



**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

*Resignation of Principal Accounting Officer and Appointment of New Principal Accounting Officer*

On March 19, 2024, the Board of Directors of BeiGene, Ltd. (the “Company”), designated Titus Ball as principal accounting officer of the Company, effective on that date. Mr. Ball assumes the role of principal accounting officer from Julia Wang, the Company’s Chief Financial Officer, who previously served as the Company’s principal financial officer and principal accounting officer. Ms. Wang will continue to serve as the Company’s Chief Financial Officer and principal financial officer.

Mr. Ball, age 51, joined the Company in August of 2023 as Vice President, Chief Accounting Officer. Prior to joining the Company, from 2022 to 2023, Mr. Ball served as Managing Director in KMPG’s Accounting Advisory practice. From 2010 through 2021, Mr. Ball held various finance roles of increasing responsibility with Carlisle Companies Inc., including most recently as VP of Finance of Carlisle’s Fluid Technologies segment and Carlisle Companies Inc.’s VP & Chief Accounting Officer. Prior to joining Carlisle Companies Inc., Mr. Ball was an Audit Senior Manager at PricewaterhouseCoopers. Mr. Ball received his B.A. in Economics and Business Administration from King University.

There are no arrangements or understandings between Mr. Ball and any other persons pursuant to which he was selected as principal accounting officer. Mr. Ball has no family relationships with any of the Company’s directors or executive officers, and he has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

**Item 8.01. Other Events.**

*Amended Independent Director Compensation Policy*

On March 19, 2024, upon recommendation of the Compensation Committee, the Board of Directors of the Company approved amendments to the Company’s Independent Director Compensation Policy (the “Amended Independent Director Compensation Policy”). Under the Amended Independent Director Compensation Policy, the chairperson of the Nominating and Corporate Governance Committee (the “Nominating Committee”) will be paid an annual cash retainer of \$20,000, which reflects a \$2,000 increase from the existing annual retainer adopted in 2023, and members of the Nominating Committee will be paid an annual cash retainer of \$10,000, which reflects a \$1,000 increase from the existing annual retainer adopted in 2023. The changes for the cash annual retainers, which are paid quarterly, are effective as of April 1, 2024. There are no changes in the amount or composition of the equity award compared to the policy adopted in 2023.

A complete copy of the Amended Independent Director Compensation Policy is filed as Exhibit 10.1 and is incorporated herein by reference. The above summary of the terms of the Amended Independent Director Compensation Policy does not purport to be complete and is qualified in its entirety by reference to such exhibit.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
10.1	Amended Independent Director Compensation Policy
104	The cover page from this Current Report on Form 8-K, formatted in Inline XBRL



## Exhibit Index

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10.1	<a href="#">Amended Independent Director Compensation Policy</a>
104	The cover page from this Current Report on Form 8-K, formatted in Inline XBRL

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**BEIGENE, LTD.**

Date: March 20, 2024

By: /s/ Chan Lee  
Name: Chan Lee  
Title: Senior Vice President, General Counsel

## BEIGENE, LTD.

## INDEPENDENT DIRECTOR COMPENSATION POLICY

The purpose of this Independent Director Compensation Policy (this “Policy”) of BeiGene, Ltd. (the “Company”) is to provide a total compensation package that enables the Company to attract and retain, on a long-term basis, high-caliber directors who meet the general independence requirements under NASDAQ Rule 5605(a)(2) and Rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. In furtherance of this purpose, all members of the Board of Directors (the “Board”) of the Company who are independent directors under NASDAQ Rule 5605(a)(2) shall be paid compensation for services provided to the Company as set forth below:

**Cash Retainers**

<b>Annual Retainer for Board Membership</b>	
<i>For general availability and participation in meetings and conference calls of the Board. No additional compensation for attending individual Board meetings.</i>	\$65,000
<b>Additional Annual Retainers for Committee Membership and Service as Chairperson</b>	
Audit Committee Chairperson:	\$35,000
Audit Committee member:	\$17,500
Compensation Committee Chairperson:	\$30,000
Compensation Committee member:	\$15,000
Nominating and Corporate Governance Committee Chairperson:	\$20,000
Nominating and Corporate Governance Committee member:	\$10,000
Commercial and Medical Affairs Advisory Committee Chairperson:	\$20,000
Commercial and Medical Affairs Advisory Committee member:	\$10,000
Scientific Advisory Committee Chairperson:	\$20,000
Scientific Advisory Committee member:	\$10,000
No additional compensation for attending individual committee meetings.	

