

Vamos Biotech (Shanghai) CO., LTD

(91310000MA1H3AQB3D)

Anti-bribery Policy

Policy No: 1.2.

Date May 2021

Policy Statement

This policy applies to all employees of, and contractors to, VB regardless of location, i.e., an VB office, a customer site, or any other location associated with the individual's employment. References in this policy to the Company or VB refer to Vamos Biotech Ltd and all its subsidiaries.

From time to time, VB may exercise its prerogative to change this policy or to introduce new policies in line with legislation and/or best practice. Accordingly, this policy does not form a contract of employment between VB and its employees.

This policy will be published and available across VB on the Policies and Procedures section of SharePoint, a copy may also be requested from the People & Culture or Legal department.

Purpose

Laws prohibiting bribery exist around the globe, and VB is committed to complying with all applicable laws and regulations in this domain, including but not limited to (a) the U.S. Foreign Corrupt Practices Act, (b) the U.K. Bribery Act 2010, and (c) the Singapore Prevention of Corruption Act. Companies that have engaged in bribery have paid large fines and suffered significant business losses and reputational harm. Violation of these laws can also result in civil and criminal proceedings against individuals.

This policy is not restricted to the workplace or work hours. The obligations contained in this policy, regardless of location, extend to all interactions and places that are work-related.

Policy

VB employees are not to promise, offer, give or authorize, directly or indirectly, a bribe or anything of value to anyone – including any government official/employee, representative of a government, state-owned enterprises or entities, private (non-government) officials, or employees of any business – to attempt to improperly influence any act or decision to obtain or retain business, or to secure any improper advantage.

No VB director, officer, employee, or agent is authorized to break or evade the laws or regulations of any jurisdiction where VB does business. That an illegal act is a “customary business practice” in any country or region is not a justification for violation of this policy.

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1. Bribery

It is illegal to give, pay or promise anything of value to influence an act or a decision to obtain, retain and/or direct business, or secure an improper advantage of any kind. It is also against this policy and a potential crime to accept anything of value in these circumstances.

Anything of value may include:

- Cash or cash equivalents, loans, gifts, or prizes
- Employment offers or promises of future employment
- Favorable terms on a product or service
- Product discounts
- Entertainment/hospitality
- Use of vehicles or vacation homes
- Discounted or free tickets to events
- Services, personal favors, or home improvements
- Political or charitable donations
- Opportunity to buy direct shares

Just offering a bribe is a violation, even if the transfer does not occur.

Suppliers, agents, consultants, distributors, and customers cannot offer or receive a bribe related to working with VB or on VB's behalf. Awareness of, inducing, facilitating, or causing a third party to do an act that would violate this policy is also considered a breach.

It is an offence to offer, promise or give a financial or other advantage to a foreign public official, with the intention of influencing the official in the performance of their official duties.

1.1 Facilitation Payments

VB and its directors, officers, employees, and agents shall not offer or pay facilitation payments to any third party.

A facilitation payment is an unofficial payment to encourage the recipient or a third-party to perform their existing obligations or role or expedite or refrain from performing a routine task they are otherwise obligated to do. A facilitation payment is also known as a "grease" payment.

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These can be payments to perform routine tasks such as obtaining permits, licenses, or other official documents, processing governmental papers, such as visas and work orders, providing police protection, mail pick-up and delivery, providing phone services, power, and water supply, and loading and unloading cargo.

1.2 Kickbacks

A kickback is form of bribery in which a percentage of the revenues from a contract or other financial award is illicitly paid or returned directly or indirectly to the person awarding a contract or otherwise conveying a benefit.

No director, officer, employee, or agent of VB may secretly rebate or kickback any portion of a contract payment to an employee of the other party to a contract or use other vehicles (such as subcontracts, purchase orders, or consulting agreements) to channel payments to public officials, political candidates, employees of other parties to a contract, their relatives or business associates or any other third parties.

Nor may any director, officer, employee or agent of VB seek to directly or indirectly receive any secret rebate or kickback from any company or other third party seeking to do business with VB.

