



ANTI-BRIBERY POLICY

PROGNOSIS BIOTECH S.A. recognizes the bribery risks arising from its operating environment, activities and business relationships and provides the resources necessary to establish, implement, maintain and continually improve an Anti-Bribery Management System (ABMS) in accordance with **ISO 37001:2025**.

Within the ABMS, documented procedures and reasonable and proportionate controls are implemented to prevent, detect and respond to bribery and to manage bribery risks across all functions and activities of the Company.

The Company maintains zero tolerance for acts of bribery while recognizing that no management system can completely eliminate bribery risk.

A. Principles and Commitments

Throughout the Company's operations, the Company, under the oversight of the Governing Body and the leadership of Upper Management:

- Prohibits every form of bribery, including the acceptance of a bribe. This prohibition applies to direct and indirect bribery, including bribery through a third party, and to the offering, promising, giving, requesting, soliciting or accepting of an improper financial or non-financial advantage in the public, private or not-for-profit sectors.
- Requires all personnel to comply with the national and European Union laws relating to bribery that apply to the Company. It also requires conformity with all other applicable legal, regulatory, contractual and voluntary anti-bribery requirements adopted by the Company.
- