and amended and restated bylaws, as amended from time to time (the “Amended and Restated Bylaws”), in all respects, and in the event of any conflict between this Code and the Amended and Restated Certificate of Incorporation or Amended and Restated Bylaws, the provisions set forth in the Amended and Restated Certificate of Incorporation or Amended and Restated Bylaws, as applicable, shall control.

A. Business Conduct

You should be aware of the ethical practices of each person that you oversee or manage. We must maintain an attitude within the Company that unethical actions or the appearance of unethical actions are not acceptable, even though they may seem to be standard business practices in other companies. You must engage in and promote honest and ethical conduct. This Code cannot and is not intended to cover every applicable law or provide answers to all questions that might arise; for that we must rely on each person’s good sense of what is right, including a sense of when it is proper to seek guidance from others on the appropriate course of conduct.

B. Conflict of Interest

Other than as may be provided in the Amended and Restated Certificate of Incorporation, you are expected

to avoid any activity, investment, interest or association that interferes with or is reasonably likely to interfere with the independent exercise of your judgment when it is related to the Company's interests. You have a duty of loyalty to the Company and must therefore avoid any actual or apparent conflict of interest with the Company.

For example, if an employee or family member of an employee might receive personal or financial benefit from a business decision in which they participate relating to a supplier, partner, customer, vendor or competitor of the Company (excluding any benefit arising as a result of stock ownership of less than 1% of such an entity), they should disclose the relationship to the general counsel of the Company ("General Counsel"). Likewise, conflicts of interests may occur when an employee, officer or director accepts gifts of material value, unusual hospitality, loans or preferential treatment from a supplier, customer, vendor or competitor because of his or her position at the Company. Moreover, it is generally a conflict of interest for an employee to also be employed by, or work as a consultant or board member for, a supplier, vendor, customer or competitor of the Company. The best policy is for employees to avoid any financial interest or business relationship with such parties, except on the Company's behalf. Similarly, directors and officers should report any transaction that the Company would be required to disclose pursuant to Item 404 of the Securities and Exchange Commission Regulation S-K to the General Counsel and the Audit Committee (the "Audit Committee") of the board of directors of the Company (the "Board").

In short, you cannot be influenced by improper personal considerations that might consciously or unconsciously affect your judgment regarding the best interests of the Company. Conflicts of interest may not always be clear-cut, so if you have a question please discuss it with the appropriate manager and if you do become aware of an actual or apparent conflict of interest, you should discuss it with the appropriate manager and disclose it to the General Counsel.

C. Loans from the Company

Loans from the Company to directors and executive officers are prohibited. Loans from the company to other officers and employees must be approved in advance by the Board or its designated committee.

D. Corporate Opportunities

Other than as may be provided in the Amended and Restated Certificate of Incorporation or the Amended and Restated Bylaws, you may not, without the prior consent of the Board, or a duly authorized committee thereof:

- Take for yourself personally any business opportunity that is discovered through the use of the Company's property, information or position;
- Use the Company's property, information or position for personal gain; or
- Compete, directly or indirectly, with the Company.

You owe a duty to the Company to advance its interests when the opportunity to do so arises.

E. Information About Competitors

As a business that is engaged in a competitive industry and marketplace, we seek economic knowledge about our competitors. However, you shall not engage in illegal or improper acts to acquire a competitor's trade secrets or proprietary information.

F. Confidentiality

You should maintain the confidentiality of information entrusted to you by the Company, its suppliers, partners, vendors or customers or others related to the Company and their respective affiliates and businesses. Such information must not be disclosed outside the Company, except when disclosure is authorized by the Company or legally mandated. Confidential information includes all nonpublic information that might be of use to competitors, or harmful to the Company, its suppliers, partners, vendors or customers or their respective affiliates, if disclosed.

