

CODE OF CONDUCT AND ETHICS

European Healthcare
Acquisition & Growth
Company B.V.



1. INTRODUCTION

- 1.1. This Code of Conduct and Ethics has been drawn up by the Non-Executive Directors of the Board of the Company pursuant to best practice provision 2.5.2 of the Dutch Code and paragraph 3.2.2.j of the Board Rules and has been adopted by the Board on 16 November 2021.
- 1.2. In this Code of Conduct and Ethics, unless explicitly provided otherwise, capitalised words and expressions have the meaning set forth in the list of definitions attached hereto as **Schedule 1**.
- 1.3. References to statutory provisions are to those provisions as they are in force from time to time.
- 1.4. Terms that are defined in the singular have corresponding meaning in the plural.
- 1.5. Except as otherwise required by law, the terms "written" and "in writing" include the use of electronic means of communication.

2. GENERAL PRINCIPLES

- 2.1. The Company's main purpose is entering into a Business Combination with companies or businesses with principal operations in Europe in the healthcare sector, with a special focus on the subsectors Biotechnology and Specialty Pharma, Pharma Services, Medical Technology and Medical Devices, Diagnostic and Lab Services, Bioinformatics as well as Life Science Tools. The Company will not engage in any operations, other than in connection with the selection, structuring and completion of the Business Combination.
- 2.2. The Company is committed to conduct its purpose in accordance with the highest business, ethical, moral and legal standards, in good faith, with due care and in the best interests of the Company and its stakeholders, and the Company seeks similar standards in any legal entity it would pursue to enter into a Business Combination with.
- 2.3. This Code of Conduct and Ethics is not intended to be exhaustive and cannot address every possible situation that may arise, but the Company and each Employee is expected to act at all times to uphold the letter and spirit of this Code of Conduct and Ethics, with honesty, integrity and fairness.
- 2.4. The Company shall comply with the applicable laws and regulations. Each Employee is expected to familiarise himself or herself with these laws and regulations, to the extent relevant and appropriate in relation to the performance of his or her activities for the Company.
- 2.5. Compliance with this Code of Conduct and Ethics is not only the responsibility of the Company, but also of each Employee, and each of them is expected to actively support the values and principles set out herein.
- 2.6. It is the responsibility of all Employees to regularly review and refresh their knowledge and understanding of this Code of Conduct and Ethics. Employees may be asked to sign

a written acknowledgement of their understanding of, and agreement to abide by, this Code of Conduct and Ethics.

- 2.7. Failure to observe this Code of Conduct and Ethics may not only result in legal difficulties for the Company, but could also give rise to legal and/or disciplinary action against the Employee concerned, including dismissal. Depending on the nature of the non-compliance, failure to observe this Code of Conduct and Ethics may be reported to the appropriate authorities.
- 2.8. If an Employee has any questions concerning the application or interpretation of this Code of Conduct and Ethics, he or she should seek the advice of the Compliance Officer, who may consult with the appropriate level of management.

3. FAIR DEALING, DISCRIMINATION AND HARASSMENT

- 3.1. Employees are expected to deal fairly and respectfully with the Company's business partners, competitors, and with each other.
- 3.2. The Company is committed to the principles of non-discrimination, respect for human rights and individual freedoms. Harassment, which includes unwanted sexual advances, subtle or overt pressure for sexual favours, badgering, innuendos and offensive propositions, are not tolerated.
- 3.3. Employees:
 - a. shall maintain a work environment where personal dignity of the individual is respected;
 - b. shall not discriminate or harass on the basis of race, gender, culture, appearance, national origin, religious belief, sexual preference or on the basis of any other personal characteristics;
 - c. shall not engage in coercion or intimidation in the workplace; and
 - d. shall not knowingly work with companies or organisations that use forced or child labour.

4. WORKPLACE, HEALTH AND SAFETY

- 4.1. The Company is committed to protect and promote the health, safety and security of its Employees.
- 4.2. Without prejudice to any requirements under applicable laws and regulations, Employees shall endeavour to participate in health and safety training activities to the extent relevant and appropriate in relation to the performance of their activities for the Company.
- 4.3. If an Employee becomes aware of a health or safety incident, or reasonably suspects a health and safety risk, he or she shall report this promptly to the Compliance Officer, who shall consult with the appropriate level of management.

- 4.4. It is forbidden to illegally possess or consume drugs while performing activities for the Company. Employees may not be impaired by drugs or alcohol during work.

