

WHISTLEBLOWING POLICY

Introduction

TME Pharma N.V. (the **Company**) and its subsidiaries (collectively, **TME Pharma**) are committed to achieving and maintaining high standards with regards to behaviour at work as set out in the Company's Code of Conduct (the **Code of Conduct**).

In order to achieve the standards set out in the Code of Conduct, all employees and other stakeholders (former employees, job applicants, independent contractors, temporary workers, interns/volunteers (if paid), shareholders, members and holders of voting rights in the shareholders' meeting, members of the administrative, management or supervisory bodies and (sub)contractors (including their members of staff)) (the **Whistleblower**) are encouraged to report genuine concerns or complaints about unethical behavior, malpractices, illegal acts or failure to comply with regulatory requirements. They should act without fear of reprisal and in good faith when reporting such concerns or complaints as set out in this whistleblowing policy (the **Whistleblowing Policy**).

TME Pharma views any harassment or retaliation in any form or manner against genuine Whistleblowers seriously and will treat such actions as a gross misconduct which, if proven, may lead to dismissal or other appropriate measures.

1. Whistleblowing

We encourage employees and other stakeholders to report or disclose, in good faith, through our established reporting channels, concerns or complaints about any activity of a general, operational, or financial nature which in the reasonable opinion of the employee:

(i) is in (or an imminent threat of) violation of European Union law¹; and/or

(ii) is in violation of the law, any implementing regulation, any internal or external regulation that applies to the Company or any generally accepted practice within the Company and may have considerable negative consequences for the operations of the Company and/or the public interest.

This includes any good faith concern or complaint:

- a) violation of any law or regulation;
- b) bribery, corruption or any other criminal offense;
- c) provision of incorrect information to public bodies or authorities;
- d) violation of the Code of Conduct and other policies or guidelines of the Company;
- e) danger to public health, safety or environment;
- f) fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company or in the recording and maintaining of financial records of the Company;
- g) misrepresentation or false statements to or by a senior officer or accountant regarding a matter contained in the financial records, financial reports or audit reports;
- h) deviation from full and fair reporting of the Company's financial condition;
- i) suppression, destruction or manipulation of information regarding any of the foregoing circumstances; or

¹ European Union law refers to the regulations, directives and decisions adopted by the European Union.

- j) any other irregularities of a general, operational or financial nature.

Each referred to as a ***Presumed Malpractice***.

Only genuine concerns or complaints should be reported under the Whistleblowing Procedures set out below. Such a report should be made in good faith with a reasonable belief that the information and any allegation in it are substantially true, and the report is not made for personal gain. Malicious and false allegations will be viewed seriously and treated as gross misconduct and, if proven, may lead to result in dismissal or removal from office.

2. Confidentiality

During all steps as described in the Internal Whistleblowing Procedure below, the identity of a Whistleblower who has not reported anonymously is only known to the person receiving the reported concern or complaint. Absent the Whistleblowers prior consent, its identity is not disclosed to anyone else. The Whistleblower may be advised that not consenting to the disclosure of their identity may, in certain circumstances, hinder an investigation resulting in TME Pharma not being able to take adequate follow-up actions.

Should the Company be legally obliged to disclose a Whistleblower's identity, the Whistleblower will receive a prior written notification thereof, unless it is considered that such notification would prejudice the investigation or judicial proceedings.

In addition, any facts and/or information provided by the Whistleblower in connection with a concern or complaint covered by this Whistleblower Policy shall be handled on a strictly confidential basis and in such a manner as to safeguard the Whistleblower's identity.

The Whistleblower who reports a concern or complaint shall avoid any form of external or internal publicity concerning the concern or complaint, unless allowed to do so by law.

3. Anonymous report

The Whistleblower making an anonymous report will be advised that maintaining anonymity may hinder an investigation and it may not be possible to check the validity of a report – resulting in TME Pharma not being able to take any follow-up action. The Whistleblower is therefore encouraged to disclose their identity when reporting a concern or complaint. However, if the Whistleblower only feels able or comfortable to report a concern or complaint if made anonymously, then the Whistleblower can report the concern or complaint anonymously.

4. Whistleblowing Procedures

Whistleblowers shall have the option to report either internally or externally, whereby:

- i. internal reporting means reporting Presumed Malpractices to the Company; and
- ii. external reporting means reporting Suspected Wrongdoing (as defined below) not to the Company, but to an independent, competent authority or a regulatory authority.

