

# CODE OF CONDUCT

## MESSAGE ABOUT THE PURPOSE AND SCOPE OF CODE

This Code of Conduct (the "Code") sets forth Tilde Sciences LLC's ("Tilde" or the "Company") commitment to high ethical standards and business integrity. It describes the guidelines and principles that govern how the Company conducts business around the world. These guidelines and principles apply to all officers and full and part-time employees ("Employees") of the Company.

The pharmaceutical business is complex and subject to many laws and regulations that impact all of Tilde's business operations. Thus, it is important that Employees be aware of, and conduct their activities according to this Code, applicable Tilde policies, the laws and regulations of the countries where Tilde does business, as well as applicable industry codes. Our success as a company is dependent upon the choices we make every day, especially as those choices ultimately impact the patients who take our drugs.

We expect all Tilde Employees to act with good faith and integrity. Acting with integrity means that we will:

- Follow all the laws, regulations, and policies that impact our business operations.
- Treat each other and our customers and patients with the respect they deserve.
- Ask questions when unsure about what to do in a particular situation.

No code or policy can answer every question you may have. When in doubt, you should feel confident to ask questions of your manager. By following this Code and behaving in a way that is consistent with Tilde values, we will continue to earn the trust of our patients, healthcare professionals, and customers.

All directors, officers and employees are expected to understand, comply with and implement the Code in their day-to-day business activities. Any breach of the Code can result in disciplinary action in accordance with local employment laws. This Code may be updated from time to time, as necessary.

Regards,



Akeel Mithani, President

## **HOW TO ASK A QUESTION OR RAISE A CONCERN**

### **What if I have a question about the Code?**

The Code cannot answer every question. Employees should feel comfortable to make decisions regarding the application of the Code but there may be times when additional guidance or advice is needed. There are a variety of resources available to you for help. Your immediate manager is a good place to start.

### **When should I raise concerns? Whom should I contact?**

Employees have an obligation to raise concerns about anything they think may be a violation or a potential violation of the Code. Employees should report known or suspected violations of law, regulations, or Company policy as soon as they become aware of them. You should also raise concerns about risks of such violations before these risks become actual problems. When in doubt, raise your concerns. The sooner that the Company knows about compliance concerns, the more effectively it can deal with them.

It is Tilde's policy to:

- Require Employees who have a good faith belief that any of Tilde's employees or management are in violation of the Code, any law, or any company policy to report the possible violation to:
  - a Manager;
  - the Human Resources department;
  - the Legal department;

No one will be retaliated against for reporting in good faith a violation or potential violation of this Code, any law, or any company policy, even if a subsequent investigation proves the report to be unfounded. This "no retaliation" policy is not intended to protect a person who is involved in wrongdoing about which he or she is making a report or who has ongoing performance problems. If any employee suspects that he/she, or someone he/she knows, has been retaliated against for making a report, they should contact the Human Resources Department.

### **What happens after I raise a concern?**

The Company will conduct a prompt investigation of any alleged violation and take appropriate corrective and/or disciplinary actions, based upon input from Human Resources, and the Legal Department, in collaboration with other relevant parties and managers.

### **Will my identity be kept confidential?**

Confidentiality is a priority and efforts will be made to protect it. However, Tilde may be required by law to reveal someone's identity or it may be impossible to keep someone's identity confidential (for example, an Employee is part of a small group where it may be obvious from the facts who has filed the report).

## **DOING BUSINESS WITH INTEGRITY**

### **1. Product Safety & Quality / Drug Laws & Regulations**

Patient safety and product quality are the highest priorities for Tilde. Quality is what customers, patients, doctors and other stakeholders expect from us. We will meet those expectations by ensuring that our research, development, manufacturing, storage, distribution, patient safety and adverse event reporting and post-marketing activities comply with all applicable laws, regulations and internal policies and procedures designed to ensure the safety and quality of pharmaceutical products.

