



## VERICEL CORPORATION

### SPECIAL TRADING PROCEDURES FOR INSIDERS

To comply with federal and state securities laws governing insider trading, Vericel Corporation (the “Company”) has adopted these Special Trading Procedures for Insiders (“Trading Procedures”) as an addendum to the Company’s Statement of Company Policy on Insider Trading and Disclosure (the “Insider Trading Policy”). These Trading Procedures are in addition to and supplement the Company’s Insider Trading Policy, which is distributed to all directors, officers and employees of the Company.

#### **A. SCOPE**

These Trading Procedures regulate securities trades by all directors and executive officers of the Company and certain employees of the Company and its subsidiaries designated by the Insider Trading Compliance Officer (as defined herein) and who in the ordinary course of the performance of their duties have access to material, nonpublic information regarding the Company (collectively, these persons are referred to as “Insiders”). These Trading Procedures also apply to the following persons (collectively, these persons and entities are referred to as “Affiliated Persons”):

- an Insider’s spouse, child, parent, significant other or other family member, in each case, living in the same household;
- all trusts, family partnerships and other types of entities formed for the benefit of the Insider or the Insider’s family members over which the Insider has the ability to influence or direct investment decisions concerning securities;
- all persons who execute trades on behalf of the Insider; and
- all investment funds, trusts, retirement plans, partnerships, corporations and other types of entities over which the Insider has the ability to influence or direct investment decisions concerning securities; provided, however, that these Trading Procedures shall not apply to any such entity that engages in the investment of securities in the ordinary course of its business (e.g., an investment fund or partnership) if such entity has established its own insider trading controls and procedures in compliance with applicable securities laws and the Insider has hereby represented to the Company that such Insider’s entities: (a) engage in the investment of securities in the ordinary course of their respective businesses; (b) have established insider trading controls and procedures in compliance with applicable securities laws; and (c) are aware that such securities laws prohibit any person or entity who has material, nonpublic information concerning the Company from purchasing or selling securities of the Company or from communicating such information to any other person under circumstances in

which it is reasonably foreseeable that such person is likely to purchase or sell securities.

Insiders are responsible for ensuring compliance with these Trading Procedures and the Insider Trading Policy by all of their Affiliated Persons. Unless the context otherwise requires, references to “Insiders” in these Trading Procedures refer collectively to Insiders and their Affiliated Persons.

These Trading Procedures apply to any and all transactions in the Company’s securities, including its common stock, options to purchase common stock, any other type of securities that the Company may issue (such as preferred stock, convertible debentures, warrants or exchange-traded options).

The special trading restrictions set forth in these Trading Procedures continue to apply to Insiders following the termination of any such Insider’s service to or employment with the Company until any material, nonpublic information possessed by such Insider has become public or is no longer material.

## ***B. SPECIAL TRADING RESTRICTIONS APPLICABLE TO INSIDERS***

Please see the Insider Trading Policy for a description of prohibited activities applicable to all directors, executive officers, and employees of the Company, including Insiders. **In particular, no Insider may trade in any type of securities of the Company if such Insider is in possession of material, nonpublic information about the Company, unless the trade has been effected in compliance with a pre-approved Rule 10b5-1 Plan. This prohibition applies even if such Insider receives pre-clearance and the transaction would occur during a trading window in accordance with these Trading Procedures.**

Please see the Insider Trading Policy for a discussion of what constitutes “insider trading” as well as “material” and “nonpublic” information. Any Insiders who are unsure whether the information that they possess is material or nonpublic should consult the Insider Trading Compliance Officer for guidance.

