

VECTIVBIO HOLDING AG

CORPORATE DISCLOSURE POLICY

APPROVED BY THE BOARD OF DIRECTORS
MARCH 17, 2021

PURPOSE

VectivBio Holding AG is adopting this Corporate Disclosure Policy to prevent selective disclosure of material nonpublic information regarding the Company. This policy is to establish guidelines for disclosure of material nonpublic information to the investing public, financial market analysts, the media, and any persons who are not employees or directors of VectivBio Holding AG or any of its subsidiaries (collectively, the “**Company**”) in accordance with the requirements of the fair disclosure regulation (“**Regulation FD**”) adopted by the U.S. Securities and Exchange Commission (the “**SEC**”) under the Securities Exchange Act of 1934. For as long as the Company qualifies as a foreign private issuer, the Company can choose to voluntarily comply with Regulation FD to avoid potential liability that could arise under Rule 10b-5 from selective disclosure (e.g., from “tipping” securities analysts or select shareholders). After such date, the Company will be required to comply with Regulation FD.

SUMMARY OF REGULATION FD

Application of Regulation FD. Regulation FD applies to disclosures of material nonpublic information to the following categories of persons (each an “**Outside Person**”):

- broker-dealers and their associated persons, such as analysts;
- investment advisers, institutional investment managers, and each of their associated persons;
- investment companies, hedge funds, and each of their affiliated persons; and
- any holder of the Company’s securities if it is reasonably foreseeable that the holder will purchase or sell the Company’s securities on the basis of the information.

Communications Exempted from Regulation FD. The following types of communications are specifically exempted from the disclosure requirements of Regulation FD:

- communications made to a person who owes us a duty of trust or confidence, such as attorneys or accountants;
- communications made to any person who expressly agrees to maintain the information in confidence, even if the express agreement is given after the disclosure of material nonpublic information, but must be before the recipient discloses or trades on the basis of the information;
- disclosures to a credit rating entity, provided that the disclosure is made solely for the purpose of developing a credit rating and the ratings are publicly available; and
- communications made in connection with a registered securities offerings other than offerings expressly excluded under Regulation FD.

Disclosure of Material Nonpublic Information. Regulation FD requires that whenever we or a person acting on our behalf discloses material nonpublic information to an Outside Person, the Company must make a public disclosure of that same information as follows:

- if we or any person acting on our behalf *intentionally* discloses material nonpublic information, we must make public disclosure of such information *simultaneously*; or
- if we or any person acting on our behalf unintentionally discloses material nonpublic information, we must make a public disclosure of such information *as soon as reasonably practicable* (but in no event after the later of 24 hours or the commencement of the next day's trading) after discovery of the disclosure. Discovery happens when a director, executive officer, or investor relations or communications officer of the Company learns that we or any person acting on our behalf disclosed information that such director, executive officer, or investor relations or communications officer knows, or is reckless in not knowing, is both material and nonpublic.

POLICY

General. Company personnel should generally not disclose internal or nonpublic information, material or otherwise, about the Company to anyone outside the Company, except as required by their role and consistent with this policy.

The initial disclosure of material information by the Company will generally be made only through press releases, SEC filings, or other means reasonably designed to provide broad, non-exclusionary distribution of the information to the public so that all members of the investing public will have an equal opportunity to simultaneously access the material information.

Rumors concerning the business and affairs of the Company may circulate from time to time. Our general policy is not to comment on such rumors.

We will not confirm or update material information about us that has been previously disclosed to the public, except in a manner consistent with the procedures outlined in this policy.

Scope. This policy applies to all Company employees, directors, contractors, consultants and temporary contract workers, as well as other business affiliates of the Company with knowledge of our business activities.

Company Spokespersons. We have designated each of the following individuals as Company spokespersons (each a "Spokesperson"):

- (i) our Chief Executive Officer;
- (ii) our Chief Financial Officer; and
- (iii) our Head of Research and Development (if appointed).

All public disclosures of information and communications with analysts, investors, potential investors, shareholders, media, and other members of the public about the Company will be made by these designated Spokespersons. A Spokesperson may designate other officers of the Company to respond to inquiries regarding specific areas of interest. All third party inquiries for information should be referred to a Spokesperson.

Determining Materiality and the Need for Disclosure. The Spokespersons, in consultation with our counsel, will determine whether any information is material and whether it needs to be publicly disclosed under Regulation FD.

Failure to Comply. Any person who communicates about our business with analysts, investors, potential investors, shareholders, media, or other members of the public without the prior consent of a Spokesperson

or another authorized officer, or who otherwise discloses our information in violation of this policy, will be subject to disciplinary action, which may include termination.

PROCEDURES

General

1. ***“No Comment” Policy.*** We will follow a “no comment” policy. We will not respond to inquiries about rumors, potential transactions, or unusual market activity in our securities.
2. ***No Disclosure Required.*** If disclosure of certain material nonpublic information is not required, it is our general policy not to release the information unless (i) we have regularly released that type of information in the past, and (ii) such release is made in compliance with this policy.

