



CODE OF CONDUCT

Adopted by the Board of Vivoryon Therapeutics N.V. on November 15th, 2021



1 INTRODUCTION

- 1.1 This is the code of conduct of the Company (the **Code of Conduct**). This Code of Conduct applies to all employees, officers and directors of the Company. This Code of Conduct describes the conduct standard the Company expects from itself and its Employees and Officers. It reflects the values of the Company and is testament to the Company's commitment to ethical, lawful and responsible conduct in doing business. This Code of Conduct is the key prerequisite for maintaining the high public image of the Company in the global community.
- 1.2 The Code of Conduct is complementary to the various other rules and policies. It is designed to outline the applicable ethical and legal obligations in handling the Company's business. The guidelines set out in this Code of Conduct meet the requirements of the Code of having a code of conduct as an instrument of internal risk management and control system and, as such, must be observed by all Company's Officers and Employees at all times.
- 1.3 The Code of Conduct is posted on the Company's website.
- 1.4 The meaning of certain capitalized terms used in this Code of Conduct is set forth in the List of Definitions attached as **Annex**.

2 GENERAL CONDUCT

- 2.1 The Company is committed to the goal of embracing its business and social responsibility in a manner reflecting the highest degree of integrity and honesty. The relations to contract partners, third parties and the public in general has been based on trust and goodwill ever since. Adhering to this commitment to our principles is indispensable to ensure the acceptance and the goodwill of our contract partners and customers on a permanent basis. The business success of the Company is the result of the joint efforts of all Employees and Officers in living up to their responsibilities in an ethical manner. In doing so, each Employee and Officer should always endeavour to:
- (a) serve our contract partners in an honest and fair manner and advise them comprehensively of their rights and duties;
 - (b) comply with our contractual obligations and other commitments;
 - (c) avoid exposing an office holder to a compromising situation or to cloud an office holder's judgment by way of gifts or benefits;
 - (d) promote and sell our products in a responsible and lawful manner;
 - (e) maintain the integrity and the reputation of the Company by protecting confidential and proprietary information an employee may get to know in pursuing his or her employment;
 - (f) understand the proper use of our electronic communication systems, including social media; and
 - (g) carry out activities for the Company taking into consideration all the applicable principles, procedures, laws and governmental requirements.



- 2.2 Compliance with this Code of Conduct is not only the responsibility of the Company Group, but also of each Employee and Officer, and each of them is expected to actively support the values and principles set out herein.
- 2.3 It is the responsibility of all Employees and Officers to regularly review and refresh their knowledge and understanding of this Code of Conduct. Employees and Officers may be asked to sign a written acknowledgement of their understanding of, and agreement to abide by, this Code of Conduct.
- 2.4 Failure to observe this Code of Conduct may not only result in legal difficulties for the Company Group, but could also give rise to legal and/or disciplinary action against the Employee or Officer concerned, including dismissal. Depending on the nature of the non-compliance, failure to observe this Code of Conduct may be reported to the appropriate authorities.
- 2.5 If an Employee or Officer has any questions concerning the application or interpretation of this Code of Conduct, such Employee or Officer should seek the advice of his direct supervisor, who may consult with the Company's legal department when appropriate.

3 COMPLIANCE WITH LAWS

- 3.1 The Company and all its Employees and Officers are obligated to comply with every local, national, international law or regulation that applies to the Company's business. Employees must be aware of all relevant laws, regulation and policies.
- 3.2 The compliance with the laws against bribery and corruption throughout the world is not only a legal requirement; it reflects our determination to act with the highest degree of integrity and honesty. The Company prohibits any form of bribery or corruption. No unlawful grants may be accepted, given or offered. This applies to companies as well as to private individuals, authorities, inspection bodies and other organizational units. Grants include not only cash or other payment transactions, but also material assets and invitations of non negligible value to events or business lunches (see 5.4).
- 3.3 Antitrust laws are intended to promote a fair and open market by prohibiting certain agreements and the sharing of information with competitors. Examples of prohibited agreements are, for example, the fixing of prices or offer agreements, allocation of territories and customers, boycott of customers or suppliers, as well as tying arrangements. The Company complies with applicable antitrust laws and avoids any activities which could imply or seem to constitute an anti-competitive agreement. The violation of antitrust laws is a severe infringement that may entail disciplinary measures, including termination as well as criminal prosecution and the risk of civil-law penalties. All Employees and Officers are responsible for complying with applicable antitrust law.
- 3.4 Compliance with the laws to fight money laundering and the financing of terrorist or criminal activities in all jurisdictions in which we conduct our activities is a manifestation of our commitment to professional and fair dealing and integrity. The Company may also be obligated to detect and report such suspicious transactions and activities. Each Employee and Officer is therefore encouraged to report to the Company's management any situation that feels suspicious or, by any means, the positive knowledge of money laundering or any financial crime through the Whistleblowing Policy.
- 3.5 The purchase of any securities in the Company by any Employee or Officer entails certain risks.



Any such purchases should be made in accordance with the internal Insider Trading Guidelines.

- 3.6 Employees and Officers should at all times report irregularities regarding the implementation of this Code of Conduct or any other principles or any other legal, operational or other issues that concern the Company or one or more Employees or Officers through the Whistleblowing Policy. Employees and Officers are expected to cooperate in internal investigations of misconduct.

4 WORK PLACE

- 4.1 We believe our Employees and Officers are our most valuable asset. We favour an open communication with all Employees and Officers and we encourage all Employees and Officers to develop themselves both professionally and personally. We need motivated and well-trained Employees and Officers to reach our goals.