In addition to the restrictions on trading in Company securities set forth in the Insider Trading Policy, Insiders are subject to the following special trading restrictions:

### **1. No Trading Except During Trading Windows.**

The announcement of the Company’s quarterly financial results almost always has the potential to have a material effect on the market for the Company’s securities. Although an Insider may not know the financial results prior to public announcement, if an Insider engages in a trade before the financial results are disclosed to the public, such trades may give an appearance of impropriety that could subject the Insider and the Company to a charge of insider trading. Therefore, subject to limited exceptions, Insiders may trade in Company securities only during four quarterly trading windows and then only after obtaining pre-clearance from the Insider Trading Compliance Officer in accordance with the procedures set forth below. Unless otherwise advised, the four trading windows consist of the periods that begin after market close

on the second full trading day following the Company's issuance of a press release (or other method of broad public dissemination) announcing its quarterly or annual earnings and end at the close of business on the 14<sup>th</sup> day before the end of the then-current quarter. Insiders may be allowed to trade outside of a trading window only: (a) pursuant to a pre-approved Rule 10b5-1 Plan as described in Section D of these Trading Procedures; or (b) in accordance with the procedure for waivers described in Section E of these Trading Procedures.

## **2. All Trades Must be Pre-Cleared by the Insider Trading Compliance Officer.**

No Insider may trade in Company securities unless the trade has been approved by the Insider Trading Compliance Officer in accordance with the procedures set forth below. The Company has designated Sean C. Flynn, the Company's General Counsel and Corporate Secretary, as its insider trading compliance officer (the "Insider Trading Compliance Officer"). The Insider Trading Compliance Officer will review and either approve or prohibit all proposed trades by Insiders in accordance with the procedures set forth in Section C below. The Insider Trading Compliance Officer may consult with the Company's other officers and/or outside legal counsel and will receive approval for his own trades from Joe Mara, the Company's Chief Financial Officer. If you are unable to contact the Insider Trading Compliance Officer, or if you do not feel you can discuss the matter with the Insider Trading Compliance Officer, you may contact Joseph Mara, the Company's Chief Financial Officer, who shall be the alternate Compliance Officer (the Insider Trading Compliance Officer and the alternate Compliance Officer are collectively referred to as the "Insider Trading Compliance Officer" in these Trading Procedures).

## **3. No Trading During Special Blackout Windows.**

There are times when the Company or certain members of its board of directors, senior management or support staff may be aware of a material, nonpublic development. Although an Insider may not know the specifics of such development, if an Insider engages in a trade before such development is disclosed to the public or resolved, such Insider and the Company might be exposed to a charge of insider trading that could be costly and difficult to refute. In addition, a trade by an Insider during such a period could result in adverse publicity for the Company.

Therefore, Insiders may not trade in Company securities if they are notified by the Insider Trading Compliance Officer that the trading window is closed because of the existence of a material, nonpublic development. The Insider Trading Compliance Officer will subsequently notify the Insiders once the material, nonpublic development is disclosed to the public or resolved and that, as a result, the trading window is again open. While the Insider Trading Compliance Officer will undertake reasonable efforts to notify the Insiders that material, nonpublic events have developed, or are soon likely to develop, it is each Insider's individual duty to ensure that they do not make any trade in Company securities when material, nonpublic information exists, regardless of whether such Insider is aware of such development.

**4. No Short Sales.**

No Insider may at any time sell any securities of the Company that are not owned by such Insider at the time of the sale (a “short sale”).

**5. No Purchases or Sales of Derivative Securities or Hedging Transactions.**

No Insider may buy or sell puts, calls, other derivative securities of the Company or any derivative securities that provide the economic equivalent of ownership of any of the Company’s securities or an opportunity, direct or indirect, to profit from any change in the value of the Company’s securities or engage in any other hedging transaction with respect to the Company’s securities, at any time.

**6. No Company Securities Subject to Margin Calls.**

No Insider may use the Company’s securities as collateral in a margin account.

**7. No Pledges.**

No Insider may pledge Company securities as collateral for a loan.

**8. Gifts Subject to Same Restrictions as All Other Securities Trades.**

No Insider may give or make any other transfer of Company securities without consideration (e.g., a gift) during a period when the Insider is not permitted to trade.

