

## CAPTOR THERAPEUTICS ANTI-CORRUPTION POLICY

### Considering

- 1) provisions of Polish law prohibiting activities of a corrupt nature;
- 2) International Chamber of Commerce Anti-Corruption Principles;
- 3) Standards recommended for the anti-corruption compliance management system and the whistleblower protection system in companies listed on the markets organized by the Warsaw Stock Exchange

Captor Therapeutics S.A. implements this Anti-Corruption Policy.

### 1. SCOPE AND OBJECTIVE OF THE POLICY

- 1.1. This Anti-Corruption Policy (hereinafter referred to as the "**Policy**") is in force at Captor Therapeutics S.A., with its registered office in Wrocław (address: 54-427 Wrocław, 11 Duńska Street), entered into the Register of Entrepreneurs of the National Court Register kept by the District Court for Wrocław Fabryczna in Wrocław, VI Commercial Division of the National Court Register, under KRS number 0000756383, with the share capital in the amount of PLN 464,571.20 – fully paid-up, NIP 8943071259, REGON 363381765 (hereinafter referred to as the "**Company**" or "**Captor Therapeutics**") and in the Company's subsidiaries.
- 1.2. The implementation of the Policy is aimed at:
  - 1.2.1. an unambiguous and explicit declaration by the Company regarding the prevention of corruption and other similar unethical activities in business;
  - 1.2.2. defining and providing examples of corrupt behaviour;
  - 1.2.3. introduction of operating principles aimed at the implementation of the Policy;
  - 1.2.4. regulating the rules for reporting corruption cases;
  - 1.2.5. dissemination of anti-corruption principles.

### 2. BASIC CONCEPTS

- 2.1. Bribery means giving or promising to give a financial or personal benefit to a person performing a public function in connection with the performance of that function.
- 2.2. Paid protection is acting as an intermediary in settling a case, invoking influence or creating a belief in the existence of such influence, or taking advantage of such a belief.
- 2.3. The use of paid protection is granting or promise of a financial or personal benefit in exchange for mediation in settling a case.
- 2.4. An abuse of trust is an abuse of the powers granted or a failure to comply with an obligation incumbent on a person.
- 2.5. Managerial bribery is the demand or acceptance of a financial or personal benefit in exchange for an act of abuse of trust.
- 2.6. The financial or personal benefit referred to in clauses 2.1, 2.3 or 2.5 above may be:
  - 2.6.1. a sum of money, a commission, a thing;
  - 2.6.2. concluding a contract with a designated person (including their employment) or an organisation;
  - 2.6.3. making a donation to a designated person or organization;
  - 2.6.4. participation in an attractive event (e.g. ball, trip);
  - 2.6.5. participation in an event that is difficult to access (e.g. concert, sporting event);

- 2.6.6. participation in an activity that is particularly important to the person or is close to them (e.g. treatment, training, studies, meeting an important person).
- 2.7. Bribery, paid protection, paid protection, breach of trust and managerial bribery constitute "**Corrupt Practices**".

### 3. ANTI-CORRUPTION DECLARATION

- 3.1. Captor Therapeutics excludes the use of any unfair business practices, in particular Corrupt Practices, whether or not prohibited by law at the time or place in which they are taken.
- 3.2. The Company is particularly committed to preventing Corrupt Practices to the extent that the Company uses public funds.

### 4. TOOLS TO COUNTERACT CORRUPT PRACTICES

- 4.1. In order to counteract Corrupt Practices, the Company, in addition to introducing the Policy and obliging all employees and natural persons being regular contractors of the Company (hereinafter collectively referred to as the "**Employees**") to comply with it, uses the following tools:
  - 4.1.1. relevant contractual clauses in contracts with suppliers and service providers aimed at excluding the Company's involvement in Corrupt Practices;
  - 4.1.2. appropriate procurement procedures aimed at ethical, economically justified and lawful operation of the Company as part of the expenditure of public funds, in particular the Procurement Procedure in accordance with the Competitiveness Rule of 23 December 2020 and the Procedure for the implementation of public procurement as part of projects co-financed by the Medical Research Agency of 17 July 2023;
  - 4.1.3. regular Employee training.