All nonpublic information must only be used for Company business purposes. You have an obligation to use all reasonable efforts to safeguard the Company's nonpublic information. You may not disclose nonpublic information to anyone outside of the company, except when disclosure is required by law or when disclosure is required for business purposes and appropriate steps have been taken to prevent misuse of that information. This responsibility includes not disclosing nonpublic information in internet discussion groups or other electronic media. In cases where disclosing nonpublic information is required or necessary, you should coordinate with the General Counsel. The misuse of nonpublic information is contrary to Company policy and may also be a violation of law.

Each employee is required to sign an At Will Employment, Confidential Information, Invention Assignment and Arbitration Agreement that addresses the use and disclosure of confidential information of the company

G. Fair Dealing with Suppliers, Partners, Vendors and Customers

The Company's overall view regarding its relations with suppliers, partners, vendors and customers is simple: they must be treated as the Company expects to be treated – with fairness and integrity. The Company's business is built upon the principle of effective, courteous management of supplier, partner, vendor and customer contacts. The Company treats all suppliers, partners, vendors and customers with dignity and respect.

You should endeavor to deal fairly with the Company's suppliers, partners, vendors and customers. You may not intentionally take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice.

The purpose of business entertainment and gifts in a commercial setting is to create goodwill and sound working relationships, not to gain unfair advantage with suppliers, partners, vendors or customers. The Company's Anti-Corruption Policy is available on the Company's internal network. You should carefully review this policy.

H. Protection and Proper Use of Assets

You should protect the Company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability. All Company assets should be used for legitimate business purposes only.

I. Contributions to Political Parties, Candidates or Government Officials

Contributions by a corporation to political parties or candidates involving federal offices in the United States are expressly forbidden by federal law. The Company obeys the law. In addition, while political contributions to parties or candidates may be legal in some states and in some foreign countries, no Company corporate funds may be used for such purposes without the express prior approval of the General Counsel. The Company encourages all employees to participate in our political system by voting and becoming active in civic and political activities. It is important, however, that you clearly distinguish your personal views from those of the Company, unless specifically authorized by the Company to speak on the Company's behalf.

J. Payments to Government Personnel

The U.S. Foreign Corrupt Practices Act prohibits giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business. The Company's Anti-Corruption Policy is available on the Company's internal network. You should carefully review this policy.

K. Trade Restrictions

A number of countries maintain controls on the destinations to which products or software may be exported. Some of the strictest export controls are maintained by the United States against countries that the U.S. government considers unfriendly or as supporting international terrorism. The U.S. regulations are complex and apply both to deemed exports from the United States and to deemed exports of products from other countries when those products contain U.S.-origin components or technology. In some circumstances, an oral presentation containing technical data made to foreign nationals in the United States or access by foreign nationals to certain technology may constitute a controlled export. The General Counsel can provide you with guidance on which countries are prohibited destinations for company products or whether a proposed technical presentation or the provision of controlled technology to foreign nationals may require a U.S. government license.

L. Accuracy of the Company's Records

All official records showing the conduct of the Company's business must be accurate and complete in all material respects. All those involved in the preparation of such materials should consider the accuracy of the records to be of critical importance, and should understand that the Company does not maintain, nor does it countenance, any off-the-books funds for any purposes. It is the policy of the Company to fully and fairly disclose the financial condition of the Company in compliance with applicable accounting principles, laws, regulations and rules. All books and records of the Company shall be kept in such a way as to fully and fairly reflect all Company transactions in accordance with generally accepted accounting principles.

All Company personnel should take steps to ensure full, fair, accurate, timely and understandable disclosure in all reports and documents filed with the Securities and Exchange Commission (the "SEC") or any other governmental or regulatory agency and in other public communications made by the Company. If you believe that any disclosure is materially misleading or if you become aware of any material information that you believe should be disclosed to the public, it is your responsibility to bring this information to the attention of the General Counsel. If you believe that questionable accounting or auditing conduct or practices have occurred or are occurring, it is your responsibility to notify the General Counsel or the Audit Committee or to contact the Company's reporting hotline.

