



WHISTLEBLOWING POLICY

Adopted by the Board of Vivoryon Therapeutics N.V. on April, 19 2021



1 INTRODUCTION

- 1.1 This is the whistleblowing policy (the **Whistleblowing Policy**) of the Company as adopted by the Board on April 19, 2021 in accordance with best practice provision 2.6.1 of the Code.
- 1.2 This Whistleblowing Policy is posted on the Company's website.
- 1.3 The meaning of certain capitalized terms used in this Whistleblowing Policy is set forth in the List of Definitions attached as **Annex**.

2 OBJECTIVE, PURPOSE AND AREA OF APPLICATION OF THIS WHISTLEBLOWING POLICY

- 2.1 The Board should be alert to indications of actual and/or suspected misconduct or irregularities within the Company and the business connected with it. To that effect, the Board desires to obtain information about suspected misconduct or irregularities within the Company and the business connected with it in order to detect and to take appropriate action to suppress such misconduct or irregularities. Therefore, the Company encourages everybody – irrespective of whether he is an employee of the Company, a former employee of the Company, a business partner of the Company or a third party – to notify the Company of such actual and/or suspected misconduct or irregularities.
- 2.2 This Whistleblowing Policy is designed to create the framework conditions for the filing of reports concerning actual and/or suspected misconduct or irregularities within the Company and the business connected with it to designated persons or via a hotline in this connection, this Whistleblowing Policy is to guarantee sufficient consideration of the justified interests of the Company, the relevant Whistleblower, the interested persons, as well as the general public.
- 2.3 For the purpose of this Whistleblowing Policy, “actual and/or suspected misconduct or irregularities within the Company and the business connected with it” shall include (but not be limited to):
 - a. questionable accounting, financial auditing or banking matters;
 - b. (potential) violations of any law or regulation;
 - c. (potential) violations of the Code of Conduct and any other internal policies of the Company, as they will read from time to time;
 - d. (suspicion of) acts of bribery; or
 - e. any other irregularities of a general, operational or financial nature concerning the Company and the business connected with it.
- 2.4 Moreover, this Whistleblowing Policy is intended to guarantee from a technical and organizational perspective that reports concerning actual and/or suspected misconduct or irregularities within the Company and the business connected with it can be received and processed, stored and filed with the required degree of confidentiality.



3 WHISTLEBLOWER

- 3.1 Every person has the right to file reports concerning actual and/or suspected misconduct or irregularities within the Company and the business connected with it (such person referred to herein as a **Whistleblower**). Notably, it is irrelevant whether such person is an employee of the Company, a former employee of the Company, a business partner of the Company or a third party.
- 3.2 This Whistleblowing Policy does not obligate anyone to file reports. If, however, legal, contractual or other obligations or duties are in place providing for filing reports, these shall not be affected by Clause 3.1 above.

4 FILING REPORTS

- 4.1 Filing reports concerning actual and/or suspected misconduct or irregularities within the Company and the business connected with it should be made to the following persons and/or hotline:
- in case of reports by an employee of the Company:
 - o by direct reporting to its superior in a confidential manner;
 - moreover, for all persons:
 - o by direct reporting to the CEO;
 - o if the actual or suspected misconduct or irregularity pertains to the functioning of an Executive Director, by direct reporting to the Chairman; and
 - o by the opportunity to contact a whistleblowing hotline by telephone (+49 (0) 89/28634-362) or email (whistleblower@vivoryon.com) and to deliver the report to any contact available there. The hotline is operated by the law firm SNP Schlawien Partnerschaft mbB in Munich, Germany. The report will be treated confidentially vis-à-vis the Company, too.
- 4.2 Filing reports is not subject to any defined form. Notably, reports can be filed personally, by telephone, via telefax or via email.
- 4.3 If upon scrupulously weighing all information, the Whistleblower should be of the opinion that the reporting procedure available pursuant to Clause 4.1 should not be conducive to the purpose, the Whistleblower may consider reporting the actual and/or suspected misconduct or irregularities within the Company and the business connected with it to another third party such as the authorities for law enforcement, regulation, finance, health or data supervision. Such report can be filed in particular if it is required by law or if a substantial public interest or imminent danger are given. In case of acute danger, reporting to authorities in charge of urgency services (police, fire department etc.) should be given preference.

According to the judgment of the Whistleblower, the instrument of external reporting should be the least severe means when compared with other alternatives.

- 4.4 The Company's external auditor should inform the chairman of the Company's audit committee



without delay if, during the performance of his duties, he discovers or suspects an instance of misconduct or irregularity. If the actual or suspected misconduct or irregularity pertains to the functioning of an Executive Director, the external auditor should report this directly to the Chairman.

5 RELEVANT REPORTS; GOOD FAITH

- 5.1 The whistleblower system is exclusively designed to receive and process reports concerning actual and/or suspected misconduct or irregularities within the Company and the business connected with it. It is not appropriate for general complaints or for grievances about the employment situation of an employee of the Company.
- 5.2 Only such reports should be filed of which the Whistleblower believes in good faith that the facts he reports are true. The relevant Whistleblower does not act in good faith if he knows that the reported fact is untrue. In case of doubt, the respective circumstances should not be described as facts, but as presumption, evaluation or statement of other persons.
- 5.3 A Whistleblower may become liable to prosecution if he claims false facts about other persons against his better judgment.