- (i) In our research and development activities, we will comply with all applicable laws, regulations and internal standards, including Good Laboratory Practices and Good Clinical Practices. We will accurately record and timely disclose the results of research and development, including the results of clinical trials, in accordance with FDA regulations and ensure that they are free from falsification or manipulation.
- (ii) We will ensure that those patients taking part in clinical research are not exposed to unnecessary risks, that they understand the nature and purpose of the research, that proper procedures for gaining informed consent are followed and that appropriate confidentiality rules are applied.
- (iii) We will follow all procedures regarding the reporting, investigation and tracking of adverse drug events and product quality complaints so that this information can be properly reported to the appropriate regulatory authority.
- (iv) In manufacturing, we will comply with all applicable laws, regulations and internal standards, including Good Manufacturing Practices, and will ensure appropriate quality control throughout manufacturing processes.
- (v) In our storage and distribution activities, we will comply with all applicable laws, regulations and internal standards, including Good Distribution Practices relating to the storage and handling of our products during distribution.

### **2. Animal Research**

Animal testing is a necessary part of the drug development process. Tilde is committed to the proper use of animals for research purposes. We will always provide humane care and treatment to research animals. We will also commit to the "3Rs" Principles of animal testing, which include: Replacement (using an alternative method of medical research to the one using animals); ii) Reduction (reducing the number of animals provided for experimentations); and iii) Refinement (minimizing the pain and distress to the animals).

### **3. Marketing Integrity/ Relationships with Healthcare Professionals**

Tilde is committed to the truthful and accurate communication of scientific and medical information about our products and services to healthcare professionals, patients, the public and other customers. All our interactions with healthcare professionals and healthcare organizations are intended to ensure the effective use of our drugs and to enhance patient care

through advancing medical research, enhancing medical knowledge, and gathering necessary feedback about our medicines. Tilde is committed to complying with all applicable laws, regulations, and industry codes when interacting with healthcare professionals and organizations.

This means we will:

- (i) Engage the services of healthcare professionals only when they are legitimately needed for a valid business purpose.
- (ii) Pay fair market value for appropriate services rendered by a healthcare professional.
- (iii) Make payments to healthcare professionals only when there is a written contract in place.
- (iv) Promote our products in accordance with the approved labeling and provide balanced, fair information supported by scientific evidence on the safety and efficacy of our drugs.
- (v) Not enter into relationships or provide, offer, or promise any money, goods, hospitality, gift or any other item of value to induce or reward favorable treatment of our products.
- (vi) Comply with all federal and state transparency laws that require us to report transfers of value to healthcare professionals.

#### 4. Anti-Corruption / Anti-Bribery

The United States and many other countries have laws, regulations, rules, codes, and guidelines that prohibit bribery and corruption. These laws prohibit offering or giving money or anything else of value to another person or entity with the intent to induce them to make, or as a reward for making, any decision favorable to the interests of Tilde. This includes providing benefits to employees of public hospitals or other institutions that provide public services or that are funded or regulated by government entities as well as to private sector employees or organizations.

In the United States, there is a related anti-bribery law known as the "Anti-Kickback Law" that prohibits inducing someone to recommend or purchase a healthcare product or service covered by a federal healthcare program. The purpose of this law is to eliminate the influences of money or any items of value in the selection of such products or services.

Tilde conducts its business in a responsible and ethical way. We do not buy business and we prohibit bribery by employees, contractors or any third parties acting on our behalf, regardless of local custom or practice. This means that we:

- (i) Never, either directly or through an agent or other third party, make payments or offer gifts, services or anything of value to government employees, employees of public institutions or individuals that prescribe, purchase, or promote Tilde products with the intent to influence or even appear to influence that person's actions with respect to the Company.
- (ii) Always exercise care and vigilance when entering into transactions with employees of public institution or other government employees in order to avoid potential bribery and corruption issues.
- (iii) Accurately record all transactions, including any item of value or payment to any third party.

### 5. Fair Procurement

We will conduct procurement activities in accordance with applicable laws, regulations and ethical standards, and procure high quality materials suitable for our needs from global markets. We will maintain sound and fair relationships with suppliers, service providers and toll-manufacturers (collectively, "Suppliers") and deal fairly with them. We will also select Suppliers based on fair and reasonable standards (including quality, warranties, safety, environmental considerations, delivery date, price and compliance).

