

	POLICY			Policy-11
	Title: Whistleblower			Rev.: 1.0
Dpt: CORPGOV	Mandatory for: General	In force date: Dec 05, 2022 12:02:58 (UTC/GMT +01:00 - Europe/Brussels)	ren. NA	

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1. Purpose

The following procedures have been adopted by the Board of Directors of Gain Therapeutics, Inc. (here in advance, as the “Company”) to govern the receipt, retention and treatment of complaints about accounting, internal accounting controls, auditing matters or questionable financial practices (“Accounting Complaints”), and to protect the confidential, anonymous reporting of Accounting Complaints by employees.

2. Application

This policy is applicable to all Gain Therapeutics, Inc and its subsidiaries employees whenever they are located

3. Policy

It is the policy of the Company to treat Accounting Complaints seriously and expeditiously.

Employees will be given the opportunity to submit confidential and anonymous Accounting Complaints for review by the Company. Accounting Complaints include, without limitation, complaints about the following:

- fraud against investors, securities fraud, mail or wire fraud, bank fraud, or fraudulent statements to the United States Securities and Exchange Commission (the “SEC”) or members of the investing public;
- violations of SEC rules and regulations applicable to the Company and related to accounting, internal accounting controls and auditing matters;
- intentional error or fraud in the preparation, review or audit of any financial statement of the Company; and
- significant deficiencies in or intentional noncompliance with the Company’s internal accounting controls.

If requested by the employee, the Company will protect the confidentiality and anonymity of the employee to the fullest extent possible, consistent with the need to conduct an adequate review. Vendors, customers, business partners and other parties external to the Company will also be given the opportunity to submit Accounting Complaints; however, the Company is not obligated to keep Accounting Complaints from non-employees confidential or to maintain the anonymity of non-employees.

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Accounting Complaints will be reviewed under the Audit Committee direction and oversight by the or such other persons as the Audit Committee determines to be appropriate.

The Company will abide by all laws that prohibit retaliation against employees who lawfully submit complaints under these procedures.

In the event that the Company contracts with a third party to handle complaints or any part of the complaint process, the third party will comply with these policies and procedures.

3.1. Receipt of Accounting complaints

Any person may submit an Accounting Complaint anonymously through secured web form or a secure hot line service, managed by an independent third-party service provider, by connecting to www.whistleblowerservices.com/GANX. Employees submitting this information need not provide their name or other personal information and reasonable efforts will be used to conduct the investigation that follows from an Accounting Complaint from an employee in a manner that protects the confidentiality and anonymity of the employees submitting the Accounting Complaint.

3.1.1 Treatment of Accounting Complaints

1. An Accounting Complaint made under these procedures shall be directed to the Audit Committee.
2. The Audit Committee shall review the Accounting Complaint, and investigate it or may assign to an outside counsel, advisor, expert or third-party service provider to investigate, or assist in investigating the Accounting Complaint. The Audit Committee may direct that any individual assigned to investigate an Accounting Complaint work at the direction of or in conjunction with the Audit Committee or any other attorney in the course of the investigation.
3. The person assigned to investigate will conduct an investigation of the Accounting Complaint and report his or her findings or recommendations to the Audit Committee. If the investigator is in a position to recommend appropriate disciplinary or corrective action, the investigator also may recommend disciplinary or corrective action.
4. If determined to be necessary by the Audit Committee, the Company shall provide for appropriate funding, to obtain and pay for additional resources that may be necessary to conduct the investigation, including without limitation, retaining outside counsel and/or expert witnesses.

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5. The person assigned to investigate shall submit to the Audit Committee, and to any other member of Company management designated by the Audit Committee, a report that summarizes each Accounting Complaint made within the last 12 months, if any, and shows specifically: (a) the complainant (unless anonymous, in which case the report will so indicate), (b) a description of the substance of the Accounting Complaint, (c) the status of the investigation, (d) any conclusions reached by the investigator, and (e) findings and recommendations.
6. At any time with regard to any Accounting Complaint, Audit Committee may specify a different procedure for investigating and treating such an Accounting Complaint, such as when the Accounting Complaint concerns pending litigation.

3.2. Access to Reports and Records and Disclosure of Investigation Results

All reports and records associated with Accounting Complaints are considered confidential information and access will be restricted to members of the Audit Committee, employees of the Company or outside counsel or other advisors involved in investigating an Accounting Complaint as contemplated by these procedures. Access to reports and records may be granted to other parties at the discretion of the Audit Committee.

Accounting Complaints and any resulting investigations, reports or resulting actions will generally not be disclosed to the public except as required by any legal requirements or regulations or by any corporate policy in place at the time.

3.3. Retention of Records

All Accounting Complaints and documents relating to such Accounting Complaints made through the procedures outlined above shall be retained for at least five years from the date of the complaint, after which the information may be destroyed unless the information may be relevant to any pending or potential litigation, inquiry, or investigation, in which case the information may not be destroyed and must be retained for the duration of that litigation, inquiry, or investigation and thereafter as necessary.

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1. Revision history

Date	Change description	Rev. numb.
Dec 05, 2022 12:02:58 (UTC/GMT +01:00 - Europe/Brussels)	Policy Introduction	1.0

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2. Review and Approval Page

	Name	Title	Date
Prepared by	<i>Salvatore Calabrese</i>	<i>Chief Financial Officer</i>	<i>Nov 17, 2022 10:17:36 (UTC/GMT +01:00 - Europe/Brussels)</i>
Reviewed by	<i>Terenzio Ignoni</i>	<i>SVP Technical Operations</i>	<i>Nov 30, 2022 19:10:55 (UTC/GMT +01:00 - Europe/Brussels)</i>
Approved by	<i>Matthias Alder</i>	<i>Chief Executive Officer</i>	<i>Nov 30, 2022 23:10:35 (UTC/GMT +01:00 - Europe/Brussels)</i>

NOTE: Signature manifestation reported in this page does not necessary report all the authors, reviewers and approvers of this document.

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