M. Retention of Records

Disposal or destruction of Company records and files (including electronic records) should comply with Company policy. In addition, when litigation or a government investigation is pending or imminent, relevant records must not knowingly be destroyed until the matter is closed.

N. Equal Opportunity

The Company's people have been, and will continue to be, the key to our success. The Company strongly supports and recognizes its responsibility to provide equal employment opportunities to all qualified individuals. The Company places a high value on diversity. The Company strongly believes that all people are unique and valuable and should be respected for their individual abilities.

In support of this goal, the Company strictly prohibits discrimination or harassment on the basis of race, gender, age, color, religion, disability status, veteran status, sexual orientation, marital status or ethnic, national or any other characteristic protected by law. This policy applies to all personnel relationships, including but not limited to, promotions, transfers, training, job assignments, job stations, hours of work, rates of pay, working conditions, terminations and all terms and conditions of employment.

O. Insider Trading

Trading in the stock or securities of a company by a person who is aware of material, non-public information about that company is considered “insider trading.” Information is “material” if a reasonable investor would consider such information important in a decision to buy, hold or sell the securities. Information is non-public until it has been broadly disclosed to the marketplace and the marketplace has had time to absorb the information. Examples of adequate disclosure include public filings with the SEC and the issuance of press releases.

Insider trading and the sharing of material, non-public information with any other person who then trades in securities or passes the information to others (called “tipping”) is illegal. The personal consequences of insider trading or tipping can be severe and include possible imprisonment and significant fines. Individuals who involve themselves in insider trading or tipping may be subject to immediate termination.

The Company’s Securities Trading Policy is available on the Company’s internal network. You should carefully review this policy. If you have any doubts as to the propriety of any transaction, you should seek advice from the General Counsel before undertaking the sale or purchase of the Company’s securities or of any other company’s publicly traded stock, bonds or other securities.

P. Legal Conduct and Compliance with this Code

You shall conduct business on behalf of the Company in full compliance with the laws of the jurisdictions in which the Company may conduct business. Accordingly, the provisions of this Code are not intended as a substitute for any applicable laws and regulations and the scope of this Code’s application shall be limited to the extent incompatible with such laws and regulations. If the Company develops a presence in other countries, legal conduct and compliance with this Code may require further adaptations.

If you acquire knowledge of a violation of a law or this Code, or have cause to believe that a law or this Code has been violated, you should immediately report this situation openly, confidentially or anonymously to the Audit Committee, the General Counsel or the Company’s reporting hotline. Complaints may also be submitted as follows:

- in writing by regular mail to the Audit Committee Chairperson:

Audit Committee of the Board of Directors of 10x Genomics, Inc.
Attn: Chairperson, Audit Committee
6230 Stoneridge Mall Road
Pleasanton, California 94588

- in writing by regular mail to the General Counsel:

10x Genomics, Inc.
Attn: General Counsel
6230 Stoneridge Mall Road
Pleasanton, California 94588

- by calling the General Counsel at 925-401-7300 at any time
- by sending an email to the Company's reporting hotline at hotline@10xgenomics.com; or
- by sending an e-mail to the Audit Committee Chairperson at auditcommittee@10xgenomics.com or the General Counsel at gc@10xgenomics.com.

Please note that employees are able to submit a report on an anonymous and confidential basis and are therefore not required to divulge their names.

The Company's reporting hotline is operated by an independent, third-party hotline provider. All reports regarding concerns or complaints should be factual rather than speculative or conclusory, and should contain as much specific information as possible to allow for proper assessment, including, for example, the names of individuals suspected of violations, the relevant facts of the violations, how the person reporting the matter became aware of the violations, any steps previously taken by the person reporting the matter, who may be harmed or affected by the violations, and, to the extent possible, an estimate of the misreporting or losses to the Company as a result of the violations.