### 6. Competition and Antitrust Laws

Most countries have enacted antitrust or "competition" laws to protect free enterprise for the benefit of customers and consumers. These laws forbid illegal "restraints of trade" such as price-fixing conspiracies and conduct designed to unreasonably exclude competition. These laws can be very complex, and violations of the antitrust laws can lead to substantial civil and criminal liability for a company and its employees. Thus, it is important that Employees and other Tilde representatives understand these laws and avoid even the appearance of anti-competitive conduct. If you have any doubts at all about any situation, you should consult with the Legal Department.

In particular, this means that Employees and Tilde representatives will not:

- (i) Exchange information with competitors on pricing, contract terms, outputs, capacity, customer selection, or any other competitive information;
- (ii) Enter into any agreements that unfairly restrict trade, boycott customers or suppliers, or exclude competitors from the market (such as price fixing, market allocation, and bid rigging); or
- (iii) Participate in trade association meetings or other meetings with competitors where it is anticipated that an exchange of such prohibited information or an agreement on a prohibited topic will be requested.

If a competitor raises any such issues, stop the conversation or ask the meeting chair or meeting facilitator to stop the conversation. If the conversation does not stop, leave the meeting immediately. In the event of such a conversation, consult with the Legal Department immediately.

In addition, Employees and other Tilde representatives will not, without prior consultation and approval by the Legal Department:

- (i) Engage in any conduct or enter into any agreement that has the effect of excluding a competitor from the market, or foreclosing the market to a potential competitor (such as exclusive dealing arrangements, tying products, or concerted agreements not to deal with another party); or
- (ii) Impose resale price restrictions on wholesalers, distributors, licensees, sales agencies or any other party.

If you have any questions or find yourself in any situation where you believe anti-competitive activity is possible, immediately contact the Legal Department.

### 7. International Trade Controls

We will comply with all applicable laws and regulations relating to the export and import of products, materials, machinery, technology and other items. In particular, in some countries, exportation of goods or technologies is tightly controlled by the government due to national security concerns. Employees responsible for exportation and/or importation of goods or technologies must familiarize themselves with these laws and regulations.

### 8. Relationships with Government Officials

The Company cooperates fully with governmental inquiries and investigations. Employees must provide truthful information during all communications and interactions with government agencies and officials. This means:

- (i) All requests from a government investigative agency for Company documents or records should be forwarded to the Legal Department, which will take the lead in corresponding with the agency.
- (ii) If a government investigator approaches you to ask questions, you are free to answer but you are always entitled to consult the Legal Department before answering.
- (iii) If you do answer questions from a government investigator, you must always be truthful.
- (iv) Never destroy Company documents or electronic files that relate to a known or suspected government investigation.

### 9. Environment

Tilde is committed to minimizing the environmental impact of its products and operations. We will comply with all applicable laws, regulations and company policies concerning environmental protection and accident prevention in our business activities.

- (i) We will promote sustainability, energy and biodiversity conservation, and the reduction of environmental risks in business activities.
- (ii) We will act on the basis of safety first to prevent accidents and disasters.

## **PROTECTION OF TILDE ASSETS AND INFORMATION**

### 1. Company Assets

Tilde's money, property and other assets are to be used solely for the purpose of carrying out the Company's business. This means that we must exercise good judgment when using Company assets and protect company assets from misuse, theft or diversion. Employees may not misappropriate or embezzle company assets or claim or allow any fraudulent expense reimbursement.

We will promote appropriate and effective use of computers and other IT systems and will not use them unlawfully or inappropriately or for personal use, other than any incidental use permitted by applicable company policies. This means that we:

- (i) Do not download unauthorized software, such as file-sharing software, or other programs which have a risk of inadvertently disclosing information to third parties.
- (ii) Take precautions to protect the security of computer systems, including corporate data, electronic communications and application software.
- (iii) Do not access, create, send or download content or communications that could be considered derogatory, defamatory, harassing, obscene or vulgar.

