

VECTIVBIO HOLDING AG
WHISTLEBLOWER POLICY
APPROVED BY THE BOARD OF DIRECTORS
SEPTEMBER, 2021

VectivBio Holding AG, a Swiss corporation (the “*Company*”), is committed to maintaining high standards of financial, regulatory and cultural integrity, and the Company takes very seriously all complaints and concerns regarding accounting, internal accounting controls, auditing and other legal matters. The Company’s financial information guides the decisions of management and is relied upon by the Company’s shareholders, employees, directors and business partners. The Company’s policies and practices have been developed to maintain the highest business, legal and ethical standards.

For these reasons, the Company maintains a workplace environment where all employees of the Company and each of its direct and indirect subsidiaries can raise concerns free of any harassment, discrimination or retaliation if they reasonably believe that they are aware of: (1) questionable accounting, internal accounting controls or auditing matters; (2) the reporting of fraudulent financial information of or by the Company; (3) violations of securities laws or other laws, rules and regulations; or (4) any activities or transactions that appear to violate the Company’s Code of Business Conduct and Ethics. Employees should report those concerns as soon as possible after discovery. Other third parties, such as consultants or vendors, may also report a good faith complaint or concern regarding accounting or auditing matters in accordance with this Whistleblower Policy (this “*Policy*”). The Company strives to encourage open communication so that such concerns may be raised without fear of retaliation in any manner.

Accordingly, the Audit Committee (the “*Audit Committee*”) of the Board of Directors (the “*Board*”) of the Company, together with the Board, have established the procedures set forth in this policy for:

- the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters; and
- the submission by employees (confidentially and anonymously, if they wish, in the United States, and in any other jurisdiction to the fullest extent legally permitted in such other jurisdiction), and the appropriate treatment, of concerns regarding accounting or auditing matters they believe to be questionable or violations of the Company’s Code of Business Conduct and Ethics or U.S. federal securities laws or other applicable state and federal laws, including the U.S. Foreign Corrupt Practices Act of 1977, as amended (the “*FCPA*”), the UK Bribery Act 2010 (the “*UKBA*”), the India Prevention of Corruption Act, 1988 (the “*PCA*”) and similar laws.

1. MATTERS THAT ARE ENCOURAGED TO BE REPORTED

Employees are encouraged to report and submit complaints of accounting and auditing and other legal matters for which there is actual or suspected:

- intentional error, fraud or gross negligence in the preparation, review or audit of any of the financial statements of the Company or any of its direct and indirect subsidiaries;
- intentional error, fraud or gross negligence in the recording of transactions of the Company or any of its direct and indirect subsidiaries;

- intentional noncompliance with the internal and reporting controls of the Company or any of its direct and indirect subsidiaries;
- significant deficiencies or material weaknesses in the internal or reporting controls of the Company or any of its direct and indirect subsidiaries;
- violations of the rules and regulations of the U.S. Securities and Exchange Commission (the “**SEC**”) that are related to accounting, internal accounting controls and auditing matters;
- fraud against investors, securities fraud, mail or wire fraud, bank fraud or fraudulent statements to management, outside auditors, the SEC or members of the investing public; or
- violations of the Company’s Insider Trading Policy, the Company’s Code of Business Conduct and Ethics, the U.S. federal securities laws or other applicable state and federal laws, including the FCPA, the UKBA, the PCA and similar laws.

Failure to report these matters to the Company, the appropriate government agency (including the SEC) or any relevant law enforcement agency may result in disciplinary action.

Timeliness is critical because, as with all investigations, evidential matter may deteriorate, disappear or otherwise become harder to discover or less useful as time passes. Employees are encouraged to provide as much detail as possible regarding dates, times, places, names of people involved in any way, actions or inactions, statements made or the identity of other evidential matter.

2. RECEIPT OF COMPLAINTS

A. Employees are encouraged to submit concerns regarding accounting, internal accounting controls or auditing matters, or any other concerns they may have about potential violations of laws or Company policies such as the Company’s Code of Business Conduct and Ethics and Insider Trading Policy, they believe to be questionable (confidentially and anonymously, if they wish, in the United States, and in any other jurisdiction to the fullest extent legally permitted in such other jurisdiction) in one of the following ways and in the following order:

- First, via electronic mail to the Company’s Chief Financial Officer at claudia.daugusta@vectivbio.com;
- Second, via electronic mail to the Company’s Chief Legal Officer, scott.applebaum@vectivbio.com or
- Third, via electronic mail to the Chair of the Audit Committee at Sandip.kapadia@outlook.com

B. If an employee prefers, the employee may submit concerns in one of the following alternative ways:

- online via <https://www.whistleblowerservices.com/vectivbio>;
- via a third-party hosted telephone hotline at +1.877.909.2888
- via regular mail to the Company as set forth above; or

- if the employee is not willing or able to submit the complaint to the Company by one of the foregoing methods, the employee may submit concerns directly to the SEC or other government agency. The Company requests that employees submit the complaint to the Company prior to or in connection with submission of a complaint to any governmental agency, so that the Company may properly investigate and remediate the issue.
- C. Non-employees may submit complaints regarding accounting, internal accounting controls or auditing matters by mail or email, as applicable, to:

VectivBio Holding AG
Attn: Chief Financial Officer
60 Broad St. Suite 3502
New York, NY 10004
Claudia.Daugusta@vectivbio.com
- D. The methods of submitting complaints will be published on the Company's external and internal websites in such manner as the Chief Legal Officer, in consultation with the Audit Committee, deems appropriate. It will be emphasized to employees that each of the methods of submitting complaints listed above may be used anonymously and that such complaints will be treated confidentially. The Company will periodically confirm that the email addresses and third-party hotline number listed above are functioning as intended.
- E. Except for complaints sent directly to the Audit Committee, all complaints will be forwarded to the Chief Legal Officer for coordination of their treatment as set forth below.

