EVAXION

**EVAXION A/S**

**ANTI-CORRUPTION, ANTI-BRIBERY AND OFAC POLICY STATEMENT AND COMPLIANCE GUIDE**

**ANTI-CORRUPTION, ANTI-BRIBERY**

**Introduction and Policy Statement**

It is the policy of Evaxion Biotech A/S., its subsidiaries and affiliates (collectively, the "**Company**") to comply with the U.S. Foreign Corrupt Practices Act ("**FCPA**"), the United States Anti-Kickback Statute ("**AKS**"), physician self-referral laws ("**Stark Laws**"), the United States False Claims Act, Sections 122 and 299(2) of the Danish Criminal Code consolidated by Act no. 976 of 17 September 2019 (in Danish: *Straffeloven*) ("**Danish Criminal Code**"), the United Kingdom Bribery Act 2010 as amended, United Nations Convention against Corruption ("**UNCAC**"), the Council of Europe Criminal Law Convention on Corruption, and the Organization for Economic Cooperation and Development Anti-Bribery Convention ("**OECD Anti-bribery Convention**") and all other applicable anti-bribery and anti-corruption laws. The Company prohibits bribery and other corrupt practices in any form, whether committed directly or indirectly, and whether involving government officials or private parties.

This Anti-Corruption, Anti-Bribery and OFAC Policy Statement and Compliance Guide ("**Policy**") is not designed to be all-encompassing, but instead is intended to expand and supplement the provisions of the Company's existing Code of Conduct, the Company's various policies on interactions with health care professionals and health care organizations, as well as the PhRMA Code on Interactions with Health Care Professionals. This Policy clearly sets forth the Company's policy prohibiting any activity in support of prohibited practices. Additionally, by providing a basic understanding of the relevant laws, the Policy provides guidance to assist in identifying situations that risk violating the FCPA, AKS, FCA (as defined below), or other applicable anti-corruption laws and, therefore, ensure that appropriate action is taken. If an employee has any questions about the information contained in this Policy or if an employee has any questions about a particular business transaction, the employee should contact the Anti-Corruption Compliance Coordinator as discussed below.

Worldwide compliance with this Policy is mandatory. No employee has the authority to act contrary to or inconsistently with the provisions of this Policy or to authorize, direct or condone violations of it by any other employee. Similarly, because the Company can be held liable for payments made on its behalf by third parties, no Company employee may authorize, direct or

condone any representative, distributor or affiliate to make such payments. The Company will require third parties who represent the Company (such as agents, consultants, independent sales representatives, etc.) to conduct themselves consistently with this Policy, including by complying with all applicable anti-corruption laws.

No employee shall engage in providing, offering, soliciting, receiving, or accepting any bribe, kickback, or improper payment or benefit to or from any employee or representative of any government, vendor, supplier, competitor, or other person or entity in any matter that has to do with the Company. This prohibition is global in nature – it applies to the Company's employees, agents, representatives and operations everywhere in the world.

Any employee who has knowledge of facts or incidents which he or she believes may be in violation of this Policy has an obligation, promptly after learning of such facts or incident, to review the matter with the Anti-Corruption Compliance Coordinator.

An employee must comply with all the Company's internal controls, especially those designed to (i) ensure accurate and complete books and records or (ii) otherwise prevent corruption, self-dealing, embezzlement, fraud, money laundering, or other improper activities.

Any employee who violates this Policy, who orders another to violate this Policy or who knowingly permits a subordinate, agent, sales representative or consultant to violate this Policy will be subject to appropriate disciplinary action up to and including termination of employment.

**There are no exceptions to this Policy, even if the Company's competitors engage in improper behavior or corruption is an accepted practice in a country where we operate. All employees are required to adhere to both the spirit and the letter of this Policy with respect to the Company's business anywhere in the world.**

**The FCPA**

The United States and many other countries prohibit bribery, whether of government officials, commercial counterparties, or others. The FCPA was enacted to (1) prohibit bribes and other illegal payments to officials of a foreign government, public international organization or foreign political party to obtain or retain business or to secure any improper advantage; and (2) requires companies to keep detailed books, records and accounts accurately reflecting corporate payments and transactions as well as institute and maintain internal accounting control systems designed to assure management's control over such company's assets. The FCPA carries severe penalties for companies and individuals who violate its provisions. Such penalties can include fines and imprisonment.

The anti-bribery provisions of the FCPA make it unlawful to offer, pay or promise to pay or give anything of value to officials of a foreign government, public international organization or foreign political party, or – with knowledge or belief that it will go to someone in any such class

of recipients – to any person for purposes of influencing official acts (including failures to act) in order to assist in obtaining or retaining business or to secure an improper advantage.

**Application of the FCPA to non-U.S. Persons**

The FCPA applies to companies that are issuers, including foreign companies traded on U.S. exchanges whether in the form of American Depository Receipts or American Depositary Shares, and those that are traded over the counter and are required to file reports with the U.S. Securities and Exchange Commission. Accordingly, as a non-U.S. issuer, the Company is directly subject to the FCPA. Further, the U.S. government has stated that it will enforce the FCPA against non-U.S. individuals and entities in certain cases. There have been instances where non-U.S. individuals have been extradited to the United States to face charges under the FCPA and other U.S. laws. In addition, non-U.S. individuals are subject to anti-corruption laws in their own as well as in other countries. This policy applies to all world-wide directors, officers, employees, and individuals serving as independent contractors of the Company irrespective of whether such individuals are U.S. or non-U.S. nationals or residents.