## 2. Confidential Information / Intellectual Property

Tilde Confidential Information - Confidential Company information is a key business asset that must be protected. Confidential Information includes products; services; ideas; concepts; trade secrets; Intellectual Property (patents, trademarks and copyrights), and other business or technical information about Tilde and its products. Examples of Confidential Information include sales, marketing and other corporate information; marketing strategies and plans; pricing information; customer and employee records; manufacturing techniques; research and technical data; business development plans and new product development. To protect Confidential Information, we must:

- (i) Maintain appropriate controls and security around Confidential Information.
- (ii) Not improperly disclose Confidential Information to any third party, nor use such information for any purpose other than performance of our duties to Tilde.
- (iii) Not use Confidential Information for any purpose other than to perform Tilde business activities.
- (iv) Not disclose Confidential Information to any person other than those with a need to know such information for the performance of their duties.

All intellectual property owned, developed or obtained by Tilde through research, development, or other activities (including patents, designs, copyrights, trademarks, know-how, data and technical knowledge) are vital assets of Tilde. Therefore, we will carefully safeguard Tilde's intellectual property and fully cooperate in the establishment, protection, maintenance and defense of Tilde's intellectual property rights.

Confidential Information of Others - Just as we protect our own Confidential Information, we respect the confidential information of others. This means:

- (i) Not bringing or using confidential business information from prior employers.
- (ii) Not loading unlicensed software on any Company computer.
- (iii) Not accepting or using anyone else's confidential information except under an approved agreement.
- (iv) Notifying the Legal Department if you believe that another company's confidential information is being used.
- (v) Only copying or using documents and materials (including software, audio, video or other applications) that are not copyrighted or when you have specific permission to do so.

If you have questions about intellectual property or copyright rules, you should contact the Legal Department.

### 3. Personal Information / Data Protection

Most countries where Tilde does business have privacy or data protection laws requiring the responsible management and protection of their citizen's personally identifiable information - which may include name, date of birth or other information that can be used to identify, locate or contact an individual ("Personal Information"). The Company respects the privacy of Personal Information it collects from employees, patients, clinical study subjects, doctors, customers and others. We will comply with all applicable laws and regulations regarding protection of Personal Information in countries where we do business. While these laws and regulations vary from country to country, at a minimum, the Company will adhere to the following:

- (i) We will collect Personal Information only by lawful means and only as needed for legitimate business purposes.
- (ii) We will not disclose or use Personal Information for purposes other than a legitimate business purpose or as required by law,
- (iii) We will use reasonable security safeguards to protect Personal Information against accidental loss or destruction or unauthorized access, use, modification disclosure.
- (iv) We will investigate and remediate any data security breaches as soon as we learn of them.

Employees should know and comply with applicable privacy laws and report any privacy breaches to the Legal Department.

## **OUR STANDARDS IN THE WORKPLACE**

### 1. Conflicts of Interest

We know that Tilde employees have many activities in their lives outside of the Company. All Employees are free to engage in normal business relations and to pursue personal and social interests. At times, however, a "conflict of interest" may arise when an Employee's personal, social, financial, civic, charitable or political activities have the potential to interfere with his/her loyalty and objectivity to Tilde. All Employees must act in the best interests of Tilde and avoid actions or situations where their personal interests may come into conflict, or may appear to conflict, with the interests of Tilde in its relations with current or prospective suppliers, customers or competitors. If there are any actual or potential situations where personal interests conflict or potentially conflict with Tilde's interests, Employees should consult with their manager and the Compliance Department before taking any action.

This means:

- (i) Personal Investments - Avoid making personal investments in companies that are Tilde direct competitors or business partners when the investment might cause, or appear to cause you to act in a way that could harm Tilde.
- (ii) Relationships with suppliers and customers: Select suppliers and customers based on fair and objective standards and without favor or preference based on any personal relationship.

- (iii) Hospitality and gifts: Do not accept or solicit any illegal or inappropriate benefits (including money, goods, hospitality, gifts, or any other item of value) from suppliers, customers, competitors or others with whom we do business. Generally, acceptance of "nominal" non-cash gifts is permissible. This includes infrequent and moderate business meals with clients and infrequent invitations to attend celebratory meals with clients provided they aren't excessive and do not create the appearance of impropriety.
- (iv) Financial or employment interests: Do not, without Tilde's permission, have any material financial interest in, or engage in the activities of, any competitor or an actual or potential supplier or customer.
- (v) Personnel issues: Handle personnel issues impartially and fairly, and do not give any advantage to anyone based on a personal relationship when handling personnel issues such as recruitment, evaluation, transfer, or promotion. Avoid participating in a potential or existing Tilde business relationship that involves your relatives, spouse or significant other or close friends.