2. Gifts

When conducted appropriately, informal interactions and exchange of gifts or other offerings with our business associates may be an important part of building goodwill and developing relationships with customers, partners, and suppliers. In many countries, this may be an accepted and appropriate business protocol and custom. However, if conducted inappropriately, gifts, entertainment, and other offerings, may violate applicable laws and VB's policies.

The VB Global Code of Conduct sets out the requirements for an acceptable gift or other offering. As a general rule, all gifts and other offerings must be done transparently and in the right manner so that it does not create even a perception of impropriety. The giving or receiving of gifts and other offerings must be appropriate (not cash, gift cards, or other prohibited types), and not an attempt to unduly influence a business outcome, and otherwise must be in compliance with all laws, regulations and policies. The gift must be of reasonable value and may need to be disclosed and pre-approved.

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3. Charitable and Political Donations

Charitable donations made to organizations in which government officials possess a role cause concerns under international anti-corruption laws, and a donation made to a charity associated with a government official can be considered a benefit for that official.

Any donation made to a charity in VB's name must be reviewed and approved by the Board prior to payment being made.

Political parties and candidates are considered government officials. Therefore, no political contributions can be offered or made on behalf of VB. Political contributions can come in any form, including monetary items, equipment, free technology services, or a donation of an employee's time.

Accordingly, no assets, including time at work, use of VB premises or equipment, or direct monetary payments, may be contributed to a political candidate, political action committee, or to support or oppose a political campaign.

Employees may participate in political activities on a personal basis, with their own money and on their own time, however, must do so as a private individual and not as an VB representative.

4. Extortion

VB and its directors, officers, employees, and agents shall reject any direct or indirect request by any third party for a bribe (including a facilitation payment or kick-back), even if VB is threatened with adverse actions.

We recognize that, in rare situations, your own welfare and safety could be at risk if you fail to comply with such a request. If you find yourself in this situation, you should not put yourself in danger and should take reasonable actions to remove yourself from any threat of imminent harm. You should promptly report any such situation confidentially to the Company Secretary including details of any payments made during the situation, as well contact the local police or authorities.

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5. Financial disclosure and reporting

VB is required to keep financial records that accurately and completely reflect the company's transactions, assets, and financial position. The requirement includes forms required for processing payments, attachments and other documentation used to justify payment requests, and authorizations and classifications of payments by accounting codes.

In addition, undisclosed or unrecorded company funds (off-book funds), are any funds inappropriately established or retained in a non-VB account (including a partner, agent, supplier, or consultant) where the use of the funds continues to be directed by VB employees without proper transparency, authorization, documented terms and conditions, and appropriate accounting treatment. Off-book funds can be created in any number of ways with customers, partners, and marketing or other vendors, including, but not limited to non-standard discounting, unrecovered rebates or credits, misuse of sales/marketing incentive funds, excess vendor payments (including prepayments), or any other efforts to control the company's funds.

The establishment, retention or use of off-book funds (and any attempt to circumvent or manipulate processes, systems or data associated with off-book funds), is a serious violation of VB's Code of Conduct and this policy and may result in severe disciplinary action.

6. Reporting & Violations

All VB officers, managers, and employees have a duty to report all suspicions of bribery, attempts at bribery, and actual instances of bribery in accordance with the Complaints and Grievance Procedure and Whistleblower Policy.

VB and its directors, officers, employees, and agents are required to report any suspected violations of the law reflected by this policy, to the appropriate authorities. No employee will suffer demotion, penalty, or other disciplinary action:

- for refusing to pay a bribe even when VB may lose business as a result of the employee's refusal to do so
- based solely upon the reporting of a suspected violation of this policy or any law reflected by this policy, in accordance with VB's Whistleblower Policy.

If you are a director, officer or employee of VB and you violate this policy or any law reflected by this policy, you may be subject to corrective action in accordance with VB policies and applicable law. You may also be subject to civil and/or criminal prosecution as provided by local law.