### 5. GIFT POLICIES

- 5.1. Giving and receiving gifts in connection with professional activities and employee duties does not have to constitute a Corrupt Practice, but in order to exclude the occurrence of such allegations and to exclude the use of acts of hospitality and gifts to carry out Corrupt Practices, the Company introduces the following rules related to hospitality and gifts:
  - 5.1.1. gifts and acts of hospitality may not be offered or accepted in exchange for preferential treatment or any other form of benefit to the Company or any other entity;
  - 5.1.2. any form of hospitality, gifts, gratuities and other benefits offered or accepted by Employees may not be linked, even by the time of their offering or acceptance, to any business decision made by or for the benefit of the Company;
  - 5.1.3. all gifts and acts of hospitality should be appropriate to the occasion and modest;
  - 5.1.4. offering and accepting gifts in the form of cash or cash equivalents (e.g. gift cards) is strictly prohibited;
  - 5.1.5. acts of hospitality, such as business meals or invitations to events, are acceptable when they serve a business purpose and take place in an atmosphere appropriate to the professional context.
  - 5.1.6. gifts and acts of hospitality must not be excessive and directed at the same person or group of people too often;
  - 5.1.7. any exceptions to the above rules (including permission to accept an act of hospitality or a gift that does not comply with these rules) requires the consent of the person responsible for compliance with the Policy;
  - 5.1.8. in cases where there is doubt as to the appropriateness of an act of hospitality or gift, each Employee is obliged to consult the person responsible for compliance with the Policy.

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

- 6.1. A conflict of interest occurs when the personal or financial interests of an Employee or a person in a close relation with an Employee may affect, or appear to affect, his or her ability to perform his or her duties objectively and fairly and lead to allegations of breach of trust.
- 6.2. A conflict of interest also occurs when the personal or financial interests of an Employee or a person in a close relation with an Employee may affect, or appear to affect, the interests or position of the Company.
- 6.3. Employees are obliged to avoid situations of conflict of interest.
- 6.4. Employees are required to report any potential or actual conflicts of interest to their immediate supervisor or the person responsible for compliance with the Policy.
- 6.5. Employees may not participate in decision-making or the performance of duties in circumstances of conflict of interest unless they receive explicit consent from their supervisor after a thorough assessment of the situation and consultation with the person responsible for compliance with the Policy.
- 6.6. Any form of additional employment, advice or involvement in activities outside the Company that may affect the performance of employee duties or give rise to a conflict of interest requires the prior written consent of the Company.

## **7. REPORTING POLICY VIOLATIONS AND THE CONSEQUENCES OF VIOLATIONS**

- 7.1. Any violations of the Policy may be reported and will be dealt with in accordance with applied mutatis mutandis Captor Therapeutics' Procedure for Reporting Breaches of the Law, Procedures and Ethical Standards (Whistleblowers).
- 7.2. The Company informs all Employees that a breach of the rules arising from the Policy may also constitute a breach of the rules of cooperation with the Company and may lead to termination of the contract with the Employee without notice.
- 7.3. The Company informs all Employees that a breach of the rules arising from the Policy may, in addition to the consequences referred to in the 7.2, give rise to liability for damages against the Company.

## **8. DISSEMINATION OF ANTI-CORRUPTION RULES**

- 8.1. In order to disseminate the principles of counteracting Corrupt Practices, this Policy is published on Captor Therapeutics' website and in a manner that ensures access for all Employees in the Company's internal network.
- 8.2. The Company informs each newly-hired Employee about the Policy's applicability and collects a statement from them acknowledging their familiarity with its contents.
- 8.3. When entering into contracts with suppliers of goods and services, the Company notifies the counterpart about the Policy's applicability and the procedure for reporting its violations.

## **9. OVERSIGHT OF POLICY IMPLEMENTATION AND EFFECTIVENESS**

- 9.1. The Company appoints a person responsible for compliance with the Policy and informs all Employees of his/her appointment.