5. ENVIRONMENT

- 5.1. The Company is committed to protect the environment by preventing and minimising, to the extent possible and practicable, the environmental impact of its activities.
- 5.2. The Company also expects all Employees to take individual responsibility in protecting the environment while performing their activities for the Company.
- 5.3. If an Employee becomes aware of, or reasonably suspects, any violation of environmental law, or the taking of any action that is aimed at concealing such a violation, he or she shall promptly report the matter to the Compliance Officer, who shall consult with the appropriate level of management. If the Compliance Officer is the culprit (or alleged culprit) of the violation or concealment concerned, the Employee may report the matter directly to the appropriate level of management.

6. COMPETITION AND ANTITRUST MATTERS

- 6.1. Many jurisdictions have competition and antitrust laws and regulations which are designed to ensure that competition is fair and honest. Such laws and regulations typically prohibit agreements and actions among competitors that affect competitive conditions of trade and other practices that restrict fair and honest competition.
- 6.2. To support fair and honest competition, Employees:
 - a. shall not knowingly enter into an agreement or tacit understanding with competitors of the Company which would illegally restrict fair and honest competition;
 - b. shall practice great reticence when discussing competitive issues relating to the Company's activities and strategies regarding the selection, structuring and completion of Business Combinations, except to the extent that such information is publicly available other than by way of unauthorised disclosure;
 - c. shall limit communications, when participating in events involving competitors, to communications required for Company activities;
 - d. shall not knowingly use market power or market information in a way that may restrict fair and honest competition; and
 - e. shall not engage in unfair or deceptive acts or practices.

7. BRIBERY AND MONEY LAUNDERING

- 7.1. Employees shall not participate in any form of illegal bribery or money laundering.
- 7.2. Employees are expected not to offer, promise, give or accept any item with economic value (including financial and non-financial advantages, promotional premiums and discounts, gifts, travel, meals, entertainment, favours or services) to or from any individual outside the Company, including in particular any Government Official or any family member of a Government Official, with the intention of illegally influencing such individual

such that the Employee concerned may obtain or retain a personal opportunity or advantage or a business opportunity or advantage for the Company.

8. RECORD KEEPING

- 8.1. Employees shall ensure that all books, records and data carriers of the Company are retained, presented and disposed of in accordance with applicable laws and regulations. Employees shall never falsify, alter, destroy or conceal any such books, records or data carriers in order to impair the integrity or availability thereof in an illegal manner.
- 8.2. Financial transactions carried out by the Company shall be recorded properly, accurately and fairly, in the correct accounts and within the relevant accounting period, all with due observance of applicable laws, regulations and accounting policies.

9. CONFIDENTIAL INFORMATION

- 9.1. Confidential information relating to the Company or any legal entity the Company considers entering into a Business Combination with, shall not be used for personal gain or for purposes other than performing activities for the Company as an Employee.
- 9.2. To protect confidential information relating to the Company, Employees:
 - a. shall not discuss confidential information in places where it is likely to be overheard by someone outside the Company;
 - b. shall strictly limit conversations involving confidential information to business settings;
 - c. shall not disclose or use confidential information for personal gain;
 - d. shall not leave papers or other data carriers containing confidential information in public places or in places where such information might be read or discovered by someone outside the Company; and
 - e. shall exert their best efforts to avoid inadvertent disclosure of confidential information.
- 9.3. Employees shall promptly inform the Compliance Officer upon becoming aware that confidential information relating to the Company has been wrongly obtained by someone outside the Company, or if such information has been misplaced, mishandled or improperly disclosed.
- 9.4. For purposes of this paragraph 9, "confidential information" includes non-public information that, if improperly disclosed, could be useful to competitors of and/or harmful to the Company, its business partners, suppliers, clients or other stakeholders, or that is material to a reasonable investor's decision to buy or sell the Company's securities or securities of its business partners. For example, non-public information relating to the Company which includes or describes earnings, forecasts, business plans and strategies, significant restructurings, potential Business Combinations, potential acquisitions, licensing agreement terms, formulas, pricing, patient data, client or sales information, research, new product development, undisclosed marketing and promotional activity, intellectual property development, significant management changes, auditor reports, and

events regarding the Company's securities would generally all qualify as "confidential information".

- 9.5. The provisions of this paragraph 9 apply mutatis mutandis to others than Employees, including but not limited to advisers of the Company. The process of distributing any confidential information relating to the Company or any legal entity the Company considers to enter into a Business Combination with, shall be coordinated by the Compliance Officer.