Situations Requiring Special Disclosure. Except as described below, we will repeat or reaffirm only previously disclosed historical factual information about the Company when educating the public or a third party about us or when correcting misstatements about us that we or an individual acting on our behalf initiated.

The situations in which we will disclose material nonpublic information include:

- correcting a Company statement as soon as we discover, that it was, when it was made, incomplete, incorrect, inaccurate, or misleading;
- correcting a third-party statement previously approved or adopted by the Company as soon as we discover that it was, when approved, incomplete, incorrect, inaccurate, or misleading;
- if we discover that we or our insiders used material nonpublic information to trade in our securities;
- confirming or correcting information in the marketplace that appears to have been improperly disseminated by a Company source; or
- whenever we discover that material nonpublic information has been inadvertently disclosed to a limited audience.

Other Required Disclosure. We will disclose other material nonpublic information that the Spokespersons determine, in consultation with our counsel, must be disclosed on a case-by-case basis.

No Selective Disclosure. Material nonpublic information about us will not be disclosed to any third party or select audience, including analysts, shareholders, friends, relatives, or others. If we choose to disclose material nonpublic information, we must do so in a manner intended to reach the public on a broad, non-exclusionary basis, or pursuant to a written confidentiality agreement. If written confidentiality agreement cannot be obtained based on extenuating circumstances, an oral agreement to maintain confidentiality may be obtained, provided such oral agreement is expressly made in the presence of at least one Spokesperson.

Statement Preparation and Content

1. ***Disclosure Committee.*** Our Disclosure Committee will prepare or oversee the preparation of all Company statements, presentations, and scripted communications, including investor presentations.

2. **Completeness and Accuracy.** Our statements will be the product of good-faith best efforts of all persons involved to present the information fully and fairly, together with all relevant and related material information.
3. **Form 6-K/8-K.** In coordination with the Disclosure Committee, we may file with or furnish to the SEC a Report on Form 6-K or, when applicable, a Current Report on Form 8-K with the information to be disclosed to ensure broad, non-exclusionary distribution of such information in accordance with Regulation FD.

Conference Calls. We may schedule conference calls from time to time to discuss financial results or other information that may be material to the investing public and the securities industry. The procedures applicable to such conference calls are:

1. **Press Release.** A reasonable time prior to the initiation of the call, we will disseminate a press release with a description of the material information to be discussed in the call and announcing the time, date, and dial-in information.
2. **No Selective Additional Disclosure.** We will not selectively disseminate any additional material nonpublic information after a conference call and will only disclose new information on a conference call if the conference call is held in compliance with Regulation FD.
3. **Posted Transcript.** A transcript or audio file of the conference call, including any other summaries of the conference call, may be posted on our website.

Contact with Financial Market Analysts and Investors. The Spokespersons may engage in “one-on-one” communications with financial market analysts and investors solely for the purpose of clarifying previously disclosed information. But in no event will any material nonpublic information be disclosed (including by way of updating). The Spokesperson will not confirm any previous financial guidance or forecasts under facts and circumstances that make the confirmation itself material, unless such information, update, or confirmation is contemporaneously made available to the public in a manner consistent with this policy.

In the course of any “one-on-one” or “limited-access” conversation, any Spokesperson may educate analysts and investors about the Company using previously disclosed information or facts that are generally known to the public. But the Spokesperson may not disclose estimates of our share price.

Public Comment on Rumors, Transaction Discussions, or Unusual Market Activity. We generally will not comment on unusual market activity or market rumors and generally will not disclose the Company’s involvement in discussions regarding potential transactions. It is critical that we adhere to our “no comment” policy consistently. If we deny rumors that are not correct, for example, we may not be able to effectively avoid commenting in response to an inquiry regarding a rumor that is true or partially true.

Discussions with Potential Investors. Disclosures made to a potential investor in connection with certain “shelf” registrations and any unregistered offerings (e.g., an offering under Regulation S of the U.S. Securities Act of 1933, as amended, or a private placement) will not include any material nonpublic information unless such investor has otherwise agreed to keep the information confidential until the authorized release date.

Press Releases. We may issue press releases from time to time to disclose information our management believes is important or useful to the public, whether or not the information is material. The Disclosure Committee will designate an appropriate person to prepare press releases to be issued by the Company. All press releases will be reviewed and approved by the Disclosure Committee, and may also be subject to

review by the Audit Committee of the Board of Directors. The Disclosure Committee may designate a “Key Contact” for follow-up media inquiries on a press release. Unless specifically designated as a Key Contact, no one other than a Spokesperson will be authorized to respond to inquiries regarding that press release.