5. Internal Whistleblowing Procedure

- 1) An acknowledgement of receipt of the report shall be sent to the Whistleblower within seven (7) days of submission of the report.
- 2) Upon a concern or complaint being raised, the report will be verified to determine whether it complies with the conditions of the whistleblowing legal framework and the Whistleblower may be asked to provide additional information to assist with this verification process (unless the report is anonymous).
- 3) If it is concluded that the report does not meet the conditions of the whistleblowing legal framework (and therefore, does not benefit from whistleblower protection) the Whistleblower will be informed of the reasons thereof. If the conditions for the whistleblowing legal framework are met (or otherwise at the Company's discretion), the procedure set out in this section of this Whistleblowing Policy will be followed.
- 4) Employees of TME Pharma shall have the option to report, either in writing or verbally (via telephone or other voice messaging systems or by physical meeting), any Presumed Malpractices internally, on a confidential basis, and if the Whistleblower chooses, on an anonymous basis to:
 - the immediate supervisor/manager; or
 - the Compliance Officer; or
 - the chair of the Company's supervisory board (the **Supervisory Board**) or the chair of the Company's audit committee (the **Audit Committee**).
- 5) Stakeholders who wish to report a Presumed Malpractice shall have the option to make such report to either the Compliance Officer, or the chair of the Supervisory Board or the chair of the Audit Committee.
- 6) The channels to report to the Compliance Officer, chair of the Supervisory Board and chair of the Audit Committee are:

<p>Compliance Officer: Email: complianceofficer@tmepharma.com Mail: Strictly Confidential Attention: Compliance Officer TME Pharma N.V. Max-Dohrn-Strasse 8-10 10589 Berlin, Germany</p>	<p>Chair of the Supervisory Board: Email: chairsupervisoryboard@tmepharma.com Mail: Strictly Confidential Attention: Chair – Supervisory Board TME Pharma N.V. Max-Dohrn-Strasse 8-10 10589 Berlin, Germany</p>
<p>Chair of the Audit Committee: Email: chairauditcommittee@tmepharma.com Mail: Strictly Confidential Attention: Chair – Audit Committee TME Pharma N.V. Max-Dohrn-Strasse 8-10 10589 Berlin, Germany</p>	
- 7) The Whistleblower shall be allowed to consult an advisor in confidence about the concern or complaint.

- 8) The initial recipient of the concern or complaint, shall, upon receipt thereof, prepare a report containing a description of such concern or complaint. The Whistleblower shall receive a copy of such report, where appropriate, unless the concern or complaint was reported anonymously. The report including the Whistleblower's identity, if not made on an anonymous basis, will only be shared with the persons mentioned under 9) through and including 12), if the Whistleblower has consented to a disclosure of their identity.
- 9) If the initial recipient is not the Compliance Officer and the concern or complaint does not involve the Compliance Officer, the initial recipient shall ensure that the Compliance Officer is informed immediately of such concern or complaint and receives a copy of the report. If the concern or complaint involves the Compliance Officer or a matter where such investigation shall be conducted by the chair of the Supervisory Board, such report shall be forwarded directly to the chair of the Supervisory Board for investigation. The identity of the Whistleblower will be redacted in such reports unless consent was given to the disclosure of their identity.
- 10) In the event of a report from a Whistleblower regarding a material irregularity of a financial nature or material violation of financial reporting standards or accounting standards, the report shall be promptly forwarded to the chair of the Audit Committee.
- 11) After receiving the report of the Whistleblower's concern or complaint an investigation will be initiated by either: (i) the initial recipient of the concern or complaint, (ii) the Compliance Officer, (iii) the chair of the Audit Committee in case it concerns material irregularity of a financial nature or material violation of financial reporting standards or accounting standards, or (iv) the chair of the Supervisory Board .
- 12) The person conducting the investigation shall prepare a report with respect to any investigation performed within six (6) weeks after receipt of the concern or complaint, unless the urgency of the reported concern or complaint requires otherwise. The report shall be submitted to the Company's management board (the **Management Board**). Unless there is a compelling reason for not doing so, the report shall be submitted to the employee concerned simultaneously. In the event that the reported concern or complaint concerns the functioning of the Management Board, the report shall be submitted to the Supervisory Board. The decision taken by the Management Board or the Supervisory Board, respectively, which could also entail that further investigation is required, will be implemented immediately.
- 13) Within one week after the decision of the Management Board or the Supervisory Board, respectively, the person receiving the initial concern or complaint shall inform the employee in writing of any decisions of the Management Board or the Supervisory Board, respectively, and the steps that have been taken and/or will be taken based on the outcome of the report.
- 14) The Whistleblower shall receive information on the assessment of and, if applicable, the follow-up of the report within a reasonable time, not exceeding three (3) months from the acknowledgement of receipt of a report, or, in the absence of such an acknowledgement, three (3) months from the expiry of a period of seven (7) working days following the report, of the measures envisaged or taken to assess the accuracy of the allegations and, where appropriate, to remedy the subject matter of the report, as well as the reasons for such measures.