All cash retainers will be paid quarterly, in arrears, or upon the earlier resignation or removal of the independent director. Cash retainers owing to independent directors shall be annualized, meaning that independent directors who join the Board during the calendar year, such amounts shall be pro-rated based on the number of calendar days served by such director.

## **Equity Retainers**

*Upon initial election or appointment to the Board:* An initial equity grant (the “Initial Grant”) on the date of such election or appointment (the “grant date” for the Initial Grant) with an initial value of \$400,000 on the grant date, pro-rated based on the number of calendar days to be served from the grant date until the first anniversary of the most recent Annual Meeting.

*Annual equity grants:* On the date of the Company’s Annual Meeting of Shareholders (the “Annual Meeting”), each continuing independent member of the Board who is eligible to receive awards under this Plan will receive an annual equity grant (the “Annual Grant”) with an initial value of \$400,000 on the date of grant.

*Terms and Conditions of Initial Grant and Annual Grant:* Each of the Initial Grant and the Annual Grant (together, the “Equity Awards”) shall consist of 50% share options (“Options”) and 50% restricted share units (“RSUs”); *provided, however*, that to the extent that a grant of RSUs is subject to shareholder approval pursuant to applicable listing rules, (i) the Initial Grant shall consist of 100% Options and (ii) the Annual Grant shall include RSUs only upon shareholder approval and, in the absence of such shareholder approval, the Annual Grant shall consist of 100% Options. The number of Options awarded will be the applicable grant value divided by the per share option value on the date of grant determined in accordance with the Company’s standard option valuation practices, and the number of RSUs awarded will be the applicable grant value divided by the fair market value per share of the Company’s shares on the date of grant. The Options will have an exercise price equal to the higher of (i) the fair market value per share of the Company’s shares on the date of grant, and (ii) the average fair market value per share of the Company’s shares for the five trading days immediately preceding the date of grant. The Equity Awards shall be governed by, and subject to the terms and conditions of, the Company’s 2016 Share Option and Incentive Plan (as may be amended from time to time) and standard form of grant agreements in effect on the date of grant. In addition, the Equity Awards shall vest in full (i.e., in a single installment) upon the earlier to occur of the first anniversary of the date of grant or the date of the next Annual Meeting; *provided, however*, that all vesting shall cease if the director resigns from the Board or otherwise ceases to serve as a director other than as set forth below or the Board determines that the circumstances warrant continuation of vesting. In addition, all Options shall be exercisable for three years following cessation of service, and all Equity Awards shall accelerate in full upon (i) death, (ii) disability, (iii) termination of service in connection with a change of control of the Company, or (iv) upon a change of control of the Company if the director’s service continues and the awards are not assumed by the acquiror at the time of the change of control. Subject to specific terms and conditions designed for compliance with

applicable tax and other regulations, directors generally may elect to defer settlement of their RSUs until six months following the date that the director ceases to serve as a director.

### **Limitations on Independent Director Compensation**

Cash and equity compensation payable to independent directors under this Policy shall be subject to any limits, terms and conditions set forth in any Company policy or equity incentive plan or as otherwise adopted by the Board from time to time.

### **Expenses**

The Company shall reimburse all reasonable out-of-pocket expenses incurred by independent directors in attending Board and committee meetings.

ADOPTED: November 16, 2016

EFFECTIVE: November 16, 2016

AMENDED: June 6, 2018, June 5, 2019, April 13, 2020, April 5, 2021\*, February 17, 2022\*, March 27, 2023\* and March 19, 2024\*

\* Changes regarding the cash retainers will become effective on April 1.