10. COMPANY PROPERTY AND RESOURCES

- 10.1. Employees shall take appropriate measures to ensure the efficient and legitimate use of property and resources of the Company.
- 10.2. Employees shall promptly report to the Compliance Officer any misuse of Company property or resources.
- 10.3. Without proper authorisation from the Compliance Officer, Employees shall not:
- a. obtain, use or divert property or resources of the Company for personal gain; or
 - b. materially alter, remove or destroy property or resources of the Company or use services provided by the Company, except in the ordinary course of performing activities for the Company.
- 10.4. Company property also includes intangible assets such as intellectual property. Company intellectual property may also include Employee work product. Employees should promptly disclose any invention related to the Company's business, so that it may receive the same protection as other intellectual property of the Company.

11. COMPUTER, E-MAIL AND INTERNET USAGE

- 11.1. Computers, laptops, handheld devices, e-mail and internet access are provided by the Company primarily for business use. All Employees should use the same care, caution and etiquette in sending an e-mail (or when making use of other electronic means of communication) as they would in corresponding in paper form.
- 11.2. Employees shall not download any data at work that is unprofessional or inappropriate for use or viewing in a business context.
- 11.3. An Employee shall promptly report to the Compliance Officer any situation in which data relating to the Company has been compromised or when such Employee suspects or becomes aware of any breach of data relating to the Company, including the loss or theft of a computer, laptop or handheld device.
- 11.4. Employees should always secure their computers and laptops provided by the Company with a strong password which is regularly changed. Employees are strongly discouraged to write down these passwords and should not, under any circumstance, give their

password to others (including to other Employees). At work, screens of computers and laptops must be locked when an Employee leaves his or her desk.

12. CORPORATE OPPORTUNITIES

- 12.1. Employees are expected to advance the Company's legitimate business interests.
- 12.2. An Employee shall not:
 - a. enter into competition with the Company;
 - b. provide unjustified advantages to third parties to the detriment of the Company; or
 - c. take advantage of business opportunities available to the Company for himself or herself or for his or her spouse, registered partner or other life companion, foster child or any relative by blood or marriage up to the second degree.
- 12.3. If an Employee discovers, or is presented with, a business opportunity through the use of property or resources of the Company, or because of his or her position with the Company, he or she shall first disclose the terms and conditions of such business opportunity to the Compliance Officer, who shall consult with the appropriate level of management to determine whether the Company wishes to pursue the business opportunity concerned.
- 12.4. If the decision is made not to pursue a business opportunity as referred to in paragraph 12.3 for the benefit of the Company, Employees may, upon review and approval by the Compliance Officer, pursue such business opportunity substantially on the original terms and conditions presented to the Company.

13. GOVERNMENT RELATIONS AND POLITICAL AFFAIRS

- 13.1. When dealing with the government or Government Officials in performing activities for the Company, Employees shall conduct themselves according to the highest business, ethical, moral and legal standards.
- 13.2. Without prejudice to paragraph 13.3, the Company shall practice great reticence when considering making contributions to political parties or candidates at any level of government, regardless of local laws and regulations.
- 13.3. From time to time, issues of significant importance to the financial and business well-being of the Company may arise in a political context. The Company may participate in such political processes in order to advance its legitimate business interests, including

through lobbying, publication of its views in the media and supporting interested organisations.

14. INTERNATIONAL BUSINESS PRACTICES

- 14.1. The Company:
- a. shall not engage in any operations in connection with the selection, structuring and completion of the Business Combination in a new foreign country without discussing it with the appropriate level of management;
 - b. shall be particularly sensitive to dealings with countries that are involved in conflicts or subject to international sanctions; and
 - c. shall consult with the appropriate level of management when appropriate for specific guidelines for performing international activities.
- 14.2. Employees shall apply the Company's business, ethical, moral and legal standards when performing Company activities in foreign countries, even if culture or common practice might indicate that contradicting or lesser standards of conduct are acceptable.

15. MEDIA AND OTHER COMMUNICATIONS

- 15.1. The Company will disclose information to the public only through specific channels. Unless an Employee has received proper authorisation to speak on behalf of the Company by the appropriate level of management, an Employee should decline to comment in response to any media requesting information about matters relating to the Company, regardless of whether the request is made off the record, for background, or confidentially.
- 15.2. Employees are expected to conduct themselves in a manner that reflects positively on the Company. When expressing personal views in any media, including television, radio, chat rooms, forums, social media platforms and other electronic media, it should be clear that such statements are personal and do not represent the Company's point of view.

16. WHISTLEBLOWER POLICY

- 16.1. The Board has drawn up and adopted a Whistleblower Policy that establishes a procedure for dealing with reports of Suspected Wrongdoing within the organisation of the Company.
- 16.2. The objective of this Whistleblower Policy is:
- a. to promote and support a culture of openness, responsibility and integrity;
 - b. to offer Employees or person performing services for the Company a channel to address issues that they are concerned about;
 - c. to provide Employees or person performing services for the Company a work environment, where they feel safe, protected and at ease;
 - d. to protect the reputation of the Company; and
 - e. to be aware of Suspected Wrongdoing at an early stage and to have the opportunity

to resolve the Suspected Wrongdoing internally.