**Accounting Requirements**

The Company adheres to certain accounting requirements. Specifically, the Company must maintain books, records, and accounts, which, in reasonable detail, accurately and fairly reflect the Company's transactions, expenses, and asset dispositions. The Company is also committed to maintaining a system of internal accounting controls to provide reasonable assurances that transactions are properly authorized by management, executed, and recorded. This means that all employees must comply with the Company's internal controls and avoid unauthorized activities or expenses.

Violations of the above accounting standards can occur if an employee conceals bribes or falsifies other transactions or expenses, even if they are not related to a bribe, in the Company's ledgers or other records. Also, there is no materiality standard. This means that even small, misreported amounts may result in violations.

The U.S., Danish and other governments actively enforce the accounting requirements discussed above. In some cases, they have caused companies to pay hundreds of millions of dollars in fines and penalties for violating those requirements. Appendix A contains examples of potential accounting violations. All employees should study this list carefully and ensure that he or she or his or her colleagues, and the Company's vendors/contractors remain in compliance with these requirements. All employees must also cooperate with the Company's periodic audits and other efforts to ensure that the Company's internal controls are observed.

**Prohibited Practices**

Briefly, the elements of a violation of the anti-bribery provisions of the FCPA include the following:

1. The use of the mails or any means or instrumentality of interstate commerce (or the prohibited act is committed inside of the United States or by a U.S. person);

2. corruptly in furtherance of :

(i) an offer, payment, promise to pay, or authorization of the payment of anything of value;

(ii) to any foreign official, foreign political party or candidate thereof, any officials of a public international organization, or any intermediary while knowing or believing that any portion of such payment will be offered, given, or promised to such person;

(iii) for the purpose of inducing such person to do any act or make any decision in his official capacity, or use his influence with any foreign government, instrumentality or official thereof, to effect or influence any act or decision of such government, official or instrumentality; or

(iv) in order to assist such company or person in obtaining or retaining business for or with, or directing business to, any company or person or to secure any improper advantage.

Each of these elements, including the definitions they rely on, should be interpreted to apply broadly so as to prohibit a wide variety of payments to any of the various categories of individuals.

**Definitions**

Important concepts embodied in the FCPA include the following:

1. Corrupt Intent. The word "corruptly" means intent to wrongly influence the recipient. The offer, payment, promise or gift must be intended to induce the recipient to misuse his official position to the payor's benefit. This does not require that the official actually misuse his position, only that the payor intended such a result in return for a thing of value given. It is therefore likely that a payment or an offer to pay any amount made for the purpose of influencing official action might be found to show an intent to "corruptly" influence the recipient.

2. Foreign Official. The term "foreign official" is defined broadly. It means any officer or employee of a foreign government or governmental department, agency, or instrumentality, and includes any person acting in an official capacity on behalf of a governmental entity. "Foreign official" also includes officers of government-owned companies (such as housing authorities, oil companies, electric utilities, hospitals), members and candidates of a foreign political party and the officials of certain public international organizations. Because this term is interpreted broadly, any doubts about whether a particular person is a government official

should be resolved by assuming that the individual involved is a foreign official for FCPA purposes.

3. Knowing. One cannot do indirectly that he or she cannot do directly. As a result, this element was introduced primarily to cover payments for illicit purposes to intermediaries or foreign agents who would in turn make payment to foreign officials. A company or person has knowledge of prohibited conduct if the company or person is (a) aware that such person (to whom company resources are given) is engaging in such conduct, that such circumstance exists, or that such result is substantially certain to occur ***or*** (b) has a firm belief that such circumstance exists or that such result is substantially certain to occur. A company or person is also deemed to have knowledge of a particular circumstance if the company is "aware of a high probability of the existence of such circumstance, unless the person actually believes that such circumstance does not exist." Thus, a U.S. company (or a foreign issuer such as the Company) can be held liable if its actions indicate a conscious disregard or deliberate ignorance of circumstances that should reasonably alert the company to the high probability of illegality. A U.S. company (or a foreign issuer such as the Company) cannot turn a blind eye to suspicious activities of its foreign finders, agents, representatives or partners, hoping not to learn of prohibited activity.

4. Anything of Value. The anti-bribery provisions of the FCPA prohibit giving "anything of value" to a foreign official. As with the elements of the FCPA, "anything of value" is defined broadly so as to include not just outright cash payments, but also gifts such as entertainment, transportation, lodging, or a promise of future employment, or any other benefit, to the foreign official or relative of the foreign official. There is no minimum dollar value that the gift must exceed.

**Penalties**

Penalties for violating the FCPA can be severe. For violations of the anti-bribery provisions of the FCPA, companies are subject to criminal fines of up to $2,000,000 and civil fines up to $10,000 per violation. Individuals are subject to criminal fines up to $250,000, imprisonment for up to five (5) years, or both. Individuals are also subject to civil fines up to $10,000. Willful violations of the accounting provisions of the FCPA can expose companies to up to $25 million in criminal fines. Individuals can face up to $5 million in fines and imprisonment for as much as twenty (20) years. In addition, companies and their officers, directors, employees and agents may face civil fines up to $10,000 per violation. Violations of the FCPA are not covered by Directors and Officers Insurance, and individuals cannot be indemnified by the Company for such violations.

The Company takes its obligations to comply with the FCPA seriously. Accordingly, employees who fail to follow the Company's FCPA policy and procedures, whether expressly stated in this Policy or otherwise, may be subject to adverse employment action, including, when warranted, dismissal.

