

**VECTIVBIO HOLDING AG**

**RELATED PERSON TRANSACTIONS POLICY**

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

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VectivBio Holding AG (the “*Company*”) is adopting this Related Person Transactions Policy (the “*policy*”) to set forth the procedures for the identification, review, consideration and approval or ratification of transactions involving the Company and any “Related Person” (as defined below) by the Audit Committee of the Board of Directors (the “*Board*”) or by such other committee of the Board as shall be appropriate.

This policy has been approved by the Board. The Audit Committee will review and recommend to the Board, from time to time, any amendments to this policy. In reviewing any Related Person Transaction (as defined below) under this policy, the Board and the Audit Committee shall also take into account the requirements under the Swiss Code of Obligation (the “*CO*”), including their duties as directors under the CO and the Company’s Articles of Association and Organizational Regulations.]

**A. DEFINITIONS.**

Under this policy, the following terms have the meanings set forth in this section.

1. “*Related Person*” means:

A. For so long as the Company qualifies as a foreign private issuer, any:

- enterprise that directly or indirectly through one or more intermediaries, controls or is controlled by, or is under common control with, the Company;
- associate, i.e., any unconsolidated enterprise in which the Company has a significant influence or which has significant influence over the Company;
- individual owning, directly or indirectly, an interest in the voting power of the Company that gives them significant influence over the Company, and close members of any such individual’s family;
- key management personnel, i.e., those persons having authority and responsibility for planning, directing and controlling the activities of the Company, including directors, senior management and close members of such individuals’ families; or
- enterprise in which a substantial interest in the voting power of the Company is owned, directly or indirectly, by any person described in the prior two bullets or over which such a person is able to exercise significant influence. This includes enterprises owned by directors or major shareholders of the Company and enterprises that have a member of key management in common with the Company.

For purposes of the above:

“*Close members*” of an individual’s family are those that may be expected to influence, or be influenced by, that person in their dealings with the Company.

**“Significant influence over an enterprise”** is the power to participate in the financial and operating policy decisions of the enterprise but is less than control over those decisions. Shareholders beneficially owning a 10% interest in the voting power of the Company are presumed to have a significant influence on the Company.

B. After the Company no longer qualifies as a foreign private issuer, any:

- person who is, or at any time since the beginning of the Company’s last fiscal year was, a director or executive officer of the Company or a nominee to become a director of the Company;
- security holder known by the Company to be the beneficial owner of more than 5% of any class of the Company’s voting securities (a **“significant shareholder”**);
- **“immediate family member”** of any of the foregoing, which means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law of such person, civil partners or life partners and any person (other than a tenant or employee) sharing the household of such person; and
- firm, corporation or other entity in which any of the foregoing persons is an executive, partner or principal or similar control position or in which such person has a 5% or greater beneficial ownership interest (an **“affiliate”**).

2. **“Related Person Transaction”** is:

- for so long as the Company qualifies as a foreign private issuer: a transaction, arrangement or relationship (or any series of similar transactions, arrangements or relationships) in which the Company (or any of its subsidiaries) and any Related Person are, were or will be participants in which the amount involved exceeds \$120,000, or which is unusual in its nature or conditions; and
- thereafter: a transaction, arrangement or relationship (or any series of similar transactions, arrangements or relationships) in which the Company and any Related Person are, were or will be participants in which the amount involved exceeds \$120,000.

Transactions involving compensation for services provided to the Company as an employee, consultant or director shall not be considered Related Person Transactions under this policy. A transaction, arrangement or relationship in which a Related Person’s participation is solely due to the Related Person’s position as a director of an entity that is participating in such transaction, arrangement or relationship shall not be considered a Related Person Transaction under this policy.

## **B. IDENTIFICATION OF RELATED PERSONS AND DISSEMINATION OF INFORMATION.**

The Company shall review all known transactions, arrangements and relationships in which the Company and a Related Person are participants to determine whether such transactions, arrangements and relationships constitute Related Person Transactions. In addition, each director and executive officer shall, and the Company shall request each “significant shareholder” to, notify all of his or her “affiliates” and “immediate family members” requiring that, before they or, with respect to “immediate family members,” any of their “affiliates” may engage in any Related Person Transaction, they must inform the director,

executive officer or “significant shareholder” in advance and may not proceed with the transaction in the absence of approval pursuant to this policy. The director, executive officer or “significant shareholder” shall be obligated to report the proposed transaction to the management of the Company for consideration and approval by the Committee as a Related Person Transaction in accordance with the terms of this policy.

