

**VECTIVBIO HOLDING AG**

**CODE OF BUSINESS CONDUCT AND ETHICS**

**APPROVED BY THE BOARD OF DIRECTORS  
MARCH 17, 2021**

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VectivBio Holding AG and its subsidiaries (“**VectivBio**”) is committed to maintaining the highest standards of business conduct and ethics. We expect every consultant, employee, officer and director of VectivBio to not only read and understand the business practices and principles described below, but to also apply good judgment and the highest personal ethical standards in making business decisions. Please remember you should consider not only your own conduct, but also that of your family members, significant others and other people in your household.

Do not hesitate to ask questions about whether certain conduct may violate this Code of Business Conduct and Ethics (the “**code**”), to voice concerns or to clarify gray areas. You should also be alert to possible violations and report them without fear of retaliation. See Section 15 below for instructions on how to ask questions or report violations.

Any employee who violates the standards in this code may be subject to disciplinary action, that, depending on the nature of the violation and the history of the employee, may range from a warning or reprimand to termination of employment and, in appropriate cases, civil legal action or referral for criminal prosecution.

While this code covers a wide range of business conduct, it is not the only document that addresses the conduct of VectivBio employees, officers and directors. For instance, this code references separate a more detailed policy relating to Insider Trading. Finally, VectivBio employees remain subject to the terms of the Proprietary Information and Inventions Agreement that they signed in connection with their employment. If you have any questions about whether your behavior or any behavior you observe is appropriate, it is your responsibility to ask.

**1. HONEST AND ETHICAL CONDUCT**

It is our policy to promote high standards of integrity by conducting our affairs in an honest and ethical manner. VectivBio’s integrity and reputation depends on the honesty, fairness and integrity brought to the job by each person associated with us. Unyielding personal integrity and sound judgment is the foundation of corporate integrity. VectivBio’s corporate values include integrity as critical to how we work and what it means to be VectivBio.

**2. LEGAL COMPLIANCE**

Obedying the law is the foundation of this code. Our success depends upon each employee operating within legal guidelines and cooperating with local, national and international authorities. We expect employees to understand the legal and regulatory requirements applicable to their business units and areas of responsibility. Violation of domestic or foreign laws, rules and regulations may subject an individual, as well as VectivBio, to civil and/or criminal penalties.

### **3. INSIDER TRADING**

Employees, officers and directors who have access to confidential (or “inside”) information are not permitted to use or share that information for share trading purposes. All non-public information about VectivBio or about other companies is considered confidential information. To use material non-public information in connection with buying or selling securities, including “tipping” others who might make an investment decision on the basis of this information, is illegal. Please refer to VectivBio’s Insider Trading Policy for more detailed information.

### **4. INTERNATIONAL BUSINESS LAWS**

Our employees, officers and directors are expected to comply with the applicable laws in all countries to which they travel, in which they operate and where we otherwise do business, including laws prohibiting bribery, corruption or the conduct of business with specified individuals, companies or countries. The fact that, in some countries, certain laws are not enforced or that violation of those laws is not subject to public criticism will not be accepted as an excuse for noncompliance.

### **5. ANTITRUST**

Antitrust laws are designed to protect the competitive process and impose severe penalties for certain types of violations, including criminal penalties. These laws are based on the premise that the public interest is best served by vigorous competition and will suffer from illegal agreements or collusion among competitors. Certain kinds of information, such as pricing, production and inventory, should not be exchanged with competitors, regardless of how innocent or casual the exchange may be.

### **6. CONFLICTS OF INTEREST**

We expect our employees, officers and directors to be free from influences that conflict with the best interests of VectivBio or might deprive VectivBio of their undivided loyalty in business dealings. Even just the appearance of a conflict of interest can be damaging and should be avoided. Whether or not a conflict of interest exists can be unclear. The following are some (but not all) situations that may involve problematic conflicts of interests: (a) employment by, consulting for, or service on the board of a competitor, customer or supplier; (b) owning a significant financial interest in an entity that does business, seeks to do business or competes with us; (c) soliciting or accepting gifts, favors, loans or preferential treatment from any person or entity that does business or seeks to do business with us; (d) certain types of “moonlighting”; and (e) loans to, or guarantees of obligations of, employees, officers or directors or their family members by VectivBio. If you have any concerns about how to comply with this policy, you should discuss with the Chief Financial Officer.

### **7. CORPORATE OPPORTUNITIES**

You may not take personal advantage of opportunities for VectivBio that are presented to you or discovered by you as a result of your position with us or through your use of corporate property or information. Even opportunities that are acquired privately by you may be questionable if they are related to our existing or proposed lines of business. Significant participation in an investment or outside business opportunity that is directly related to our lines of business must be pre-approved. You may not use your position with us or corporate property or information for improper personal gain, nor should you compete with us in any way. If you have any concerns about how to comply with this policy, you should discuss with the Chief Financial Officer.

VectivBio agrees and acknowledges that certain of the investors and their affiliates are professional investment funds or in the business of venture capital investing (collectively, “VC Investors”) and therefore review the business plans and related proprietary information of many enterprises, and invest in numerous enterprises, including enterprises that may have products or services that compete directly or indirectly with those of VectivBio. VectivBio hereby agrees that, (a) to the fullest extent permitted under applicable law, no VC Investor shall be liable to VectivBio for any claim arising out of, or based upon, (i) the investment by such VC Investor or any affiliate of such VC Investor in any entity competitive with VectivBio, or (ii) actions taken by any partner, officer or other representative of such VC Investor to assist any such competitive company, whether or not such action was taken as a member of the board of directors of such competitive company or otherwise, and whether or not such action has a detrimental effect on VectivBio, and (b) nothing in any agreement between VectivBio or its affiliates and any VC Investor shall preclude or in any way restrict the VC Investors from investing or participating in any particular enterprise, whether or not such enterprise has products or services that compete with those of VectivBio.