A Spokesperson will designate the appropriate person to implement the transmission of the press release through the appropriate communication channels. These duties may include:

- coordinating the transmission of the press release on the national wire service; and
- following confirmation of the transmission of the press release on the national wire service,
 - transmitting the press release to our investment bankers, analysts, and others who may request to be included on an investor relations distribution list; and
 - contacting the representatives of the local media and others who may request to be included on an investor relations distribution list to inform them of the press release and, if desired, transmitting a copy to them.

Annual Reports, Periodic Reports, and Company Literature. We will regularly provide an annual report of our financial condition and related business performance in a timely manner following the fiscal year-end. Interim reporting of our financial and business performance may be provided quarterly or semi-annually between annual reports or at such other interval as is required by applicable law. Annual reports and interim reports, if any, will be made available in a manner reasonably designed to provide broad, non-exclusionary distribution of the information to the public. . These materials must be reviewed and approved by the competent corporate bodies in accordance with the Company’s Organizational Regulations and board committee charters and by the Spokespersons prior to distribution. Auxiliary materials, such as corporate brochures, may be provided as needed in the Spokespersons’ judgment.

Presentations. The Spokespersons must approve all Company speaking or audiovisual engagement in advance. The following procedures and restrictions will apply to each such presentation:

- the content of any presentation must be approved prior to disclosure;
- all employees presenting Company information will retain a complete copy of such presentation to document its content as given; and
- the presentation will not include material nonpublic information about the Company unless the presentation complies with Regulation FD.

Inadvertent Selective Disclosure of Material Nonpublic Information. If a Company employee, consultant, or a member of the Board who is not a Spokesperson believes that he or she may have disclosed material nonpublic information to an Outside Person, such person must immediately notify a Spokesperson of the information disclosed, the persons to whom the information was disclosed, and any other pertinent information regarding the disclosure. After notification, the Spokesperson will then determine, after consultation with our counsel, whether the information is material and disclose the information in the manner prescribed in this policy.

Handling Inquiries. Inquiries from institutional and retail investors, securities and industry analysts, and members of the media, as well as inquiries other than in the ordinary course of business, received by directors, employees or consultants from any outsider must be forwarded immediately to a Spokesperson. Such Spokesperson may, after consultation with the other Spokespersons, designate an appropriate person

to respond with respect to specific areas of interest. Any directors, employees or consultants with questions about these matters should contact our Compliance Officer.

DEFINITIONS

Intentional Disclosure. A selective disclosure of material nonpublic information is “intentional” when the person making the disclosure knows, or is reckless in not knowing, that the information he or she is communicating is both material and non-public.

Material Information. Information is “material” if there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision, or if a reasonable investor would view it as altering the total mix of information available. In short, material information includes any information that could reasonably affect the price of our securities.

The following list identifies several types of information or events that are more likely to be considered material. The SEC emphasizes that materiality must be judged on a case-by-case basis. Examples include:

- financial results or forecasts;
- major new product candidates, products or processes;
- establishment of, or developments in, strategic partnerships, joint ventures or similar collaborations;
- communications with government agencies, primarily the U.S. Food and Drug Administration and the European Medicines Agency;
- scientific, clinical or regulatory results or timelines for pre-clinical studies or clinical trials;
- scientific, medical or financial results data relating to the Company’s products or product candidates;
- strategic plans;
- acquisitions or dispositions of assets, divisions or companies;
- events pertaining to the Company’s securities (e.g., defaults on senior securities, calls of securities for redemption, repurchase plans, share splits, public or private equity/debt offerings or changes in Company dividend policies or amounts);
- new major contracts, orders, suppliers, customers, or finance sources, or the loss thereof
- gain or loss of a significant customer, licensor, licensee or supplier;
- scientific, clinical or regulatory results or timelines for pre-clinical studies or clinical trials;
- notice of issuance of patents or acquisition of material intellectual property rights;
- significant pricing changes or changes in discount policies;
- key management or control changes;
- possible tender offers or proxy fights;
- significant accounting write offs;
- actual or threatened major litigation, SEC or other investigations, or a major development in or the resolution of any such litigation or investigation;
- significant changes in compensation policy;
- regulatory or legislative developments;
- impending bankruptcy or receivership;
- gain or loss of a significant licensor, customer or supplier;
- unusual gains or losses in major operations; and
- changes or new corporate collaborator relationships.

Nonpublic Information. Information is “nonpublic” if it has not been disclosed to the general public by means of a press release, SEC filing, or other medium of disclosure that is reasonably designed to provide

broad, non-exclusionary distribution of the information to the public. Disclosure to even a large group of analysts is not disclosure to the public.

Person Acting on the Company's Behalf. A “person acting on the Company’s behalf” is any Company employee or agent who regularly communicates with market professionals or our shareholders or a senior official. A senior official is defined as any director, executive officer, investor relations, or communications officer, or other person who performs a similar function.

This policy may be reviewed periodically by the Board and may be amended or modified from time to time at the Board’s discretion.

Adopted by the Board of Directors: March 17, 2021

Effective: on the day on which the U.S. Securities and Exchange Commission first declares effective the Company's Registration Statement on Form F-1