## 2. Respect for Diversity / No Discrimination or Harassment

Tilde respects diversity and the personal dignity of its employees. Tilde will not tolerate discrimination or harassment based on nationality, race, color, creed, religion, sex, age, disability, genetic information, marital status, sexual orientation, gender identify or expression, or any other legally protected status. We will not engage in any form of harassment, including sexual harassment, or any other behavior that could create a hostile work environment, including verbal, physical or visual behavior where the purpose or effect is to create an offensive, hostile or intimidating environment.

Tilde will take all necessary and appropriate measures to prevent such discrimination and harassment. This means:

- (i) Jokes, slurs and other remarks that are about nationality, race, color, creed, religion, sex, age, disability, gender, sexual orientation, gender identity, national origin, marital or military status, or any other legally protected characteristic are not appropriate.
- (ii) Unwelcome sexual advances or requests for sexual favors do not belong in the workplace.
- (iii) Verbal remarks or unwanted physical conduct that interfere with another person's work performance or that create an intimidating, hostile or offensive working environment have no place at Tilde and will not be tolerated.

If you observe these behaviors or experience any form of harassment, report it to your manager, Human Resources, or the Legal Department.

## 3. Compliance with Labor Laws

We will comply with applicable labor-related laws and regulations, including without limitation, laws related to wages, hours worked, collective bargaining, and benefits.

#### 4. Employee Health and Safety

Tilde is committed to providing a healthy, safe and secure work environment for its Employees, contractors and visitors. We strive to maintain a safe work environment for all Employees. Acts of violence, threats, threatening and malicious behavior, intimidation or any other form of workplace violence will not be tolerated.

If you are aware of situations that are potentially dangerous to the safety of others, including violent acts or threats of violence made by any individual associated with the Company, against any other person's life, health, well-being, family or property, you should notify your manager immediately with your concerns.

#### 5. Use of Alcohol and Drugs / Safe Driving

In the workplace and in all our business activities, we will promote a healthy and safe work environment. We will not engage in nor be involved in any illegal activities, including the unsafe use of alcohol, drugs or medication. With respect to driving on business, Employees shall not drive a car when intoxicated or under the influence of any drug or medication, nor encourage or have others drive in such conditions.

#### 6. Civil Rights and Political Activities

There are many laws regulating the activities of corporations in the political process. Some laws set strict limits on contributions by corporations to political parties and candidates and, in many countries and jurisdictions the act of lobbying requires public disclosure.

Tilde respects the right of Employees to exercise their civil rights, including the right to vote and the rights to participate in political activities such as an election campaign. While in the workplace, however, Employees are not permitted to engage in political activities. This means:

- (i) Employees and consultants may not make direct or indirect political contributions on behalf of Tilde unless authorized by the Tilde Executive Committee and Legal Department (or their designees) in writing. This includes contributions to candidates, office holders and political parties in the form of cash, purchase of tickets for a political fundraising event, provision of goods or services or payment for advertisements and other campaign expenses.
- (ii) All lobbying activities should be discussed with Executive Committee and the Legal Department.

When engaging in personal political activity, Employees should do so on their own time and with their own resources.

- (i) Do not solicit donations or try to persuade others to support political parties or candidates.
- (ii) Do not use Tilde's name, your job title, property or equipment, including e-mail, for personal political activities.

#### 7. Media and Public Inquiries

Shareholders, financial analysts, creditors, media outlets, patient advocacy groups and others count on us to provide reliable information on the Company's operations, performance and outlook. This means that only those Employees specifically authorized to do so may respond to inquiries from members of the investment community, analysts or the media. All investor and media inquiries should be forwarded to Executive Committee.