**Permissible Payments**

1. Threats of Violence. It is not a violation of the FCPA to make a payment that is extorted under threat of physical violence. Nevertheless, no payments should be made under threat of violence unless expressly approved by the Anti-Corruption Compliance Coordinator (if the circumstances have made it impossible to obtain such approval beforehand, as in the case of a threat of immediate violence, the incident should be reported to the Anti-Corruption Compliance Coordinator as soon as possible). Threats of even severe economic harm are ***not*** considered extortion and, therefore, payments in response to such threats remain subject to the FCPA. For instance, payments in response to a demand by a government tax auditor for a personal payment of cash to cause a multi-million-dollar tax audit to "go away" would violate the FCPA.

2. Lawful Payments. The FCPA permits payments that are "lawful under the written laws and regulations" of the official's country. Such laws must not only be written, but also unambiguous. The mere absence of written laws prohibiting certain activity does not meet this requirement. Further, the fact that foreign officials may routinely ask for and receive bribes does not make the payment of such bribes acceptable for the Company or permissible under the FCPA. Prior written approval must be obtained from the Anti-Corruption Compliance Coordinator before any payment may be made under this provision.

3. Payment of Reasonable and Bona Fide Expenses. Companies may pay bona fide and reasonable expenditures (including travel and lodging) incurred by or on behalf of a foreign official if the payments are directly related to either (a) the promotion, demonstration or explanation of products or services, or (b) the execution or performance of a contract with a foreign government or agency. Such expenditures also should be consistent with the Company's policy on gifts, travel, and entertainment, as discussed below.

**Possible Signs of Corruption Risk**

You cannot evade – and, in fact, will often incur – liability under the FCPA or other applicable anti-corruption laws by ignoring suspicious conduct. Certain situations arise which may indicate a potential violation of such laws. The following "red flags" are merely a representative list of the types of circumstances that may suggest a potential violation and require follow up with the counterparty/intermediary. Employees should always be alert to signs that a transaction is "wrong."

1. Payments greater than "normal". These may be finders' fees, agents' fees or payments for goods or services which are or would appear to be more than normal.

2. Third-party payments. Payments to people outside the normal scope of the transaction. This includes payments made to accounts or people in third countries. There may be reasonable explanations for making third-party payments, but such reasons must be documented and approved before such payments are made.

3. Large bonuses. Although not inherently illegal, large bonuses which are success-based require careful scrutiny since the recipient of such a bonus may be tempted to share a portion of the bonus with a government official if the government official agrees to exercise his influence to secure an order for the Company.

4. Over-invoicing. Invoices which are unreasonably higher than normal and inadequately documented as to products or services delivered or received compared to prices charged or paid can be a sign that money is being siphoned for inappropriate uses. In addition to an auditing concern, such invoices can be a sign of FCPA problems as well.

5. Lack of standard invoices. Abbreviated, "customized" or non-industry-standard invoices can be an indication of efforts to hide or disguise payments for unauthorized purposes. Insist on standard invoices (and understand what they are), or demand a satisfactory and credible explanation for any variations.

6. Unusual credits granted to new customers. Pre-payments, extensions of credit and cash advances to new and unfamiliar customers must be avoided. Such conditions are sometimes a sign that money must be placed in the hands of local officials before an order can be completed.

7. Checks drawn to "cash". Any transaction that is not adequately documented as to its true commercial purpose could not only indicate an FCPA problem, it could also subject the Company to additional sanctions for violations of its accounting standards and record-keeping obligations. Carefully, clearly and accurately document all payments to or from the Company's customers, finders and other parties with whom the Company does business.

**Selecting Local Parties**

Finders, customers, agents, business partners, contractors and venture partners (collectively, "**local parties**") all can be sources of corruption risks. Before retaining a local party, the Company must conduct risk-based due diligence. Such due diligence should consider, among other things: (i) the services that will be provided; (ii) where the services will be rendered; (iii) the experience, credentials, qualifications, and reputation of the local party, including whether any information suggests a history of or potential for corrupt activity; and (iv) the potential for the local party to interact with government officials, especially if within a country presenting an elevated corruption risk. The level of due diligence that is needed will vary, depending on the risks presented.

Once a local party (such as a finder) has been selected, it is important that the Company retain control over that local party's activities involving the Company and its products. Attached as Appendix B to this Policy is a sample contract language that should be considered whenever the Company engages or compensates a local party.

**Possible Red Flags Regarding Local Parties**

The following are indicators of potential problems with anti-corruption compliance by local parties:

1. The local party is doing business in a country which previously has had problems with bribery of its officials (an improper payment question which arises in a country that traditionally has had a bribery problem indicates a high-risk situation).

2. The local party has a reputation for paying bribes.

3. The local party requests excessive fees or commissions.

4. The local requests payment in cash.

5. The local party requests that payments be made to third parties or to bank accounts in countries other than the country in which the local party is acting on the Company's behalf.

6. The local party has a special relationship to the foreign government (if the local party's relatives, partners, owners, principals, or staff members are officials, officers, or representatives of a foreign government or political party or candidates for political office, there may be potential for an FCPA violation).

7. The local party refuses to provide representations on his conduct (such as whether the agent is aware of the FCPA and has not taken, and will not take, any action that would violate the FCPA).

8. The local party requests payment of exorbitant travel and entertainment expenses or gifts for foreign officials, or requests reimbursement of such expenses not approved in advance.

