vVARDIS Holding AG

Anti-Corruption Policy

Introduction

Bribery is illegal in every country in which vVARDIS Holding AG (the "**Company**" and, together with any entity owned or controlled by the Company, the "**Group**") operates, and the Company prohibits bribery of any kind. An improper payment to gain advantage in any situation is never acceptable and potentially exposes you and the Company to criminal sanctions and/or civil liability pursuant to U.S. national, state and local laws and non-U.S. anti-bribery laws.

This Policy applies to the Company and to each other member of the Group and to their respective directors, officers and employees. References in this Policy to employees are to employees of any member of the Group. Business Contractual Parties are required to comply with this Policy as provided for below in the section entitled 'Pre-Approval: Engaging Third-Party Business Contractual Parties.' Unless expressly stated otherwise or clear from the context, references in this Policy to the Company are to the Company and any member of the Group, individually or collectively.

This Anti-Corruption Policy (the "**Policy**") expressly prohibits improper payments in all business dealings, whether with the government or in the private sector. In particular, this Policy prohibits offering, promising or giving Anything of Value directly or indirectly (through a third party or by other intermediary means) to a Government Official to influence official action or to anyone (whether or not a Government Official) to induce such person to act improperly. Special care is required when dealing directly or indirectly with Government Officials (which includes employees of state-owned enterprises) because special laws and considerations apply to providing things of value to such officials.

Anyone who violates this Policy is subject to disciplinary action, including but not limited to termination of employment or business relationship, and referral to authorities for possible criminal and civil actions and penalties.

The Policy

It is prohibited to offer, promise, pay, give or authorize the giving of Anything of Value (such as gifts, business entertainment, discounts, meals, travel, goods, services, jobs for relatives or charitable or political contributions) directly or indirectly (through a third party or by other intermediary means) to any Government Official, or to anyone (whether or not a Government Official) to influence, or which could reasonably be perceived as an attempt to influence, a business or official decision and/or obtain or retain business or any advantage, or which would adversely affect the Company's reputation. This prohibition applies regardless of whether the payment is called a grease, facilitation or expediting payment and specifically includes giving things of value to any third party while knowing or being aware of a high probability that the third party will, in turn, offer, promise or provide a benefit prohibited by this Policy.

Key Definitions

Anything of Value – Any item of tangible or intangible value, broadly defined, in any form, including but not limited to cash, cash equivalents (such as gift cards, gift certificates and product discounts), loans, gifts, travel, lodging, entertainment, meals, expense reimbursements, per diems, favors, business or employment opportunities, compliance with a request to provide a thing of value to a third person (such as a relative of a Government Official), contributions to a charity or other non-profit organization and promotional sponsorships.

Government Official – Refers to (i) any public or elected official, officer, employee (regardless of rank), or person acting on behalf of a national, provincial, or local government, department, agency, instrumentality, state-owned or state-controlled entity, public international organization, political party or entity that is financed in large measure through public appropriations, is widely perceived to be performing government functions, or has its key officers and directors appointed by a government and (ii) any party official or candidate for political office or any person acting on behalf of such party official or candidate for political office. Examples include issuers of government permits, approvals or licenses; airport authorities; state-owned factories or other businesses; customs; immigration or tax officials; or ministers or representatives of foreign governments; healthcare providers (HCPs) employed at public hospitals or medical facilities; and (iii) close relatives of persons listed in (i) and (ii).

Business Contractual Party – Any third party engaged by the Company or any entity owned or controlled by the Company who are expected to interact with Government Officials on behalf of the Company or any venture in which the Company has an economic interest, such as agents, brokers, intermediaries, advisors, consultants, representatives, joint venture partners, co-investors, franchisees, licensees, travel agents, freight forwarders, customs agents, tax advisors, law firms, finders, lobbyists and accountants.

Books and Records

The Company requires that a system of adequate internal accounting controls be maintained and that individuals report and reflect all transactions fairly, accurately and in reasonable detail in the Company's books and records. Our books and records must not contain any false or misleading statements or entries, such as recording a gift expense as something other than a gift. Never intentionally misclassify any transaction as to accounts, departments or accounting period. Maintain accurate, appropriate and reasonably detailed documentation to support all transactions, and preserve documents in accordance with the Company's policies.

Gifts, Hospitality and Business Entertainment

Business decisions should be based on competitive factors. The offer or acceptance of gifts, hospitality or business entertainment can create the appearance that business decisions are being influenced by other factors. Gifts, hospitality or business entertainment should never be offered or accepted for improper purposes.

Expenditures and gifts directly related to the promotion or demonstration of the Company's business products or services may be acceptable if they are reasonable, consistent with the Company's policies, and are not made to secure an improper advantage. However, nothing should be offered to a Government Official, or to anyone, if it could reasonably be perceived as an

attempt to influence a business or official decision and/or obtain or retain an unfair business or any advantage, or if it would adversely affect the Company's reputation.

All gifts, hospitality and business entertainment must be:

— consistent with the Company's business interests;

— not excessive by local or industry standards;

— not in the form of cash, or cash equivalents (e.g., gift cards, gift certificates) regardless of the amount or the recipient;

— infrequent in occurrence;

— consistent with customary business practices;

— given or accepted without an expectation of reciprocity;

— consistent with all laws and regulations and the Company's policies;

— in compliance with pre-approval requirements, as outlined below; and

— recorded in accurate, appropriate, and reasonably detailed documentation.