**C. PRE-CLEARANCE PROCEDURES**

**Procedures.** No Insider may trade in Company securities until:

- The Insider has notified the Insider Trading Compliance Officer of the amount and nature of the proposed trade(s) using the Stock Transaction Request form attached to these Trading Procedures. In order to provide adequate time for the preparation of any required reports under Section 16 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), a Stock Transaction Request form should, if practicable, be received by the Insider Trading Compliance Officer at least two (2) business days prior to the intended trade date;
- The Insider has certified to the Insider Trading Compliance Officer in writing prior to the proposed trade(s) that the Insider is not in possession of material, nonpublic information concerning the Company;
- The Insider has informed the Insider Trading Compliance Officer whether, to the Insider’s best knowledge, (a) the Insider has (or is deemed to have) engaged in any opposite way transactions within the previous six (6) months that were not exempt from Section 16(b) of the Exchange Act and (b) if the transaction involves a sale by

an “affiliate” of the Company or of “restricted securities” (as such terms are defined under Rule 144 under the Securities Act of 1933, as amended (“Rule 144”)), whether the transaction meets all of the applicable conditions of Rule 144; and

- The Insider Trading Compliance Officer or his or her designee has approved the trade(s) and has certified such approval in writing. Such certification may be made via digitally-signed electronic mail.

The Insider Trading Compliance Officer does not assume the responsibility for, and approval from the Insider Trading Compliance Officer does not protect the Insider from, the consequences of prohibited insider trading.

***Additional Information.*** Insiders shall provide to the Insider Trading Compliance Officer any documentation reasonably requested by him or her in furtherance of the foregoing procedures. Any failure to provide such requested information will be grounds for denial of approval by the Insider Trading Compliance Officer.

***No Obligation to Approve Trades.*** The existence of the foregoing approval procedures does not in any way obligate the Insider Trading Compliance Officer to approve any trade requested by an Insider. The Insider Trading Compliance Officer may reject any trading request at his or her sole discretion. From time to time, an event may occur that is material to the Company and is known by only a few directors or executives. So long as the event remains material and nonpublic, the Insider Trading Compliance Officer may determine not to approve any transactions in the Company’s securities. If an Insider requests clearance to trade in the Company’s securities during the pendency of such an event, the Insider Trading Compliance Officer may reject the trading request without disclosing the reason.

***Completion of Trades.*** After receiving written clearance to engage in a trade signed by the Insider Trading Compliance Officer, an Insider must complete the proposed trade within two (2) business days or make a new trading request.

***Post-Trade Reporting.*** Any transactions in the Company’s securities by an Insider (including transactions effected pursuant to a Rule 10b5-1 Plan) must be reported to the Insider Trading Compliance Officer by completing the “Confirmation of Transaction” section of the Stock Transaction Request form attached to these Trading Procedures on the same day in which such a transaction occurs. Compliance by directors and executive officers with this provision is imperative given the requirement of Section 16 of the Exchange Act that these persons generally must report changes in ownership of Company securities within two (2) business days. The sanctions for noncompliance with this reporting deadline include mandatory disclosure in the Company’s proxy statement for the next annual meeting of stockholders, as well as possible civil or criminal sanctions for chronic or egregious violators.

Each report an Insider makes to the Insider Trading Compliance Officer should include the date of the transaction, quantity of shares, price and broker-dealer through which the transaction was effected. This reporting requirement may be satisfied by sending (or having such Insider’s broker send) duplicate confirmations of trades to the Insider Trading Compliance Officer if such information is received by the Insider Trading Compliance Officer on or before

the required date. This requirement is in addition to any required notification that the Company receives from the broker who completes the trade.

#### **D. EXEMPTIONS**

***Pre-Approved Rule 10b5-1 Plan.*** Transactions effected pursuant to a pre-approved Rule 10b5-1 plan will not be subject to the Company's trading windows or pre-clearance procedures, and Insiders are not required to complete a Stock Transaction Request form for such transactions. However, Insiders who are subject to reporting under Section 16 of the Exchange Act are still required to report transactions made pursuant to any such Rule 10b5-1 plan. Rule 10b5-1 of the Exchange Act provides an affirmative defense from insider trading liability under the federal securities laws for trading plans that meet certain requirements. A trading plan, arrangement or instruction that meets the requirements of Rule 10b5-1 (a "Rule 10b5-1 Plan") enables Insiders to establish arrangements to trade in Company securities outside of the Company's trading windows, even when in possession of material, nonpublic information. If an Insider intends to trade pursuant to a Rule 10b5-1 Plan, such plan must:

- satisfy the requirements of Rule 10b5-1;
- be documented in writing;
- be established during a trading window when such Insider does not possess material, nonpublic information; and
- be pre-approved by the Insider Trading Compliance Officer.