9. The local party requests that its relationship with the Company be kept secret.

10. The local party misrepresents its background, history or experience in our industry or in the foreign jurisdiction in which it operates.

**Conflicts of Interests/Relatives of Officials**

Conflicts of interest can raise FCPA and other anti-corruption concerns. An employee must disclose any actual or potential conflicts of interest to the Anti-Corruption Compliance Coordinator. For example, an employee must notify the Anti-Corruption Compliance Coordinator if he or she is aware of any actual or potential conflict of interest involving any (i) Company employee or contractor who is a government official or customer (including doctors

or other healthcare professionals) responsible for regulating or providing business to the Company or (ii) the Company's vendor that is wholly or partially owned by an employee, a member of an employee's family, a personal friend, or other Company employee/contractor. In addition, significant corruption concerns can be triggered if the Company retains a relative of a government official or customer as an employee or contractor in exchange for a regulatory approval or business opportunity. These issues are typically uncovered in cases where the employee/contractor (i) is a son or daughter of a government official or customer employee and/or (ii) lacks the skills or experience necessary to perform the functions required by the Company or fails to provide any real services to the Company. All employees are obligated to notify the Anti-Corruption Compliance Coordinator if he or she becomes aware of any current or potential employee or contractor who is an immediate relative (parent, sibling, child, or spouse) of (i) a government official (if such government official is involved in administering the approval of the Company's products, the grant of permits relevant for the Company's business, or similar decision material to the Company's business) or (ii) a customer employee. Please note that persons who are related to such government officials or customer employees will not be automatically disqualified from working for the Company; however, it is important that the Anti-Corruption Compliance Coordinator review their circumstances in advance to ensure that (i) they are properly qualified to serve the Company and (ii) are not related to a person who will improperly award government approvals or any business to the Company or otherwise exert undue influence over matters relevant to the Company's business.

**Facilitating, Expediting or Speed Payments**

This Policy prohibits all corrupt payments or benefits, including so-called grease, speed or facilitating payments provided to government officials in their personal capacity to expedite or secure routine government actions (collectively, "**Facilitating Payments**"). This prohibition includes Facilitating Payments even where it is considered usual business practice, is not illegal under the local law, or is essential to get business done. This prohibition applies notwithstanding the fact that the FCPA contains a narrow exemption that permits such Facilitating Payments. Please note that in some cases, government agencies may impose official fees that may be paid directly in the name of a governmental entity or enterprise itself, as set out in published fee schedules or other official documents. These official government fees can be paid to expedite passports, licenses, or other services, if they are deposited in the treasury of a government, an official government receipt is collected, and the expense is accurately recorded in the Company's books. However, Facilitating Payments provided for the benefit of government officials in their personal capacity (i.e., are not deposited in an official treasury account belonging to a government) will violate this Policy.

**Intermediaries/Business Partners/Associated Persons**

This Policy prohibits an employee from providing bribes or other improper benefits directly as well as indirectly through third parties or associated persons whether in or outside the United

States. This risk can arise in cases where the Company works with agents, consultants, representatives, lobbyists, suppliers/vendors, customs or other brokers, contractors, advisors, other business partners, or anyone else that performs services for or on behalf of the Company (collectively "**Intermediaries**"). In certain cases, employees and the Company can be held liable under the FCPA and other laws even if an employee does not expressly authorize an Intermediary to engage in corruption, but they do so anyway. This can occur if an employee (i) has actual knowledge or a firm belief that a person will engage in corruption or (ii) consciously disregards, deliberately ignores, or is willfully blind to the Intermediary's corrupt or improper practices. Further, under certain legislation (for example section 7 of the United Kingdom Bribery Act 2010 regarding the failure of commercial organizations to prevent bribery) the Company may be held liable for actions of certain Intermediaries, even though they are not employees of the company, if the person is deemed 'associated' with the company, a definition which is given broad interpretation. As a result, the Company must understand the ownership, identity of key personnel, reputation and role of its Intermediaries. All fees paid to Intermediaries must be reasonable in relation to the bona fide services rendered or goods sold by such Intermediary to or on behalf of the Company. No payments shall be made to an Intermediary without receipt of a detailed invoice that fully and accurately describes the services and/or goods provided and expenses incurred. All employees are forbidden from using or paying any Intermediary responsible for government or customer interactions unless (i) appropriate anti-corruption due diligence is performed and confirms that the Intermediary does not have a history or reputation for corruption or similar wrongdoing, and (ii) the Intermediary has executed a written agreement containing anti-corruption compliance clauses. An employee must confer with the Anti-Corruption Compliance Coordinator on appropriate due diligence measures and anti-corruption clauses. Throughout any relationship with an Intermediary for which an employee is responsible, such employee must monitor the Intermediary's performance to ensure that they do not engage in activities that raise FCPA/corruption concerns. The Anti-Corruption Compliance Coordinator can guide the employee on the types of red flags that the employee should monitor before and after engaging an Intermediary. This Policy requires all employees to notify the Anti-Corruption Compliance Coordinator if they learn of any Company Intermediary or other contractor that engages in corrupt or other improper practices. Also, all payments to Intermediaries or other vendors must be accurately reported in our books and records in accordance with the accounting requirements discussed above.

**Gifts, Travel, and Entertainment**

A government official, whether foreign or domestic, should not be given anything of value, in any context, unless: (i) advance approval, in writing, is requested and received from the Anti-Corruption Compliance Coordinator; or (ii) the Anti-Corruption Compliance Coordinator previously has issued a standing written policy that the particular item may be given to a government official without requiring independent approval (*e.g.*, a meal below a certain threshold).

