

	POLICY		Policy-6
	Title: Fair Disclosure		Rev.: 1.0
Dpt: GOV	Mandatory for: General	In force date: Dec 05, 2022 12:00:36 (UTC/GMT +01:00 - Europe/Brussels)	ren. NA

Contents

1. Purpose	2
2. Application	2
3. Policy	3
3.1. Persons Action on behalf of the Company – Authorized Spokespersons	3
3.2. Materiality Standard for Communication	4
3.3. Day-to-day Communications with the investment Community; One-on-One Meetings	5
3.4. Earning Calls	6
3.5. Earnings Guidance and Quite Periods	7
3.6. Commenting on Analysts’ Report	7
3.7. Conferences, Tradeshow, Roadshows and Similar Events	7
3.8. Press Release Policy	9
3.9. Response to Rumors or Unusual Training Activity - No comment Policy	9
3.10. Reporting the Disclosure of Material Nonpublic Information and Misleading or Inaccurate disclosure	9
3.11. Violation of this Policy	10
4. Revision history	10
5. Review and Approval Page	11

	POLICY		Policy-6
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Dpt: GOV	Mandatory for: General	In force date: Dec 05, 2022 12:00:36 (UTC/GMT +01:00 - Europe/Brussels)	ren. NA

1. Purpose

Gain Therapeutics, Inc. and its subsidiaries (here in advance, as “the Company”) is committed, consistent with legal and regulatory requirements, to providing full, fair, accurate, timely and understandable disclosure about the Company. This Policy is intended to assist Company directors and personnel in avoiding selective disclosure in violation of the federal securities laws.

The Securities and Exchange Commission’s Regulation Fair Disclosure (“Regulation FD”) prohibits the selective disclosure of material nonpublic information to certain persons. The regulation is intended to eliminate situations where a company may disclose important nonpublic information, such as earnings warnings or guidance, to securities analysts or selected institutional investors, before disclosing the information to the general public. The Company is adopting this Policy as part of its continuing efforts to comply with Regulation FD.

This Policy:

- prohibits the selective disclosure of material nonpublic information about the Company in violation of Regulation FD; and
- sets forth procedures to prevent such improper selective disclosure.

This Policy complements the Company’s insider trading policy.

In summary, Regulation FD requires that whenever the Company, or a person acting on behalf of the Company, discloses material nonpublic information to certain specified persons (including brokers, dealers, analysts and securityholders), then the Company must disseminate the information to the public:

- simultaneously (for intentional disclosures) or
- promptly (for non-intentional disclosures).

2. Application

This Policy covers disclosures to all persons to whom Regulation FD prohibits selective disclosure including:

- brokers, dealers and persons associated with them, including investment analysts;
- investment advisers, certain institutional investment managers and their associated persons;
- investment companies and affiliated persons; and
- holders of any of the Company’s securities under circumstances in which it is reasonably foreseeable that the securityholders would purchase or sell securities on the basis of the information.

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Print/download inf.:	Valid 24 hours when printed/downloaded

	POLICY		Policy-6
	Title: Fair Disclosure		Rev.: 1.0
Dpt: GOV	Mandatory for: General	In force date: Dec 05, 2022 12:00:36 (UTC/GMT +01:00 - Europe/Brussels)	ren. NA

Each such person (other than those persons who because of a professional or contractual relationship identified in Section III(c) would not be covered by Regulation FD) is referred to herein as an “FD Person.” If you are in doubt as to whether someone is covered by this Policy, then either (i) assume that they are or (ii) contact the Chief Financial Officer for guidance.

Certain communications generally are not covered by Regulation FD, including communications with:

- customers, suppliers or strategic partners in the ordinary course of business;
- credit rating agencies, provided the information is disclosed solely for the purpose of developing a credit rating and the entity's ratings are publicly available;
- news organizations; and
- government agencies.

Regulation FD does not prohibit communications with:

- Company employees (even when the employees are securityholders);
- any person who owes a duty of trust or confidence to the Company through professional responsibility or by contract (e.g., an attorney, accountant or investment banker); and
- any person who has entered into an express confidentiality agreement with the Company (whether written or oral).