3. TREATMENT OF COMPLAINTS

- A. All accounting and auditing complaints received will be entered on an accounting and auditing matters log, which will include, among other things: (a) information regarding the date the complaint was received; (b) a description of the complaint; (c) the submitter (if provided); and (d) the status and disposition of an investigation of the complaint. Receipt of the complaint will be acknowledged to the sender, within a reasonable period following receipt, if appropriate information for response is supplied.
- B. Non-accounting or non-auditing complaints will be logged separately and will be forwarded to the appropriate person or department for investigation (e.g., Head of Human Resources – Michael.Steininger@vectivbio.com), unless the Chief Legal Officer deems other treatment is necessary (e.g., such complaint involves a finance employee or an executive officer). The Chief Legal Officer will provide the chair of the Audit Committee with a quarterly report of all such complaints that appear to report suspected or actual violations of the Company's Code of Business Conduct and Ethics. The Audit Committee may request special treatment for any complaint and may assume the direction and oversight of an investigation of any such complaint.
- C. With respect to complaints not initially directed to the Audit Committee, the Chief Financial Officer will promptly report to the chair of the Audit Committee: (a) matters associated with the Company's revenue recognition policies or which involve accounting, internal accounting controls and auditing matters; (b) matters related to the Company's executive officers; and (c) such other matters as the Chief Financial Officer deems significant. The Audit Committee will direct and oversee an investigation of such

complaints, as well as any complaints initially directed to the Audit Committee, as it determines to be appropriate. The Audit Committee may also delegate the oversight and investigation of such complaints to the appropriate members of the Company's management.

- D. All other complaints regarding accounting or auditing matters will be reviewed under the direction and oversight of the Chief Financial Officer, who will involve such other parties (e.g., members of the Company's Finance Department or outside advisors) as deemed appropriate. The Chief Legal Officer will provide the Audit Committee with a quarterly report of all accounting or auditing complaints received and an update of pending investigations. The Audit Committee may request special treatment for any complaint and may assume the direction and oversight of an investigation of any such complaint.
- E. Confidentiality will be maintained to the fullest extent possible, consistent with the need to conduct an adequate review. Access to reports and records of complaints may be granted to regulatory agencies and other parties at the discretion of the Audit Committee. Documents that are covered by the attorney-client communication and/or work-product privileges should not be disclosed unless the Chief Legal Officer has consented in writing to a waiver of privilege.
- F. In all cases, prompt and appropriate corrective action will be taken by management, as determined and overseen by the Audit Committee. An employee may be subject to disciplinary action, which may include the termination of his or her employment, if the employee fails to cooperate in an investigation or deliberately provides false or misleading information during an investigation. The specific action that will be taken in response to a report will depend on the nature and gravity of the conduct or circumstances reported and the quality of the information provided. Where questionable accounting, internal accounting controls or auditing matters or the reporting of fraudulent financial information is verified, corrective action will be taken and, if appropriate, the persons responsible will be disciplined.
- G. Reprisal, threats, retribution or retaliation in any way against any person who has in good faith made a complaint or reported a concern, or against any person who assists in any investigation or process with respect to such a complaint or concern, is prohibited. Employees who believe that they have been subjected to any discrimination, retaliation or harassment for having submitted a complaint regarding questionable accounting, internal accounting controls or auditing matters, or the reporting of fraudulent financial information under this policy, or participating in an investigation relating to such a complaint, should immediately report the concern to the Chief Legal Officer ; Chief Financial Officer ; VP of HR or to any of their supervisors or to the Audit Committee Chairperson. Any complaint that such discrimination, retaliation or harassment has occurred will be promptly and thoroughly investigated. If such a complaint is substantiated, appropriate disciplinary action will be taken, up to and including termination of employment for those individuals that engaged in the harassment or retaliation.
- H. The Chief Legal Officer or the Audit Committee will report the results of any investigation regarding a complaint, including any corrective actions taken, to the person making the complaint, if appropriate information for response was supplied, maintaining the anonymity of the person making the complaint to the fullest extent possible.

4. RETENTION OF COMPLAINTS

The Chief Legal Officer will retain written complaints, the accounting and auditing matters log and all related documentation as required under applicable law.

5. ADDITIONAL ENFORCEMENT INFORMATION

The Company endeavors to operate on a highly transparent basis and wants to be made aware of alleged wrongdoings and to address them as soon as possible. We encourage you to first address your concerns by following the procedures outlined herein for reporting to or through the Company, so that the Company may conduct its own internal investigation and take corrective action as quickly as possible. Among other things, the Company may choose to self-report certain matters to government or other agencies. However, nothing in this Policy is intended to prevent any employee from directly reporting information to law enforcement agencies when an employee has reasonable cause to believe that the violation of a law or regulation has occurred. A report to law enforcement agencies may be made instead of, or in addition to, a report directly to the Company through its management or the Company's reporting hotline.

6. MODIFICATION

The Company may modify this policy at any time without notice. Modification may be necessary, among other reasons, to maintain compliance with applicable laws, rules and regulations and to accommodate organizational changes.