Furthermore, all of the following conditions must be met:

- The government official is permitted under applicable laws to accept what he or she has been offered.

- The transaction does not involve giving cash or a cash equivalent, such as a gift card, pre-paid card, check, loan or discount;

- The transaction will be provided in connection with the promotion, demonstration, or explanation of the Company products, services or initiatives; and

- The transaction is conducted openly and transparently, and is promptly, accurately and fully recorded in the Company's books and records.

In addition, no government official may receive anything of value totaling more than $200 in a twelve-month period from employees or others acting on behalf of the Company without the prior written approval of the Anti-Corruption Compliance Coordinator. Additionally, payment for travel, lodging, or associated expenses for a government official is prohibited without the prior written approval of the Anti-Corruption Compliance Coordinator. Where such approval is provided, any payments must be directly related to a legitimate business purpose and provided directly by the Company to the provider of the travel, lodging, or associated service. Cash payments and cash per diems are prohibited.

Payment of any expenses of a spouse or other relative of a government official is likewise prohibited unless approved in advance by the Anti-Corruption Compliance Coordinator.

When something of value is provided to a government official, the responsible Company employee is required to report accurately the expense. The employee must identify the government official beneficiaries; the government entities or agencies with which they are affiliated; the amount, date, and purpose of the expenditure; and whether the Company has any business currently pending or anticipated before the government official.

**The AKS and Physician Self-Referral laws**

The AKS prohibits the knowing and willful payment of "remuneration" to induce or reward patient referrals or the generation of business involving any item or service payable by the Federal health care programs (e.g., drugs, supplies, or health care services for Medicare or Medicaid patients). Remuneration includes anything of value and can take many forms besides cash, such as free rent, expensive hotel stays and meals, and excessive compensation for medical directorships or consultants. The statute covers the payers of kickbacks - those who offer or pay remuneration - as well as the recipients of kickbacks - those who solicit or receive remuneration. Each party's intent is a key element of their liability under the AKS.

The AKS has significant civil and criminal administrative sanctions for violating the AKS including fines, jail terms, and exclusion from participation in the Federal health care programs. Under the Civil Money Penalties Law (CMPL), entities or individuals who pay or accept kickbacks also face penalties of up to $50,000 per kickback plus three times the amount of the remuneration.

Safe harbors protect certain payment and business practices that could otherwise implicate the AKS from criminal and civil prosecution. To be protected by a safe harbor, an arrangement must fit squarely in the safe harbor and satisfy all of its requirements. Some safe harbors address personal services and rental agreements, investments in ambulatory surgical centers, and payments to bona fide employees.

For this reason, the Company closely examines any potential arrangement with a potential referral source such as physicians, consultants, or other health care providers.

The Stark Laws (See 42 U.S.C. § 1395nn) are a set of United States federal civil laws that prohibit physician self-referral, specifically a referral by a physician of a Medicare or Medicaid patient to an entity providing designated health services (DHS) if the physician (or his/her immediate family member) has a financial relationship with that entity. Although the financial penalties may be even greater than with the AKS, these are non-criminal charges. Penalties for violations of Stark Law include denial of payment for the DHS provided, refund of monies received by physicians and facilities for amounts collected, payment of civil penalties of up to $15,000 for each service that a person "knows or should know" was provided in violation of the law, *and* three times the amount of improper payment the entity received from the Medicare program, exclusion from the Medicare program and/or state healthcare programs including Medicaid and payment of **civil** penalties for attempting to circumvent the law of up to $100,000 for each circumvention scheme.

**The False Claims Act**

The civil False Claims Act (31 U.S.C. § 3729) ("FCA") protects entities or individuals from overcharging the Government. It also makes it illegal to sell the government shoddy or defective goods. Under the FCA, it is illegal to knowingly submit false or fraudulent claims for payment to a federally financed program (FFP), *e.g.* Medicare, Medicaid, or TriCare. Filing false claims may result in fines of up to three times the programs' loss plus $11,000 per claim filed. Under the civil FCA, each instance of an item or a service billed to Medicare or Medicaid counts as a claim, so fines can add up quickly. The fact that a claim results from a kickback or is made in violation of the Stark law also may render it false or fraudulent, creating liability under the civil FCA as well as the AKS or Stark Laws. In addition, off-label promotion can result in claims against the Company under the FCA.

The civil FCA does not require specific intent to defraud. Rather the civil FCA defines "knowing" to include not only actual knowledge but also instances in which the person acted in deliberate ignorance or reckless disregard of the truth or falsity of the information. Further,

the civil FCA contains a whistleblower provision that allows a private individual to file a lawsuit on behalf of the United States and entitles that whistleblower to a percentage of any recoveries. Whistleblowers could be current or ex-business partners, hospital or office staff, patients, or competitors. Most states have parallel FCAs.

There also is a criminal FCA (18 U.S.C. § 287). Criminal penalties for submitting false claims include imprisonment and criminal fines.

The US Office of Inspector General ("**OIG**"), Health and Human Services, also may impose administrative civil monetary penalties for false or fraudulent claims, as discussed below.

Besides the AKS, the beneficiary inducement statute (42 U.S.C. § 1320a-7a(a)(5)) imposes civil monetary penalties on entities and individuals who offer remuneration to Medicare and Medicaid beneficiaries to influence them to use their services. As discussed above, remuneration need not be cash payments, but may, in some circumstances include meals, gifts, travel expenses, and the like. For these reasons, the Company patient support and caregiver programs must be closely vetted.