Regulation FD does not apply to communications made “in connection with” registered public offerings (other than certain shelf registrations).

3. Policy

3.1. Persons Action on behalf of the Company – Authorized Spokespersons

The only persons authorized to speak on behalf of the Company to FD Persons are:

- the Chief Executive Officer;
- the Chief Financial Officer;
- the VP Investor Relation and,
- other persons specifically designated by any of the above persons or the Board of Directors to speak with respect to a particular topic or purpose.

Each such person is referred to herein as an “**Authorized Spokesperson.**”

CONFIDENTIAL: This document should not be copied, distributed or reproduced in whole or in part, nor passed to any third party	Pag Page 3 of 11
Print/download inf.:	Valid 24 hours when printed/downloaded

	POLICY		Policy-6
	Title: Fair Disclosure		Rev.: 1.0
Dpt: GOV	Mandatory for: General	In force date: Dec 05, 2022 12:00:36 (UTC/GMT +01:00 - Europe/Brussels)	ren. NA

To the extent practicable, Authorized Spokespersons should contact the Chief Executive Officer before having conversations with FD Persons in order to review as much of the precise substance of the intended communication as possible.

3.2. Materiality Standard for Communication

- a. Each time an Authorized Spokesperson determines to disclose or discuss Company information with any person who is or might be an FD Person, a determination should be made prior to the communication, in consultation with the Chief Financial Officer whenever practicable, whether the information is material and nonpublic.
- b. Information is material if there is a substantial likelihood that a reasonable investor would consider it important in determining whether to trade in a security or the information, if made public, likely would affect the market price of a company's securities. Information may be material even if it relates to future, speculative or contingent events and even if it is significant only when considered in combination with publicly available information. Material information can be positive or negative. Because materiality is an area that requires specialized judgment, you should contact the Chief Financial Officer if you have any questions as to the materiality of particular information.
- c. Information is considered to be nonpublic unless it has been adequately disclosed to the public. This means that the information must be publicly disseminated and sufficient time must have passed for the securities markets to digest the information. It is important to note that information is not necessarily public merely because it has been discussed in the press or on social media, which will sometimes report rumors. You should presume that information is nonpublic, unless you can point to its official release by the Company in at least one of the following ways: (i) publicly available filings with the U.S. Securities and Exchange Commission (the "SEC") or securities regulatory authorities; (ii) issuance of press releases via major newswire such as Dow Jones or Reuters; or meetings with members of the press and the public.
- d. The SEC release adopting Regulation FD notes that possible material nonpublic information or events might include, but are not limited to, the following:
 - projections of future earnings or losses or other earnings guidance,
 - financial results or earnings that are inconsistent with the consensus expectations of the investment community,
 - new products or services,
 - a pending or proposed merger, acquisition, tender offer, joint venture or changes in assets,
 - changes in control or management,

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Print/download inf.:	Valid 24 hours when printed/downloaded

	POLICY		Policy-6
	Title: Fair Disclosure		Rev.: 1.0
Dpt: GOV	Mandatory for: General	In force date: Dec 05, 2022 12:00:36 (UTC/GMT +01:00 - Europe/Brussels)	ren. NA

- a change in auditors or notification by the auditor that the Company may no longer rely on an auditor’s audit report,
 - events regarding the Company’s securities (such as defaults on senior securities, calls of securities for redemption, repurchase plans, stock splits or changes in dividends, changes to the rights of security holders and public or private sales of additional securities),
 - financial or liquidity problems,
 - cybersecurity incidents,
 - actual or threatened litigation or governmental action, or the resolution thereof,
 - new major contracts, suppliers, customers or financing sources, or the loss thereof,
 - significant developments related to intellectual property or government licenses or approvals,
 - bankruptcies, corporate restructuring or receiverships.
- e. Guidance about earnings estimates, including whether anticipated earnings will be higher than, lower than, or even the same as what the Company has previously estimated or what analysts have been forecasting likely will be considered material information. See Section 7 of this Policy for procedures to follow with respect to earnings guidance.
- f. Authorized Spokespersons should be cognizant of the fact that the disclosure of material information is not limited to express, spoken language. Material information may also be disclosed through tone, emphasis or demeanor. Furthermore, Regulation FD also covers the use of “code words” or “winks and nods” that are used to convey material information.
- g. If the determination is made that the information that is going to be communicated is material and nonpublic, the Company shall disclose the information prior to or simultaneous with the disclosure to the FD Person, either through the issuance of a press release, the filing or “furnishing” of a report on Form 8-K or through another Regulation FD-compliant method. If compliance with Regulation FD is to be made through a conference call and/or webcast, the conference call and/or webcast must be preceded by adequate advance public notice of the conference call and/or webcast, including the means of accessing it.