Neither the Company, the Audit Committee nor any director, officer, employee, contractor, subcontractor or agent of the Company will discharge, demote, suspend, threaten, harass, directly or indirectly, or in any other manner discriminate or retaliate, against any person who, in good faith, reports a suspected violation of this Code or the law or otherwise assists the Audit Committee, management or any other person or group, including any governmental, regulatory or law enforcement body, in investigating a suspected violation of this Code or the law.

Unless necessary to conduct an adequate investigation or compelled by judicial or other legal process, neither the Company, the Audit Committee nor any director, officer or employee of the Company shall (i) reveal the identity of any person who reports a suspected violation of this Code or the law and asks that his or her identity remain confidential or (ii) make any effort, or tolerate any effort made by any other person or group, to ascertain the identity of any person who makes such a report anonymously.

Any employee who ignores or violates any of the Company's ethical standards, and any manager who penalizes a subordinate for trying to follow these ethical standards, will be subject to corrective action. However, it is not the threat of discipline that should govern your actions. The Company expects you to share its belief that a dedicated commitment to ethical behavior is the right thing to do and is good business.

If the Audit Committee, its designee or the General Counsel determines that this Code has been violated, either directly, by failure to report a violation, or by withholding information related to a violation, the offender may be disciplined for noncompliance with penalties up to and including removal from office or dismissal. Such penalties may also include written notices to the individual involved that a violation has been determined, a written letter of reprimand by the Audit Committee or the General Counsel, disgorgement, demotion or re-assignment of the individual involved, suspension with or without pay or benefits and termination of employment.

The Company will, to the extent required or permitted by applicable law and regulations, seek reimbursement or recoupment of any award, vesting, payment or distribution of cash, equity or other incentive compensation ("Covered Compensation") to an "Executive Officer" of the Company (as such term is defined under Rule 3b-7 of the Securities Exchange Act of 1934, as amended) in all instances where (i) the award (or the vesting of such award), payment or distribution of the Covered Compensation was predicated upon or resulted from the achievement of financial results by the Company, which financial results were the product of intentional misconduct

or fraudulent activity, violation of applicable law or regulations or violation of Company policy or were subsequently the cause or subject of a material negative restatement of any of the Company's financial statements (collectively, "Wrongful Acts"), (ii) in the view of the Board such Executive Officer engaged in fraud or intentional misconduct known by the Executive Officer to be in violation of applicable laws or regulations or Company policy (including the Company's Anti-corruption policy or Insider Trading Policy) which caused or contributed to the Wrongful Acts, and (iii) a lower award, vesting, payment or distribution of Covered Compensation would have been provided to such Executive Officer in the absence of the Wrongful Acts. In each such instance, the Board will seek to recover such portion of such Executive Officer's Covered Compensation for the relevant period as the Board deems appropriate after a review of any factors or information it considers appropriate or relevant.

Where any Covered Compensation consists of or includes an equity award, including circumstances where vesting with respect to such equity award is predicated on or results from the achievement of financial results, the Board may take such action as it deems appropriate consistent with the foregoing principles, including, where appropriate, seeking the cancellation of stock, rights or option awards or reimbursement or recoupment of gains realized therefrom.

Violations of this Code may also constitute violations of law and may result in criminal penalties and civil liabilities for the offending person and the Company. You are expected to cooperate in all internal investigations of misconduct.

Q. Modifications and Waivers

As a result of the Company's commitment to keep its policies and procedures current, this Code may be modified from time to time. Any amendment, modification or waiver of any provision of this Code for directors or executive officers must be approved by the Board. Any such amendment, modification or waiver shall be promptly disclosed in accordance with applicable laws, rules and regulations (including stock exchange rules) and is immediately binding on you.

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This Code sets forth the fundamental principles and policies that govern the Company's directors, officers and employees with respect to their conduct of the Company's affairs. It is not intended to, and does not, create any rights in any employee, supplier, partner, vendor, customer, competitor, equityholder or any other person or entity. This Code is intended solely for the internal use by the Company and does not in any way constitute an admission, by or on behalf of the Company, as to any fact, circumstance or legal conclusion.

Adopted October 29, 2020.