Trades pursuant to a Rule 10b5-1 Plan generally may occur at any time, however, the Company requires a cooling-off period before any transactions can be made under such plan. With respect to Vericel's officers and directors, the Company requires a cooling-off period equal to the later of: (a) ninety (90) days after the establishment of the Rule 10b5-1 Plan; or (b) two (2) business days following the disclosure of the Company's results in a Form 10-Q (or Form 10-K) following the completed fiscal quarter in which the Rule 10b5-1 Plan was established (provided, that the cooling-off period is subject to a maximum of one hundred twenty (120) days after the establishment of the Rule 10b5-1 Plan). For all other Insiders (other than officers and directors) the Company requires a cooling-off period equal to thirty (30) days following the establishment of the Rule 10b5-1 Plan.

Rule 10b5-1 Plans may be amended in good faith, so long as amendments are made during a trading window and at a time when the Insider does not possess material, non-public information about the Company. However, any amendment or alteration to a Rule 10b5-1 Plan that changes the amount, price, or timing of the purchase or sale of any securities subject to the Rule 10b5-1 Plan will be deemed to be a termination of such 10b5-1 Plan and trigger the same cooling-off periods described above. Any amendment or alteration to, the specifications of an approved Rule 10b5-1 Plan must be approved by the Insider Trading Compliance Officer.

Additionally, it is the Company's policy to restrict an Insider from having more than one 10b5-1 Plan, or overlapping 10b5-1 Plans in place at any given time, except in certain distinct

circumstances. Further, the Company will only permit an Insider to enter into one (1) 10b5-1 Plan per twelve (12) month period, which includes a single trade of Vericel securities.

The Insider Trading Compliance Officer may refuse to approve a Rule 10b5-1 Plan as he or she deems appropriate including, without limitation, if he or she determines that such plan does not satisfy the requirements of Rule 10b5-1. The Insider Trading Compliance Officer may consult with the Company's outside legal counsel before approving a Rule 10b5-1 Plan. If the Insider Trading Compliance Officer does not approve an Insider's Rule 10b5-1 Plan, such Insider must adhere to the pre-clearance procedures and trading windows set forth above until such time as a Rule 10b5-1 Plan is approved.

### ***Employee Benefit Plans.***

**1. Exercise of Stock Options.** The trading prohibitions and restrictions set forth in these Trading Procedures do not apply to the exercise of an option to purchase securities of the Company when payment of the exercise price is made in cash. However, the exercise of an option to purchase securities of the Company is subject to the current reporting requirements of Section 16 of the Exchange Act and, therefore, Insiders must comply with the post-trade reporting requirement described in Section C above for any such transaction. In addition, the securities acquired upon the exercise of an option to purchase Company securities are subject to all of the requirements of these Trading Procedures and the Insider Trading Policy. Moreover, these Trading Procedures apply to the use of outstanding Company securities to constitute part or all of the exercise price of an option, any net option exercise, any exercise of a stock appreciation right, share withholding, any sale of stock as part of a broker-assisted cashless exercise of an option, or any other market sale for the purpose of generating the cash needed to pay the exercise price of an option.

**2. Tax Withholding on Restricted Stock/Units.** The trading prohibitions and restrictions set forth in these Trading Procedures do not apply to the withholding by the Company of shares of stock upon vesting of restricted stock or upon settlement of restricted stock units to satisfy applicable tax withholding requirements if: (a) such withholding is required by the applicable plan or award agreement; or (b) the election to exercise such tax withholding right was made by the Insider in compliance with these Trading Procedures, including that any such election be made during a permitted trading window with the approval of the Insider Trading Compliance Officer.