3.3. Day-to-day Communications with the investment Community; One-on-One Meetings

- a. Inquiries from analysts, securityholders and other FD Persons received by any director or employee other than an Authorized Spokesperson must be forwarded to the Chief Financial Officer, or another Authorized Spokesperson. Under no circumstances should any attempt be made to handle these inquiries without prior authorization from an Authorized Spokesperson.

CONFIDENTIAL: This document should not be copied, distributed or reproduced in whole or in part, nor passed to any third party	Pag Page 5 of 11
Print/download inf.:	Valid 24 hours when printed/downloaded

	POLICY		Policy-6
	Title: Fair Disclosure		Rev.: 1.0
Dpt: GOV	Mandatory for: General	In force date: Dec 05, 2022 12:00:36 (UTC/GMT +01:00 - Europe/Brussels)	ren. NA

- b. From time to time, the Chief Financial Officer will identify the most commonly asked questions and types of information sought and will prepare and circulate written responses to those questions to Authorized Spokespersons and update such written responses as necessary. These written responses will amount to a “script” for Company communications with FD Persons.
- c. To the extent the Authorized Spokesperson simply follows the script, the written record of the call need only identify the caller and note that the script was followed.
- d. Planned conversations and one-on-one meetings, to the extent possible, should be outlined in advance and the outline used to brief the participating Authorized Spokesperson. If practicable, such meetings should always include a second Company person. It should be determined in advance whether it is intended that any material nonpublic information be disclosed. If so, the material nonpublic information should be disclosed prior to or simultaneously with the planned conversation by the issuance of a press release, the filing or “furnishing” of a report on Form 8-K or through another Regulation FD-compliant method.
- e. The Authorized Spokesperson should follow a “no comment” policy with respect to any question that the Authorized Spokesperson feels is “out of bounds.” The Authorized Spokesperson should be aware that the Company cannot escape responsibility for statements that are made to an analyst “in confidence” or “off the record.”

3.4. Earning Calls

- a. The Company shall give adequate advance public notice of all quarterly earnings conference calls and/or webcasts. Notice shall include a press release issued to all major news wires and a posting on the Company’s website with information including the date, time, telephone number and/or webcast internet address for the earnings call. The press release and website posting shall also state the period, if any, for which a replay of the webcast will be available. If any specific additional matters will be discussed in the conference call and/or webcast (e.g., new business initiatives or the status of a previously announced transaction), and such matters are material, that fact should be included in the press release and website posting.
- b. The quarterly earnings conference call and/or webcast will be open to analysts, media representatives and the general public. The Company may allow only analysts to ask questions on the conference call and/or webcast, as long as all listeners can hear the questions and answers.
- c. Following each quarterly earnings conference call and/or webcast, a playback of the conference call and a transcript of the prepared statements will be generally made available on the Company website for a limited time period.

CONFIDENTIAL: This document should not be copied, distributed or reproduced in whole or in part, nor passed to any third party	Pag Page 6 of 11
Print/download inf.:	Valid 24 hours when printed/downloaded

	POLICY		Policy-6
	Title: Fair Disclosure		Rev.: 1.0
Dpt: GOV	Mandatory for: General	In force date: Dec 05, 2022 12:00:36 (UTC/GMT +01:00 - Europe/Brussels)	ren. NA