17. INSIDER TRADING POLICY

The applicable restrictions and prohibitions on market abuse, including concerning the unlawful use and disclosure of inside information, tipping and market manipulation, are specific and complex. Employees should refer to the Insider Trading Policy, which contains detailed rules on the possession of, and conducting and effecting transactions in, the Company's shares and certain other financial instruments.

18. DISPENSATION

- 18.1. At the request of an Employee, the Compliance Officer may grant a dispensation from certain provisions of this Code of Conduct and Ethics, but only in exceptional circumstances, after consultation with the appropriate level of management and the Company's legal department, and provided that no dispensation can be granted for matters which follow from mandatory provisions of applicable laws and regulations.
- 18.2. When considering a request for dispensation, the Compliance Officer shall practice great reticence if the matter concerned has the potential of damaging or violating the spirit of the Company's business, ethical, moral and legal standards as set out in this Code of Conduct and Ethics.
- 18.3. A request for dispensation shall be made in writing and shall be supported by reasons. Any dispensation granted by the Compliance Officer shall be granted in writing and shall be signed by the Compliance Officer and at least one Director.
- 18.4. If and when a dispensation is granted for a specific matter, this does not automatically entitle other Employees to receive dispensation for that same matter, or for similar matters. Any Employee who receives a dispensation, shall not automatically be entitled to any renewal, revision or extension of such dispensation.

19. MISCELLANEOUS

- 19.1. The Board may occasionally decide not to comply with this Code of Conduct and Ethics, with due observance of applicable laws and regulations.
- 19.2. The Board is authorised to adopt, revoke and amend this Code of Conduct and Ethics.
- 19.3. This Code of Conduct and Ethics is complementary to the provisions governing the Code of Conduct and Ethics under Dutch law. Where this Code of Conduct and Ethics is inconsistent with Dutch law, the latter shall prevail.
- 19.4. If one or more provisions of this Code of Conduct and Ethics are or become invalid, this shall not affect the validity of the other provisions. The Board may replace the invalid provisions by provisions which are valid and the effect of which, given the content and purpose of this Code of Conduct and Ethics is, to the greatest extent possible, similar to that of the invalid provisions.
- 19.5. This Code of Conduct and Ethics is governed by the laws of the Netherlands. The courts of the Netherlands have exclusive jurisdiction to settle any dispute arising from or in

connection with this Code of Conduct and Ethics (including any dispute regarding the existence, validity or termination of this Code of Conduct and Ethics).

SCHEDULE 1 LIST OF DEFINITIONS

In this Code of Conduct and Ethics the following terms have the following meanings:

Board	the board (<i>bestuur</i>) of the Company
Board Rules	the board rules of the Board, including the schedules thereto
Business Combination	a business combination entered into by the Company with a target business or entity in any form of merger, capital share exchange, asset acquisition, share purchase, reorganisation or similar business combination with, or acquisition of, one or more target companies or businesses with the purpose of creating a single business, as proposed by the Board to the General Meeting for consideration and approval
Code of Conduct and Ethics	this Code of Conduct and Ethics, including the schedule thereto
Company	European Healthcare Acquisition & Growth Company B.V.
Compliance Officer	the compliance officer of the Company
Director	an Executive Director or a Non-Executive Director
Employee	persons working, under a contract of employment, or otherwise performing tasks for the Company, including independent contractors (<i>zelfstandigen zonder personeel</i>), including Directors
Executive Director	a member of the Board appointed as executive director
Government Official	any individual who: <ol style="list-style-type: none">recently held, holds or can reasonably be expected to soon hold a legislative, political or judicial position of any kind, in each case regardless of rank; oris an employee or officer of an organisation or entity which is controlled, directly or indirectly, by a government or any constituency of a government
Insider Trading Policy	The Company's insider trading policy, including the schedules thereto
Non-Executive Director	a member of the Board appointed as non-executive director
Suspected Wrongdoing	a suspicion, based on reasonable grounds, of a Reporter that there is misconduct within the organisation of the Company including but not limited to situations where the public interest is at stake, there is a violation of statutory provisions, there is a risk for the public health, there is a risk for the public safety, there is a risk for the environment, there is a risk for the functioning of public services or a company as a result of an improper manner of acting or omission, fraud,

other irregularities and inappropriate behaviour, sexual harassment, bullying, discrimination or aggression in the workplace

Whistleblower Policy

The Company's whistleblower policy, including the schedules thereto