## **COMPANY RECORDS DISCLOSURES AND SECURITIES TRANSACTIONS**

### **1. Accurate Books and Records**

Tilde must maintain financial books and records that fairly and accurately represent its financial condition and establish and maintain adequate internal financial controls and accounting practices. This means we must:

- (i) Accurately record all transactions on the company books and records in accordance with generally accepted accounting principles.
- (ii) Provide appropriate documentation for all transactions.
- (iii) Never make a false or misleading entry in any Company record.
- (iv) Not alter or destroy Company records except as authorized by established policies or procedures.
- (v) Never sell, transfer or dispose of Company assets, or engage in any financial transaction such as a contract, without proper documentation and authorization.
- (vi) Cooperate with our internal and external auditors and provide truthful and accurate information to them.

### **2. Disclosures**

Tilde is committed to making timely and accurate disclosure of company information to investors. We will comply with all applicable laws and regulations and company policies regarding financial disclosures. All Employees involved in public disclosures must be familiar with these laws and regulations and company policies.

### **3. Insider Trading**

In order to protect the investing public, securities laws make it illegal for those with material non-public information to buy or sell securities (stocks, bonds, options, etc.) which is known as "insider trading".

Information is generally deemed to be "material" if there is a substantial likelihood that a reasonable investor would rely on it in deciding to purchase, sell or hold a security to which the information relates. Examples of material information include financial results; projections that are different from external expectations; major proposed or pending acquisitions or investments; changes in key personnel or dividends; stock splits; stock buy-backs; new equity or debt offerings; or any other facts that might cause financial results to be substantially affected.

Information is generally deemed to be "non-public" if it has not been previously disclosed and is not otherwise available to investors generally. Information should be considered "non-public" until after such information has been disseminated widely to the general public through press releases, news tickers, newspaper items, quarterly or annual reports or other widely disseminated means.

From time to time, Tilde employees may become aware of material, non-public information concerning Tilde or a third-party with whom Tilde may do business or be involved in a transaction in the third-parties' securities.

If you become aware of any material, non-public information, please remember that federal and state laws prohibit: i) trading on the basis of material, non-public information, ii) disclosing or "tipping" material, nonpublic information to others, or iii) recommending the purchase or sale of securities on the basis of such information.

Colleagues who have inside information can lawfully trade in the market once the information is made public in a press release that is picked up by major media or in a filing with the U.S. Securities and Exchange Commission.

## **CONTRACTS AND DOCUMENT CONTROLS**

### **1. Signatures and Seals on Contracts**

Any contract entered into by Tilde will be signed by a duly authorized representative or affixed with his/her seal together with his/her typewritten name based on applicable Company policies. Employees will not sign or seal any contract except in accordance with internal procedures.

### **2. Review and Negotiation of Contracts**

The Company will review and negotiate, in compliance with applicable laws and regulations and from a fair and reasonable viewpoint, any contract with suppliers or any other parties.

### **3. Records Management**

Maintaining complete and accurate records is essential for the Company's business. We will appropriately store, maintain and discard records, including those in electronic format, in conformity with applicable Company policies.

This means:

- (i) Maintaining records as required by law and applicable Company retention schedules.
- (ii) Preserving all records related to actual or anticipated litigation, government investigations or audits.
- (iii) Keeping only what is required by Company record retention policies.
- (iv) Being alert to the need for accuracy in all documentation.

## **COMPLIANCE EDUCATION, TRAINING & OVERSIGHT**

### **1. *Reflecting Compliance Information in Business: Promoting Education***

Employees must keep themselves up-to-date on information regarding new laws and regulations related to Tilde's business activities and its work. Tilde will regularly promote compliance education and training for employees.

## **WAIVERS / AMENDMENTS OF THE CODE OF CONDUCT**

If an Employee believes that a waiver of this Code is necessary or appropriate, including, but not limited to, any potential or actual conflict of interest, or any waiver of Tilde's policies or procedures, a request for a waiver and the reasons for the request must be submitted in writing to the Legal Department. An executive officer must submit the request for a waiver to the Board of Directors who will review the request.

## **ACKNOWLEDGMENT**

Each Employee must certify that he/she read this Code, and that he/she understands and will comply with the policies set forth in this Code.