**C. ADVANCE APPROVAL OF RELATED PERSON TRANSACTIONS.**

Under this policy, any proposed transaction that has been identified as a Related Person Transaction may be consummated or materially amended only following approval by the Audit Committee in accordance with the provisions of this policy. In the event that it is inappropriate for the Audit Committee to review the transaction for reasons of conflict of interest or otherwise, after taking into account possible recusals by Committee members, then the Related Person Transaction shall be approved by the Board or another independent body of the Board. The approving body shall be referred to in this policy as the “*Committee.*”

**D. RATIFICATION OF RELATED-PERSON TRANSACTIONS.**

Under this policy, any Related Person Transaction, if not a Related Person Transaction when originally consummated, or if not initially identified as a Related Person Transaction prior to consummation, shall be submitted to the Committee for review and ratification in accordance with the approval policies set forth above as soon as reasonably practicable. The Committee shall consider whether to ratify and continue, amend and ratify, or terminate or rescind such Related Person Transaction.

**E. PROHIBITED TRANSACTIONS**

The Company will not make loans, advances (except as provided in the Company’s charter or normal advances for business expenses in the ordinary course of business) or guarantees of indebtedness by the Company to or for the benefit of any of the officers or directors of the Company or any of their respective family members.

**F. APPROVAL PROCESS AND GUIDELINES.**

1. In the event that the Company proposes to enter into, or materially amend, a Related Person Transaction, management of the Company shall present such Related Person Transaction to the Committee for review, consideration and approval or ratification. The presentation shall include, to the extent reasonably available, a description of (a) all of the parties thereto, (b) the interests, direct or indirect, of any Related Person in the transaction in sufficient detail so as to enable the Committee to fully assess such interests (c) a description of the purpose of the transaction, (d) all of the material facts of the proposed Related Person Transaction, including the proposed aggregate value of such transaction, or, in the case of indebtedness, that amount of principal that would be involved, (e) the benefits to the Company of the proposed Related Person Transaction, (f) if applicable, the availability of other sources of comparable products or services, (g) an assessment of whether the proposed Related Person Transaction is on terms that are comparable to the terms available to or from, as the case may be, an unrelated third party or to employees generally and (h) management’s recommendation with respect to the proposed Related Person Transaction. In the event the Committee is asked to consider whether to ratify an ongoing Related-Person Transaction, in addition to the information identified above, the presentation shall include a description of the extent of work performed and remaining to be performed in connection with the transaction and an assessment of the potential risks and costs of termination of the transaction, and where appropriate, the possibility of modification of the transaction.

2. The Committee, in approving or rejecting the proposed Related Person Transaction, shall consider all the relevant facts and circumstances deemed relevant by and available to the Committee, including, but not limited to (a) the risks, costs and benefits to the Company, (b) the impact on a director's independence in the event the Related Person is a director, immediate family member of a director or an entity with which a director is affiliated, (c) the terms of the transaction, (d) the availability of other sources for comparable services or products and (e) the terms available to or from, as the case may be, unrelated third parties or to or from employees generally. The Committee shall approve only those Related Person Transactions that, in light of known circumstances, are in, or are not inconsistent with, the best interests of the Company and its shareholders, as the Committee determines in the good faith exercise of its discretion.

**G. SEC COMPLIANCE; INTERPRETATION.**

All executive officers and directors will abide by the securities laws that govern related party transactions. As a result, the actions or relationships that will be considered covered by this policy with respect to our executive officers and directors are those that meet the requirement for disclosure in our periodic filings with the U.S. Securities and Exchange Commission pursuant to Part I, Item 7B of Form 20-F or Item 404 of Regulation S-K, as applicable, which are referred to as "related party transactions." Such related party transactions must be approved by the Audit Committee as required by applicable laws and regulations, and provided such approval is obtained in advance and such transactions are publicly disclosed, such approval shall not be deemed a waiver of this policy or other Company policies.

This policy is intended to comply with Part I, Item 7B of Form 20-F or Item 404 of Regulation S-K, as applicable, and Nasdaq Rule 5630(a). Notwithstanding anything herein to the contrary, this policy shall be interpreted in such a manner as to comply with Part I, Item 7B of Form 20-F Item 404 of Regulation S-K, as applicable, and Nasdaq Rule 5630(a).

**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