**Exclusion Statute [42 U.S.C. § 1320a-7]**

OIG must exclude from participation in all Federally Financed Programs ("**FFPs**") individuals and entities convicted of the following types of criminal offenses: (1) Medicare or Medicaid fraud, as well as any other offenses related to the delivery of items or services under Medicare or Medicaid; (2) patient abuse or neglect; (3) felony convictions for other health-care-related fraud, theft, or other financial misconduct; and (4) felony convictions for unlawful manufacture, distribution, prescription, or dispensing of controlled substances.

OIG has discretion to exclude individuals and entities on several other grounds, including misdemeanor convictions related to health care fraud other than Medicare or Medicaid fraud or misdemeanor convictions in connection with the unlawful manufacture, distribution, prescription, or dispensing of controlled substances; suspension, revocation, or surrender of a license to provide health care for reasons bearing on professional competence, professional performance, or financial integrity; provision of unnecessary or substandard services; submission of false or fraudulent claims to a Federal health care program; engaging in unlawful kickback arrangements; and defaulting on health education loan or scholarship obligations.

For this reason, the Company will not retain any employee, officer, director, contractor, consultant, or other entity excluded from participation in any FFP.

**Political and Charitable Contributions**

This Policy also applies to political and charitable contributions, in any form, that may directly or indirectly benefit a foreign official. Such contributions present potential FCPA risk.

No Company funds may be given to political candidates, whether in the U.S. or elsewhere. No Company funds may be given to any foreign political party without the prior written approval of the Anti-Corruption Compliance Coordinator. An employee may engage in political activity with the employee's own resources on the employee's own time, but the employee may not violate the FCPA or this Policy.

No Company funds may be used to make charitable contributions to any organization that is based outside the U.S. without the prior written approval of the Anti-Corruption Compliance Coordinator.

**Designation of Anti-Corruption Compliance Coordinator**

Compliance with the FCPA and other anti-corruption laws demands the attention of each employee who negotiates with or facilitates payments or transfers of value to, foreign officials. To facilitate compliance, the following procedures will be implemented.

1. Thomas Frederik Schmidt, the Company's Chief Financial Officer, has been designated as the Anti-Corruption Compliance Coordinator for the Company. He can be contacted by phone at ++45 31 15 94 40, or by email at tfs@evaxion.ai. For the purposes of this Policy, references to the Anti-Corruption Compliance Coordinator are for Mr. Schmidt's and his respective successors.

2. The Anti-Corruption Compliance Coordinator is responsible for distributing copies of this Policy and any supplemental material that may be provided to all affected employees and securing an Acknowledgment, in the form of Appendix D to this Policy, from each such employee. The Compliance Statement will provide that the employee has received a copy of this Policy, that he or she is familiar with it, and the related procedures, including the prohibition of any activity in violation of the FCPA or other applicable anti-corruption laws, and that he or she agrees to abide by such Policy.

3. The Anti-Corruption Compliance Coordinator is responsible for providing advice when questions concerning potential violations of the FCPA or other anti-corruption laws arise and for maintaining copies of the Compliance Statements.

4. The Anti-Corruption Compliance Coordinator is to provide advice and guidance to the Company and to take whatever additional steps he or she deems necessary to assure that compliance with the FCPA is being achieved.

**Questions and Concerns**

Employees with questions about how to comply with this Policy should contact the Anti-Corruption Compliance Coordinator. Similarly, any employee who believes that the Company or one of its officers, employees, finders, agents or associates is acting in violation of the FCPA or this Policy should report such concerns to the Anti-Corruption Compliance Coordinator.

## OFAC COMPLIANCE

**Introduction and Policy Statement**

The Company is committed to complying with all applicable economic and trade sanctions laws and regulations, including all U.S. sanctions.

Specifically, the U.S. government maintains economic and trade sanctions against:

- certain foreign countries (including, for example, Iran, Cuba, Sudan and Syria) that have policies opposed by the United States.
- certain organizations and their members that sponsor, finance or engage in terrorism.
- certain persons and entities that present threats to U.S. national security; and
- international drug traffickers.

These sanctions are implemented, administered and enforced by the U.S. Treasury Department's Office of Foreign Assets Control ("**OFAC**").

All U.S. persons (including U.S. citizens and permanent residents and businesses incorporated in the United States) must comply with U.S. sanctions and generally must refrain from doing business with or otherwise participating in transactions that involve U.S. sanctioned persons, entities or countries.

Importantly, the U.S. sanctions restrictions apply to U.S. citizens whether based in the United States or traveling abroad. Thus, for example, a Company employee who is a U.S. citizen cannot do business with a sanctioned person even if that employee is on a business trip outside the United States. These U.S. restrictions likewise apply even if the laws of the foreign country in which the employee is located do not prohibit or restrict the transaction.

OFAC maintains lists of those persons, entities and jurisdictions that are subject to U.S. sanctions restrictions. Individuals and entities subject to sanctions may be named on the OFAC list of Specially Designated Nationals and other Blocked Persons (the "**OFAC SDN List**"). This list is long and changes frequently; a searchable database of OFAC's lists, including the SDN List, is found at https://sdnsearch.ofac.treas.gov.