Pre-Approval Requirements

Prior approval in writing must be obtained for the activities listed below, by submitting the Gifts and Hospitality Pre-Clearance Form (Appendix 1) to the Legal Department:

— Offering or giving any gift, hospitality or business entertainment (including meals, travel, lodging, entertainment, participation in recreational activities or events, and tickets, passes or other access to cultural or sporting events), or Anything of Value to a Government Official, HCP or healthcare organization ("HCO") personnel, regardless of the amount;

— Offering or giving any gift (other than legitimate and legally acceptable discounts or rebates), hospitality, business entertainment, or Anything of Value above USD 150 to a private (i.e., non-Government Official, non-HCP, non-HCO) third party;

— Offering or giving a gift or gifts (other than discounts or rebates) valued above USD 300 in total per calendar year to a third party;

— Offering or giving Anything of Value to a third party if there is any risk that the frequency or value to be provided (alone or when combined) to the same person(s) could be viewed as anything other than occasional and reasonable, when measured against local norms; and

— Making political or charitable contributions, or engaging in political activities, other than on your own time, on your own behalf and from your personal funds as a private citizen.

Employees must not use personal funds or a third party to circumvent the requirements of this Policy.

Pre-Approval: Engaging Third-Party Business Contractual Parties

The Company will not engage or do business with a Business Contractual Party if the Company believes there is a material risk that the Business Contractual Party will violate anti-corruption laws or the prohibitions in this Policy. Prior to entering into a business relationship with any

Business Contractual Party who will interact with Government Officials on the Company's behalf, pre-approval must be obtained via the Company's due diligence process. Depending on the risk profile of the proposed Business Contractual Party, the General Counsel may require that additional steps to mitigate anti-corruption risk be implemented, including but not limited to the following:

— Conducting media searches (in English and local language), sanctions checks and other Internet-based searches to assess corruption risk;

— Commissioning an enhanced due diligence report from an independent service provider, and conducting a public records search;

— Ensuring that the contract with the Business Contractual Party contains appropriate anti-bribery representations and warranties including confirmation that the Business Contractual Party understands and agrees to abide by Company's Anti-Corruption Policy and the Company's right to terminate the contract;

— Explaining the Company's expectations about compliance with anti-corruption laws and this Policy to the Business Contractual Party and maintaining a record of having done so; and

— Maintaining all records related to the due diligence and engagement of, and ongoing relationship with, the Business Contractual Party.

Employees who are responsible for the Company entering into an arrangement with a Business Contractual Party are accountable for overseeing the actions of the Business Contractual Party.

Employee Cooperation, Training, and Certifications

The Company's commitment to high standards of ethical business conduct depends on all employees doing their part. To that end, the Company expects all employees to adhere to this Policy, attend training where appropriate, and, upon request, provide written certification of compliance with this Policy.

Auditing of Compliance with Policy

The Company will conduct periodic audits to ensure adherence to this Policy and provide the Audit Committee of the Board of Directors with annual reports on the results of such audits, including any disciplinary and other remedial actions taken in the event that violations of this Policy have been found.

Contacts

The General Counsel has the authority over the interpretation and application of this Policy. The Policy is intended to provide direction and assist with your compliance. If you have questions about compliance with this Policy, the U.S. Foreign Corrupt Practices Act (FCPA), the UK Bribery Act, the Swiss Criminal Code, or other anti-corruption laws, contact the General Counsel before taking action.

Suspected violations of this Policy should be reported in accordance with the Company's Whistleblower Policy.

* * *

Appendix 1

Gifts and Hospitality Pre-Clearance Form

Name and position of person submitting: _____

Date of submission:_____

Note: Travel and hospitality associated with advisory board, consulting agreements, and speaker programs are approved as part of the contracting process and do not require additional approval, provided that the underlying contract was reviewed and approved in accordance with this Policy.

Type of interaction:	_____	Gifts	(Value per gift $	_____)
(mark appropriate box)	_____	Meals	(Cost per person $	_____)
	_____	Entertainment	(Cost per person $	_____)
	_____	Travel	(Cost per person $	_____)
	_____	Lodging	(Cost per person $	_____)
	_____	Charitable Contributions	(Amount $	_____)
	_____	Other (specify)	_____	

1. Identify the proposed recipient, including name, title and affiliation. If the individual is a Government Official or close relative thereof, please identify the Government Official's title and the government agency they work for, and, in the case of a close relative, the nature of the relationship.

2. Describe the proposed interaction/activity: what is it, where will activity take place or benefit be provided and what is the value of the benefit being provided. (Itemize value by category, if appropriate; e.g., value of meals or value of travel. Amounts should be exact, unless that is not practical, in which case provide estimates).

3. Describe the business purpose of the proposed interactions/activity. (Be specific, including descriptions of events, visits, activities, ceremonies, etc., and the business reasons that make it appropriate to pay for or provide this benefit.)

4. Where proposed recipient is a Government Official or close relative thereof:
    a. Are you aware of any current, pending, or future business decisions or business matters (including decisions with respect to permits, approvals or licenses) for the Company or a venture in which the Company has or expects to have an economic interest that involves the Government Official(s)? If yes, please explain.

    b. Are you aware of any other Gifts or Hospitality from the Company to the Government Official(s) in the past year? If yes, please describe and provide total amounts of the gifts and hospitality so offered.

5. Was the proposed transaction suggested by a Government Official? (If the transaction is required by contract or by law, please describe the contract or law/regulation requiring the activity.)

6. What other Company personnel or agents will participate?

Certification and Approval:

By signing below you confirm that the information provided is accurate and complete, that you are familiar with the Company's Anti-Corruption Policy, and that this request complies with that Policy. Failure to fully disclose relevant information is a violation of the Company's Anti-Corruption Policy.

Signed: _____

Title: _____

Date: _____

APPROVAL

By: _____

Title: _____

Date: _____