**3. Employee Stock Purchase Plan.** The trading prohibitions and restrictions set forth in these Trading Procedures do not apply to periodic wage withholding contributions by the Company or employees of the Company which are used to purchase the Company's securities pursuant to the employees' advance instructions under the Company's 2015 Employee Stock Purchase Plan. However, no Insider may: (a) elect to participate in the plan or alter his or her instructions regarding the level of withholding or purchase by the Insider of Company securities under such plan; or (b) make cash contributions to such plan (other than through periodic wage withholding) without complying with these Trading Procedures, including that any such election be made during a permitted trading window with the approval of the Insider Trading Compliance Officer. Any sale of securities acquired under such plan is subject to the prohibitions and restrictions of these Trading Procedures.

**E. WAIVERS**

A waiver of any provision of these Trading Procedures in a specific instance may be authorized in writing by the Audit Committee, and any such waiver shall be reported to the Company's Board of Directors.

**F. ACKNOWLEDGMENT**

In addition to the Company's Insider Trading Policy, these Trading Procedures will be delivered to all current Insiders and to all new Insiders at the start of their employment or relationship with the Company. Upon first receiving a copy of these Trading Procedures, each Insider must acknowledge that he or she has received a copy and agrees to comply with the terms of these Trading Procedures and the Insider Trading Policy. Such Insider shall return the acknowledgment attached hereto within ten (10) days of receipt to:

**Insider Trading Compliance Officer  
Vericel Corporation  
64 Sidney Street  
Cambridge, MA 02139  
sflynn@vcel.com**

This acknowledgment will constitute consent for the Company to impose sanctions for violation of the Insider Trading Policy or these Trading Procedures, and to issue any necessary stop-transfer orders to the Company's transfer agent to ensure compliance.

Insiders will be required, upon the Company's request, to re-acknowledge and agree to comply with these Trading Procedures and the Insider Trading Policy (including any amendments or modifications). For such purpose, an Insider will be deemed to have acknowledged and agreed to comply with these Trading Procedures and the Insider Trading Policy when copies of such items have been delivered to the Insider by regular or electronic mail (or other delivery option used by the Company) by the Insider Trading Compliance Officer or his or her designee, unless the Insider objects in a written statement received by the Insider Trading Compliance Officer within two (2) business days of such delivery.

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**Failure to observe these Trading Procedures and the Insider Trading Policy could lead to significant legal issues, and could have other serious consequences, including termination of employment. Questions regarding these Trading Procedures or the Insider Trading Policy are encouraged and may be directed to the Insider Trading Compliance Officer.**

EFFECTIVE: May 3, 2023

**ACKNOWLEDGMENT**

I hereby acknowledge that I have read, that I understand, and that I agree to comply with, the Statement of Company Policy on Insider Trading and Disclosure (the “Insider Trading Policy”) and the Special Trading Procedures for Insiders (the “Trading Procedures”) of Vericel Corporation (the “Company”). I further acknowledge and agree that I am responsible for ensuring compliance with the Insider Trading Policy and the Trading Procedures by all of my “Affiliated Persons” (including such persons listed below). I also understand and agree that I will be subject to sanctions, including termination of employment, that may be imposed by the Company, in its sole discretion, for violation of the Insider Trading Policy or the Trading Procedures, and that the Company may give stop-transfer and other instructions to the Company’s transfer agent against the transfer of any Company securities in a transaction that the Company considers to be in violation of the Insider Trading Policy or the Trading Procedures.

I hereby designate the following investment funds and partnerships as entities for which the Trading Procedures shall not apply:

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I hereby represent to the Company that such entities: (a) engage in the investment of securities in the ordinary course of their respective businesses; (b) have established insider trading controls and procedures in compliance with applicable securities laws; and (c) are aware such securities laws prohibit any person or entity who has material, nonpublic information concerning the Company from purchasing or selling securities of the Company or from communicating such information to any other person under circumstances in which it is reasonably foreseeable that such person is likely to purchase or sell securities.

Date: \_\_\_\_\_

Signature: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