Included as Appendix C is a (non-comprehensive) list of jurisdictions subject to, or in which certain persons are subject to, U.S. or E.U. sanctions.[1] The scope and type of sanctions

[1] In addition to OFAC sanctions, the U.S. government maintains export control restrictions that limit the ability of U.S. persons to export certain goods and services (such as certain military or dual-use technology and

applicable to the various jurisdictions differs considerably. Some of these jurisdictions are subject to comprehensive embargoes that prohibit nearly all transactions with related persons and entities (for example, Cuba and Iran), while other countries are subject to more limited sanctions.

Failure to comply with U.S. sanctions can result in severe civil or criminal penalties applied against the Company and individual employees who are involved in violations. In addition, failure to comply with OFAC sanctions can result in damage to the Company's good name and reputation. For this reason, the Company may impose disciplinary measures up to and including termination of employment and forfeiture of benefits for failure to abide strictly by this Policy.

**The Prohibition on Dealing with Sanctioned Parties**

To comply with U.S. and, as applicable, E.U., sanctions, the Company requires the following steps to be undertaken.

A. Watch for Red Flags

In dealings with a counterparty that is based outside the United States, or when engaging in transactions that otherwise involve non-U.S. third persons, the Company's personnel should be alert to possible sanctions-related issues, including the following situations, which describe commonly encountered "red flags":

- a counterparty is based in or has operations in any of the countries listed in Appendix C;
- a counterparty has a bank account in any of the countries listed in Appendix C;
- the Company receives wires or funds transfers from, or requests to remit money to, any of the countries listed in Appendix C;
- any principals or beneficial owners of a counterparty are based in any of the countries listed in Appendix C;
- any counterparty does not want to reveal its beneficial owners or principals, or display suspicious secrecy about itself and its business.

products) abroad. The Anti-Corruption Compliance Coordinator will advise Company employees if these restrictions are applicable to any of the Company's business operations.

- any counterparty asks questions, raises concerns about or requests an exemption from the Company's trade sanctions policy and compliance procedures.

As described further below, if an employee believes he or she has identified a sanctions-related "red flag," the issue should be immediately brought to the attention of a supervisor or the Anti-Corruption Compliance Coordinator. All transactions and other dealings related to the "red flag" should be ceased until further guidance from the Company's Anti-Corruption Compliance Coordinator is provided.

B. Conduct Due Diligence

Prior to entering a contract with any counterparty or conducting a transaction that may involve a non-U.S. person or entity, the Company personnel shall consider whether adequate due diligence has been conducted on such persons to ensure that none are subject to U.S. sanctions. Appropriate diligence should involve, at a minimum, ensuring that such people, including their principals and beneficial owners, are not found on any of OFAC's lists, including the SDN List. A searchable database of OFAC's lists, including the SDN List, is found at https://sdnsearch.ofac.treas.gov. Those Company personnel with responsibility for the contract are required to contact the Anti-Corruption Compliance Coordinator to ensure that such diligence has been conducted.

In addition, the Company has compliance obligations with respect to all joint ventures and other strategic business partners. Before entering any joint venture, merger or acquisition, the Company shall conduct due diligence on the other parties to the proposed joint venture, merger or acquisition. This due diligence, including how the Company reasonably confirmed the lack of any U.S. sanctions issues, should be prepared and kept in the Company's files for an appropriate period.

C. Ensure Appropriate Contract Provisions

The Anti-Corruption Compliance Coordinator is responsible for ensuring that contracts with counterparties, as appropriate, should include (a) representations from the counterparty that neither it nor its principals or beneficial owners are subject to OFAC sanctions, and (b) covenants that, as part of fulfilling its contractual obligations to the Company, the counterparty will not engage in conduct that violates U.S. sanctions, including, for example, by using sub-contractors who are subject to U.S. sanctions.

Any standard or model contracts that the Company uses for international sales should include OFAC compliance language.

D. Report Issues and Transactions

Any transaction that an employee believes may raise a sanctions problem should be immediately brought to the attention of a supervisor or the Anti-Corruption Compliance Coordinator. As noted above, all transactions and other dealings with the counterparty should be ceased until further guidance from the Anti-Corruption Compliance Coordinator is provided.

If a prohibited counterparty to a transaction is identified, engaging in or otherwise furthering the transaction is illegal. Depending on the particular facts involved, the Company will be obligated at that time either (a) to reject the illegal transaction or (b) to block (*i.e.*, freeze) any property, including currency, of the sanctioned counterparty that is under the Company's possession or control, establish a blocked account to hold such property, and report the transaction and blocked account to OFAC within ten (10) days. Failure to reject or block and report an illicit transaction as required could result in severe civil and criminal penalties, even if another person or institution involved in the transaction has taken the required steps and reported the transaction.

In addition, if the Company learns that it has in the past violated OFAC sanctions, it may determine to self-report such violations to OFAC. OFAC gives substantial credit to people who self-report violations, which credit may significantly lessen penalties and other adverse consequences. Thus, employees should inform the Anti-Corruption Compliance Coordinator, even if the conduct or transaction at issue has already occurred. The Company ultimately will make a decision about self-reporting any violation.

E. Responding to Inquiries

Any inquiry about a rejected/blocked transaction, the Company's sanctions policy or any past sanctions issues/violations should be directed to the Anti-Corruption Compliance Coordinator.

Adopted by the Board of Directors on June 12, 2025.

**APPENDIX A**

**ACCOUNTING REQUIREMENTS**

Set forth below are examples of potential FCPA accounting violations. Please note that this is not an exhaustive list.