3.5. Earnings Guidance and Quite Periods

- a. Whenever the Company issues earnings projections (which will ordinarily be issued through a press release), no Authorized Spokesperson will comment on those projections to any outside party during the quarter except through a public communication. Under normal circumstances, the Company will expressly disclaim any current intention to update these projections.
- b. In response to any question about the Company's earnings projections, Authorized Spokespersons will say that it is the Company's policy not to comment on projections during the quarter. No Authorized Spokesperson shall provide "comfort" with respect to an earnings estimate, earnings model or a consensus number or otherwise "walk the Street" up or down (i.e., suggest adjustments to an analyst's estimates). If an FD Person inquires as to the reliability of a previously publicly disseminated projection, the Authorized Spokesperson should follow the "no comment" policy.
- c. The Company will observe a "quiet period," during which communications with analysts and investors on financial information regarding the quarter (and regarding the full year during the fourth quarter) will be restricted. The quiet period will begin fifteen days prior to the end of the quarter and continue until the Company's earnings information for the applicable period is made public.

3.6. Commenting on Analysts' Report

- a. Analyst reports will only be reviewed to correct errors that can be corrected by referring to publicly available, historical, factual information, or to correct any mathematical errors. No other feedback or guidance on earnings models may be communicated to an analyst.
- b. A written record should be kept of any comments provided on an analyst's report, accompanied by a disclaimer as to the limited scope of the review.
- c. The Company shall not provide a hyperlink to any analyst research reports on its website and no Company employee shall distribute copies of, or refer to, analysts' reports to any person outside the Company. This is consistent with the Company's intention not to adopt any particular analyst's report.

CONFIDENTIAL: This document should not be copied, distributed or reproduced in whole or in part, nor passed to any third party	Pag Page 7 of 11
Print/download inf.:	Valid 24 hours when printed/downloaded

	POLICY		Policy-6
	Title: Fair Disclosure		Rev.: 1.0
Dpt: GOV	Mandatory for: General	In force date: Dec 05, 2022 12:00:36 (UTC/GMT +01:00 - Europe/Brussels)	ren. NA

3.7. Conferences, Tradeshow, Roadshows and Similar Events

- a. To the extent practicable and depending upon the audience and the subject matter to be discussed, the Legal Counselor should be given the opportunity to review advance copies of speeches, written statements and other significant presentations (including scripted conference calls).
- b. Each investor or analyst conference, tradeshow presentation, roadshow and similar event (other than a roadshow undertaken in connection with a registered offering of the Company's securities that is not subject to Regulation FD) shall be conducted in a Regulation FD-compliant manner.
- c. If the event is to be made available to the general public through a live webcast, the Company shall give adequate advance public notice of the webcast, including a press release issued to all major news wires and a posting on the Company's website with information including the general subject matter to be discussed and the date, time and webcast internet address. The press release and website posting shall also state the period, if any, for which a replay of the webcast will be available.
- c. If the event is not to be webcast, then prior to the event the Company shall issue a press release and/or file or "furnish" a report on Form 8-K disclosing any material nonpublic information intended to be disclosed at the event. In advance of the issuance of the press release and/or Form 8-K, a side-by-side review of the public disclosure and the script should be conducted by the Legal Counselor and Finance team to ensure that all material information intended to be disclosed at the event is contained in the press release and/or Form 8-K.
- d. Authorized Spokespersons should adhere to the script and not disclose any material nonpublic information about the Company during any "break out" or question-and-answer sessions.
- f. If it is determined that material nonpublic information may have been disclosed unintentionally during the event, the Legal Counselor should be notified immediately. If the Legal Counselor determines that an inadvertent disclosure of material nonpublic information has occurred, a press release shall be issued and/or a report on Form 8-K shall be filed or "furnished" disclosing the information as soon as possible but not later than 24 hours of the determination that the information is material (or prior to the next day's trading on Nasdaq, if later).

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Print/download inf.:	Valid 24 hours when printed/downloaded

	POLICY			Policy-6
	Title: Fair Disclosure			Rev.: 1.0
Dpt: GOV	Mandatory for: General	In force date: Dec 05, 2022 12:00:36 (UTC/GMT +01:00 - Europe/Brussels)	ren. NA	

3.8. Press Release Policy

- a. The Legal Counselor should review all press releases concerning matters that may be material to the Company before they are distributed, particularly earnings releases and any releases involving forward-looking statements.
- b. If a conference call and/or webcast is held after the issuance of a press release, the purpose of which is to give analysts or securityholders an opportunity to seek more information concerning the information disclosed in the press release, then adequate advance public notice of the conference call and/or webcast shall be provided. Notice shall include a press release issued to all major news wires and a posting on the Company's website with information including the date, time, telephone number and/or webcast internet address for the call and/or webcast. The press release and website posting shall also state the period, if any, for which a replay of the webcast will be available. The call and/or webcast shall be open to analysts, media representatives and the general public. The Company may allow only analysts to ask questions on the conference call and/or webcast, as long as all listeners can hear the questions and answers.