- 4.2 The Company is committed to providing a work environment that is free of any form of sexual or other harassment. We are committed to ensuring that our Employees and Officers do not discriminate or harass others based on, for example race, colour, gender, sexual orientation, age, religion, political opinion, national, ethnic or social origin or other protected characteristics. The selection, recruitment and advancement of the Employees and Officers are based on their qualification and skills. An Employee or Officer who believes to have been the victim of, or a witness to, a situation involving harassment or discrimination should immediately report that situation in accordance with our Whistleblowing Policy.

- 4.3 We respect and support internationally recognized human rights for all stakeholders, such as the right of Employees and Officers to join legal trade unions. We do not tolerate child labour and forced labour and contribute to the elimination of these wherever we can. We expect all our business partners to do the same.

- 4.4 All our staff members have standard working hours, based on local regulations and industry standards. Overtime hours are performed on a voluntarily basis. The safety and quality of employment conditions are a high priority. Our policy is to offer our workers a healthy and safe working environment. The Company expects that Employees and Officers must abide the Company's standards in safety matters, do their part to maintain a healthy and safe work environment and take the necessary steps to ensure their own safety and the safety of others.

5 CONFLICTS OF INTEREST

- 5.1 The Company recognises that all Employees and Officers have their own individual interests and encourages the development of these interests, especially where they are beneficial to the community at large. However, Employees and Officers must always act in the best interests of the Company and they must avoid any situation where their personal interests conflict or could conflict with their obligations towards the Company. All contacts with authorities shall be documented properly and each money payment or other provision of consideration shall be fully entered in the correct account.

- 5.2 Employees and Officers must not, directly or through any members of their families or persons living with them or with whom they are associated, or in any other manner:

(a) have any financial interest that have a negative impact on the performance of their duties;



- (b) acquire any financial benefit from a contract between the Company and a third party where the relevant Employee or Officer is in a position to influence the decisions that are taken regarding that contract; and
- (c) attempt to influence any decisions by the Company concerning any matter with a view to deriving any direct or indirect benefit.

5.3 The Company expects each Employee and Officer dealing with office holders on behalf of the Company to act in an honest and prudent manner. It is prohibited to offer, promise or hand over financial means, assets or other consideration to an office holder, a political party or a candidate for a political office for the purpose of acquiring or continuing business or for the purpose of influencing the business atmosphere in our favour. Furthermore, it is prohibited to use assets or other consideration as contribution or loan to a political party, an office holder or a candidate, directly or indirectly.

5.4 Employees and Officers must not profit from their position within the Company so as to derive personal benefits conferred on such Employees and Officers by persons who deal or seek to deal with the Company. Consequently, accepting any personal benefit, such as a sum of money, a gift, a loan, services, pleasure trips or vacations, special privileges or living accommodations or lodgings, with the exception of promotional items and gratuities of negligible value, is prohibited. Any entertainment accepted must also be of a modest nature and the real aim of the entertainment must be to facilitate the achievement of business objectives.

5.5 A procedure relating to any conflict of interest between the Company and a Director is included in the Board Rules.

6 INTELLECTUAL PROPERTY AND CONFIDENTIAL INFORMATION

6.1 Employees and Officers should properly handle all confidential information of the Company and protect it against unauthorized disclosure. Confidential information, being information which is not generally known outside the Company and which, if released in the public domain could be detrimental to commercial and other interest of the Company, such as know-how, is a valuable asset that provides a competitive advantage.

6.2 We only reveal our Company confidential information to anyone outside the Company for an allowed business purpose. Even within our Company, we only share confidential information with people who have a business “need to know”. We use confidential information of others (for instance our competitors) only in a legal and honest way.

6.3 Employees and Officers are required, for the duration of their employment or appointment with the Company and after such employment or appointment terminates, to keep such information confidential and to use the utmost discretion when dealing with sensitive or privileged information. Such information includes, in addition to the technology used by the Company, intellectual property, business and financial information relating to sales, earnings, balance sheet items, business forecasts, business plans, acquisition strategies and other information of a confidential nature.

6.4 We respect the privacy rights of employees, members, consumers, customers, suppliers and other business partners and therefore we treat personal data confidentially. We only collect, process, transmit and use personal data insofar as reasonably required for communicated business



purposes. Personal information relating to an individual that allows that individual to be identified, is protected, among other things, by the GDPR. Any collection, retention, use or communication to third parties of personal information must be carried out in a manner that is respectful of the individual and in compliance with the law at all times.

- 6.5 The integrity of the Company's financial reports and accounting records is based on validity, accuracy, completeness, timeliness and understandability of basic information supporting entries to the Company's books of account. The Company ensures every accounting or financial entry accurately reflects what is described by the supporting information. We expect our Employees and Officers involved in creating, processing or recording such information to be personally responsible for its integrity. The same standards of integrity that apply to external financial reporting also apply to the financial statements that are used as internal management tools.

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ANNEX LIST OF DEFINITIONS

1. In this Code of Conduct, the following terms shall have the following meaning:

Board means the board of directors of the Company.

Board Rules means the board rules of the Company.

Code means the Dutch corporate governance code.

Code of Conduct means this code of conduct.

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

Company Group means the Company and its Subsidiaries collectively or, where the context so requires, any of them individually.

Director means a member of the Board.

Employee means an employee of the Company Group.

GDPR means regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data.

Insider Trading Policy means the insider trading policy of the Company.

Officer means a Director, a (managing) director or supervisory director of any Subsidiary, or any other officer of the Company Group who is not an Employee.

Subsidiary means a subsidiary of the Company within the meaning of Section 2:24a of the Dutch Civil Code.

Whistleblowing Policy means the whistleblowing policy of the Company

2. Save where the context dictates otherwise, in this Code of Conduct:

- (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 Code of Conduct are inserted for ease of reference and do not form part of the Code of Conduct for the purpose of interpretation.