• The Company fails to record a transaction in its books in a manner that permits the preparation of financial statements in conformity with IFRS or other acceptable criteria.

• Records state that a payment was made to person A, when it was made to person B.

• The records accurately describe the recipient and the purpose of the payment, but misrepresent the amounts involved.

• Bribes or kickbacks are hidden or disguised in company financial records as "consulting fees," "commissions," "service fees," or other misleading terms.

• Any entry is falsified in company financial records even if it has no connection to a bribe.

• Employees incur expenses without the appropriate authorization.

• Employees submit fake expense receipts for reimbursement.

• Employees receive kickbacks from vendors.

• Employees maintain a slush fund or other off-the-books account.

• Employees misuse petty cash funds to make improper payments to third parties or to cover non-business, personal expenses.

• The Company fails to perform effective due diligence on its agents, representatives, contractors, joint venture partners, or target companies in merger/acquisition transactions.

• The Company enters into business relationships with (i) non-existent agents, contractors, or other partners or (ii) existing parties that do not provide any real services or products.

• The Company fails to monitor its on-going relationships with vendors and other business partners to ensure that they do not engage in corrupt or other improper activities.

• Employees engage in self-dealing, embezzlement or other similar schemes involving company resources.

• The Company fails to impose effective internal controls on subsidiaries or joint ventures in which the Company has more than 50% of the voting interests.

• The Company fails to make a good faith effort to cause a joint venture, in which the Company has 50% or less of the voting interests, to adopt effective internal controls.

• Employees have access to unusually high amounts of cash from company sources.

• The Company fails to conduct effective periodic audits.

• The Company employees provide false, misleading, or incomplete information to the Company auditors or otherwise prevent effective audits from occurring.

• Employees otherwise circumvent the Company's internal controls.

**APPENDIX B**

**Anti-Corruption Contract Provision Language** [2]

(a) **Local Party** warrants and represents to the Company that neither **Local Party** nor any of its officers, directors, employees, agents or other representatives has performed or will perform any of the following acts in connection with this Agreement, any sale made or to be made hereunder, any compensation paid or to be paid hereunder, or any other transactions involving the business interests of the Company: pay, offer or promise to pay, or authorize the payment of, any money, or give or promise to give, or authorize the giving of, any services or anything else of value, either directly or through a third party, to any official or employee of any governmental authority or instrumentality, or of a public international organization, or of any agency or subdivision thereof, or to any political party or official thereof or to any candidate for political office for the purpose of (i) influencing any act or decision of that person in his official capacity, including a decision to fail to perform his official functions with such governmental agency or instrumentality or such public international organization or such political party, (ii) inducing such person to use his influence with such governmental agency or instrumentality or such public international organization or such political party to affect or influence any act or decision thereof or (iii) securing any improper advantage.

(b) If **Local Party** breaches any of the covenants set forth in clause (a), above, (i) this Agreement shall become void; (ii) the Company shall have a right of action against **Local Party** for the amount of any monetary payment or thing of value made or given by **Local Party** in breach of any of such covenants; (iii) all obligations by the Company to pay any Fee or other compensation to **Local Party** shall cease immediately; and (iv) the Company may at its sole discretion, rescind this Agreement and **Local Party** shall immediately return to the Company any Fee paid to **Local Party** arising from any transaction in violation of clause (a), above.

[2] These provisions are provided for purposes of guidance and illustration only. Contracts involving the Company's interests in international transactions should always be coordinated with the Company's Anti-Corruption Compliance Coordinator.




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**APPENDIX C**

**List of jurisdictions subject to EU and U.S. Sanctions**

As described in the Policy, if persons or entities located or established in any of the below countries are involved a transaction or other business dealing, the Company employees should immediately cease involvement in the transaction and consult with the Anti-Corruption Compliance Coordinator before further engagement.

Afghanistan
Balkans (States of the former Yugoslavia)
Belarus
Bosnia-Herzegovina
Burma (Myanmar)
Burundi
Central African Republic
China (Hong Kong)
Cuba
Democratic Republic of the Congo
Guinea
Guatemala
Haiti
Iran
Iraq (the Regime of Saddam Hussein)
Lebanon
Libya
Mali
Moldova
Nicaragua
Niger
North Korea
Russia
Somalia
Sudan and Darfur
South Sudan
Syria
Turkey
Ukraine
Venezuela
Yemen
Zimbabwe




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*[Not all transactions involving each of these countries are prohibited. Applicable sanctions vary and, depending on the facts, it may be possible to structure a transaction that fits with legal requirements. The Anti-Corruption Compliance Coordinator will advise as to what is permissible].*




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EVAXION

**APPENDIX D**

**The Company Anti-Corruption, Anti-Bribery and OFAC**

**Policy Statement and Guide Acknowledgement**

Name: _____

Title: _____

Department: _____

Location: _____

Supervisor: _____

I have received, read, and understand the Company's Anti-Corruption, Anti-Bribery and OFAC Policy Statement and Compliance Guide (the "**Policy**"). I certify that I will comply fully with the Policy. I have not directly or indirectly violated the Policy, nor will I take any action in the future that may violate the Policy. I also am unaware of any act by the Company or anyone acting on the Company's behalf that violated or may have violated the Policy. If I learn of such an act, I will promptly report such information to the Anti-Corruption Compliance Coordinator. I understand the potential consequences of violating the Policy. I know where a copy of the Policy is located and to whom I should refer questions should issues or questions arise.

_____
Signature/Date




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