3.9. Response to Rumors or Unusual Trading Activity - No comment Policy

- a. As a matter of policy, the Company will not comment on market rumors or unusual trading activity in the Company's stock. When it is learned that rumors about the Company are circulating or that there is unusual trading activity in the Company's stock, Authorized Spokespersons should state that it is the Company's policy to not comment on rumors, speculation or unusual trading activity. Following this no comment policy consistently will allow the Company to avoid providing an implied confirmation or denial in other circumstances.
- b. The Legal Counselor should be informed of any rumor or unusual trading activity as soon as possible.
- c. If the source of a rumor is found to be internal, the Legal Counselor should be consulted to determine the appropriate response.

3.10. Reporting the Disclosure of Material Nonpublic Information and Misleading or Inaccurate disclosure

- a. Disclosure issues generally, and in particular Regulation FD, comprise a highly technical area of the law with important consequences for the Company and its employees. Any director

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Print/download inf.:	Valid 24 hours when printed/downloaded

	POLICY		Policy-6
	Title: Fair Disclosure		Rev.: 1.0
Dpt: GOV	Mandatory for: General	In force date: Dec 05, 2022 12:00:36 (UTC/GMT +01:00 - Europe/Brussels)	ren. NA

or employee who believes that a disclosure of material nonpublic information about the Company may have occurred should notify the Legal Counselor immediately. The Company may have a very short time (usually 24 hours) to determine whether Regulation FD requires disclosing such information to the public.

- b. If a director or employee of the Company learns of information that causes him or her to believe that a disclosure may have been misleading or inaccurate when made or may no longer be true, including a forward-looking statement (i.e., one that has a forward intent and connotation upon which parties are expected to rely), such person should report that information immediately to the Legal Counselor.

3.11. Violation of this Policy

- a. Violations of Regulation FD are subject to SEC enforcement action, which may include an administrative action seeking a cease-and-desist order, or a civil action against the Company or an individual seeking an injunction and/or civil money penalties.
- b. Any violation of this Policy by a director or employee shall be brought to the attention of the Legal Counsellor immediately and may constitute grounds for termination of service or employment.

4. Revision history

Date	Change description	Rev. numb.
03 Mar 2021	Policy Approved by the Borad of Directors	NA
Dec 05, 2022 12:00:36 (UTC/GMT +01:00 - Europe/Brussels)	Format updating and uploading to the electronic Quality Management System	1.0

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Print/download inf.:	Valid 24 hours when printed/downloaded

	POLICY		Policy-6
	Title: Fair Disclosure		Rev.: 1.0
Dpt: GOV	Mandatory for: General	In force date: Dec 05, 2022 12:00:36 (UTC/GMT +01:00 - Europe/Brussels)	ren. NA

5. Review and Approval Page

	Name	Title	Date
Prepared by	<i>Salvatore Calabrese</i>	<i>Chief Financial Officer</i>	<i>Nov 14, 2022 14:24:16 (UTC/GMT +01:00 - Europe/Brussels)</i>
	<i>Terenzio Ignoni</i>	<i>SVP Technical Operations</i>	<i>Nov 14, 2022 13:49:15 (UTC/GMT +01:00 - Europe/Brussels)</i>
Reviewed by	<i>Terenzio Ignoni</i>	<i>SVP Technical Operations</i>	<i>Nov 14, 2022 16:09:26 (UTC/GMT +01:00 - Europe/Brussels)</i>
Approved by	<i>Matthias Alder</i>	<i>Chief Executive Officer</i>	<i>Nov 30, 2022 23:11:09 (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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Print/download inf.:	Valid 24 hours when printed/downloaded