6 DEALING WITH REPORTS

- 6.1 The Board (including the Chairman) should be informed without delay of any signs of actual or suspected material misconduct or irregularities within the Company and its affiliated enterprise. Reports received by the initial recipient as set out in Clause 4.1 will promptly be distributed to the Chairman (insofar as the initial recipient is not the Chairman).
- 6.2 In cases where there is a legal obligation to communicate the information to public bodies responsible for the prosecution of crimes, the Chairman will ensure the report is forwarded to the relevant competent authority.
- 6.3 If the report falls within the scope of this Whistleblower Policy, the Chairman will instruct the relevant department of the Company to conduct an investigation and to prepare a written report.
- 6.4 All reports will be dealt with as soon as reasonably practicable, taking into account the complexity and the nature of the report.
- 6.5 All reports made through this Whistleblower Policy will be placed on a list which will be tabled at the next meeting of the Board. All results of investigations conducted and written reports prepared will be tabled at the next meeting of the Board. The Board will decide on the next step based on the result of the investigation and may decide either to make further investigations or to determine process improvements or corrective actions to be taken. If the actual or suspected misconduct or irregularity pertains to the functioning of an Executive Director, he will be heard but will not participate in the further discussions and decision making of the Board.
- 6.6 The relevant Whistleblower who submitted the report will receive feedback about how the report has been dealt with, whether any corrective measures or process improvements have been decided on and if any further steps will be taken. No details will be released relating to specific individuals and the feedback might be of a general nature, taking into account the interest of the Company and the business connected with it to keep its information confidential and the rights of any third parties.

- 6.7 The Company will maintain a record of all reports, tracking their receipt, investigation and resolution. Statistical information and data relating to the types of reports received and corrective measures taken will be maintained for a minimum of five years from the closing of the investigation, except where otherwise required by law.

7 PROTECTION OF THE WHISTLEBLOWER

- 7.1 Any Whistleblower filing a report in good faith and any person contributing to the clarification of a corresponding suspicion needs not reckon with negative consequences due to the reporting or the contribution (e.g., adverse employment action or termination). Something different may be applicable if the relevant person is involved in the event subject to clarification.
- 7.2 If the Whistleblower or a person contributing to the clarification of a suspicion should be of the opinion that he has been aggrieved, discriminated against or harassed or otherwise suffered disadvantage for this reason, he shall inform his appropriate superiors thereof.
- 7.3 The Company does not tolerate any grievance, discrimination, harassment or similar negative treatment of the Whistleblower or a person contributing to the clarification of a corresponding suspicion. The Company will investigate the circumstances of the respective case and may take temporary or permanent measures to protect the Whistleblower and/or the person contributing to the clarification of a corresponding suspicion and to safeguard the interests of the Company. The Company will inform the interested persons in writing of the result of the investigations in this respect.
- 7.4 Any employee of the Company or any superior within the Company terminating, degrading, harassing, discriminating against or otherwise inflicting prejudice to a Whistleblower or a person contributing to the clarification of a corresponding suspicion due to his report or contribution, has to reckon with disciplinary action, which at the utmost can result in his termination.

8 CONFIDENTIALITY

- 8.1 Regardless of the truth content, all reports are appropriate to extremely damage the reputation of the affected persons, the Whistleblowers and/or the third parties, as well as of the Company. Therefore, the Company will treat them as particularly confidential beyond the duties resulting from data protection laws.
- 8.2 In addition to the processing directory, which shall be kept in a due and always updated manner, it has to be recorded in writing which persons are permitted to access the reports and the associated data and which rights they have within the framework of data processing. Such persons shall be obligated to observe particular confidentiality beyond statutory requirements, if any.
- 8.3 The protection of a Whistleblower is guaranteed by the confidential treatment of his identity. If he communicates his contact data, they shall only be stored and used taking into consideration the statutory data protection requirements. In the event of acquisition of his data for the purposes of both data storage and use of data, he will be informed thereof. The same shall be applicable if his data are designated for transfer to other bodies/entities.
- 8.4 The name of the Whistleblower shall not be disclosed in principle; something different may be applicable if the Whistleblower permits the disclosure of his identity or if there is a statutory duty to disclose. This shall be applicable in particular if the disclosure is indispensable for the persons



affected by the report to make use of their right to be heard. In any case, the Whistleblower shall be informed of the disclosure of his identity in advance. The same shall be applicable to persons who contributed to the clarification of the suspicion.



ANNEX LIST OF DEFINITIONS

1. In this Whistleblowing Policy, the following terms shall have the following meaning:

Board means the board of directors of the Company.

CEO means the Executive Director of the Company who has been granted the title of Chief Executive Officer.

Chairman means the Non-Executive Director of the Company who has been appointed as chairman of the Board.

Code means the Dutch corporate governance code.

Code of Conduct means the code of conduct of the Company dated April 29, 2021.

Company means Vivoryon Therapeutics N.V., a public company incorporated under the laws of the Netherlands (*naamloze vennootschap*), having its official seat in Amsterdam, the Netherlands.

Director means a member of the Board. Unless the contrary is apparent, this shall include each Executive Director and each Non-Executive Director.

Executive Director means an executive member of the Board.

Non-Executive Director means a non-executive member of the Board.

Whistleblower has the meaning attributed thereto in Clause 3.1.

2. Save where the context dictates otherwise, in this Whistleblowing Policy:

- (a) words and expressions expressed in the singular form also include the plural form, and vice versa;
- (b) words and expressions expressed in the masculine form also include the feminine form; and
- (c) a reference to a statutory provision counts as a reference to this statutory provision including all amendments, additions and replacing legislation that may apply from time to time.

Headings of clauses and other headings in the Whistleblowing Policy are inserted for ease of reference and do not form part of the Whistleblowing Policy for the purpose of interpretation.