VectivBio renounces, to the fullest extent permitted by law, any interest or expectancy of VectivBio in, or in being offered an opportunity to participate in, any matter, transaction or interest that is presented to, or acquired, created or developed by, or which otherwise comes into the possession of a board designee of a VC Investor and agrees that it shall not take any action, or adopt any resolution, inconsistent with the foregoing.

## **8. FINANCIAL INTEGRITY**

The integrity of our records and public disclosure depends upon the validity, accuracy and completeness of the information supporting the entries to our books of account. Therefore, our corporate and business records should be completed accurately and honestly. The making of false or misleading entries is strictly prohibited. Our records serve as a basis for managing our business and are important in meeting our obligations to customers, suppliers, creditors, employees and others. We also rely upon our accounting and other business and corporate records in preparing publicly-filed reports. Securities laws require that these reports provide full, fair, accurate, timely and understandable disclosure and fairly present our financial condition and results of operations. Employees who contribute in any way in preparing or verifying these reports should strive to ensure that our financial disclosure is complete, accurate and transparent.

## **9. FAIR DEALING**

Advantages over our competitors are to be obtained through superior performance of our products and services, not through unethical or illegal business practices. Statements regarding VectivBio’s services must not be untrue, misleading, deceptive or fraudulent. Acquiring proprietary information from others through improper means, possessing trade secret information that was improperly obtained, or inducing improper disclosure of confidential information from employees of other companies is prohibited. You are expected to deal fairly with our customers, suppliers, employees and anyone else with whom you have contact in the course of performing your job. Employees involved in procurement have a special responsibility to adhere to principles of fair competition in the purchase of products and services by selecting suppliers based exclusively on normal commercial considerations, such as quality, cost, availability, service and reputation, and not on the receipt of special favors.

## **10. GIFTS AND ENTERTAINMENT**

Due to laws governing federal, state and local government employees, industry codes related to interactions with healthcare providers, and general optics, gifts and entertainment are not permitted..

## **11. COMPANY ASSETS**

All employees, officers and directors are expected to protect our assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on our profitability. Our property, such as office supplies, computer equipment, buildings and products, are expected to be used only for legitimate business purposes, although incidental personal use may be permitted. You may not, however, use our corporate name, any brand name or trademark owned or associated with VectivBio or any letterhead stationery for any personal purpose.

## **12. CONFIDENTIALITY**

As an employee, officer or director of VectivBio, you may learn information about VectivBio or other companies that is confidential and proprietary. You must take care to keep this information confidential. Materials that contain confidential information should be stored securely. Unauthorized posting or discussion of any information concerning our business, information or prospects on the Internet is prohibited. Be cautious when discussing sensitive information in public places like elevators, airports, restaurants and “quasi-public” areas within VectivBio, such as cafeterias. All VectivBio emails, voicemails and other communications are presumed confidential and should not be forwarded outside of VectivBio, except where required for legitimate business purposes. VectivBio employees are bound by the terms of the Proprietary Information and Inventions Agreement or similar terms that they agree to in connection with their employment.

## **13. MEDIA/PUBLIC DISCUSSIONS**

It is our policy to disclose material information concerning VectivBio to the public only through specific limited channels to avoid inappropriate publicity and to ensure that all those with an interest in VectivBio will have equal access to information. All inquiries or calls from the press and financial analysts should be referred to the Chief Financial Officer, the Chief Executive Officer, the Head of Investor Relations or a member of VectivBio’s communications team. Please also refer to VectivBio’s Corporate Disclosure Policy.

## **14. WAIVERS**

Any waiver of this code for executive officers or directors may be authorized only by our Board of Directors or, to the extent permitted by the rules of any stock exchange on which our share capital is listed, a committee of the Board of Directors and will be disclosed to shareholders as required by applicable laws, rules and regulations.

## **15. QUESTIONS AND REPORTING POTENTIAL VIOLATIONS**

Your most immediate resource for any matter related to this code is your supervisor, who may have the information you need or may be able to refer the question to another appropriate source. There may, however, be times when you prefer not to go to your supervisor. In these instances, you should discuss your concern with the Chief Financial Officer, the Human Resources team or by reporting such matters via the hotline noted below.

If you are aware of a suspected or actual violation of this code, you have a responsibility to promptly report it and we will take prompt disciplinary action against any employee, officer or director who retaliates against you. The Chief Financial Officer will investigate all reported possible code violations promptly and with the highest degree of confidentiality that is possible under the specific circumstances.

A hotline, which you may reach at +1 877 909 28 88 (toll-free), is also available to those who wish to report violations of this code, including concerns regarding VectivBio auditing and accounting matters. You may call the toll-free number anonymously if you prefer, as it is not equipped with caller identification, although in that case the Chief Financial Officer will be unable to obtain follow-up details from you that may be necessary to investigate the matter. Whether you identify yourself or remain anonymous, your contact with the anonymous reporting service will be kept strictly confidential to the extent reasonably possible within the objectives of this code.

If any investigation indicates that a violation of this code has probably occurred, we will take such action as we believe to be appropriate under the circumstances. If we determine that an employee, officer or director is responsible for a code violation, he or she will be subject to disciplinary action up to, and including, termination and, in appropriate cases, civil action or referral for criminal prosecution.

Please note that retaliation against employees reporting violations of this code are prohibited and we will take prompt disciplinary action against any employee, officer or director who attempts to retaliate against you for reporting violations.

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

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