6. External advisors

- 1) The Compliance Officer, the chair of the Audit Committee or the chair of the Supervisory Board, may in their sole discretion consult and instruct external experts and advisors, including the external legal advisors of the Company and the external auditors of the Company, as he or she deems necessary to properly carry out his or her duties under this Whistleblowing Policy.
- 2) The external experts or advisors consulted and/or instructed, may be instructed to carry out such investigation as the person that has involved the external experts or advisors may determine to be necessary or desirable. The Company and its employees shall cooperate with any such investigation.
- 3) In addition, the employee who reports a genuine concern or complaint may also consult external experts or advisors. The reasonable costs and expenses with respect to the consultation of such experts or advisors in respect of such concern or complaint shall be borne by the Company.

7. External reporting

Suspected Wrongdoings may also be reported through external reporting channels. Nevertheless, TME Pharma encourages Whistleblowers to report such concerns or complaints first internally, as internal reporting will allow us to address such concerns or complaints and to take the appropriate action as quickly as possible.

Suspected Wrongdoings that may be reported through the external reporting channels should be based on:

- 1) an (imminent) violation of European Union law;
- 2) an (imminent) violation threatening the public interest involving:
 - a. a violation or a risk of violation of a statutory provision or of internal rules that impose a specific obligation and have been established by an employer on the basis of a statutory regulation; and
 - b. an (imminent) threat to public health, the safety of persons, the environment or the proper functioning of the public service or an enterprise as a result of an act of misconduct or negligence.

Only genuine Suspected Wrongdoings should be reported to the external reporting channels set out below. Such a report should be made in good faith with a reasonable belief that the information and any allegation in it are substantially true, and the report is not made for personal gain. Malicious and false allegations will be viewed seriously and treated as a gross misconduct and, if proven, may lead to result in dismissal or removal from office or other measures.

Suspected Wrongdoing may be made, either in writing or verbally, on a confidential basis and, if the Whistleblower chooses to do so, on an anonymous basis, to the following external reporting channels:

The Dutch Authority for the Financial Markets (AFM)

for any suspicious wrongdoing related to financial or economic regulations

Email: meldingenformulier@afm.nl

De Nederlandsche Bank N.V. (DNB)

for any suspicious wrongdoing related to financial or economic regulations

Email: meldpuntmisstanden@dnb.nl

Phone: 0800-6800680
Attention: Signalementteam
AFM
Postbus 11723
1001 GS Amsterdam, Nederland

Phone: 0800-0201068
Attention: Meldpunt Misstanden
De Nederlandsche Bank
Postbus 98
1000 AB Amsterdam, Nederland

The Dutch Authority for Consumers & Markets (ACM):

for any suspicious wrongdoing related to consumer regulations

Website: <https://www.acm.nl/nl/contact/tips-en-meldingen/bescherming-klokkenluiders>

Phone: 070 – 7222 000

The Dutch Whistleblowers Authority (Huis voor Klokkenluiders):

for which no other authority is competent

Website:

<https://www.huisvoorklokkenluiders.nl/ik-vermoed-eeen-misstand>

Phone: 088 – 1331 030

The Dutch Data Protection Authority (AP):

for any privacy related suspicious wrongdoings

Website:

<https://www.autoriteitpersoonsgegevens.nl/nl/zelf-doen/gebruik-uw-privacyrechten/klacht-melden-bij-de-ap>

Phone: 088 – 1805 250

Miscellaneous

A copy of this Whistleblowing Policy is published on the Company's website (www.tmepharma.com).

This Whistleblowing Policy may be amended by the Management Board, with the approval of the Supervisory Board.

This Whistleblowing Policy is governed by the laws of the Netherlands, in particular the Dutch Whistleblower Protection Act.

This version of the Whistleblowing Policy enters into effect on 03 April 2024.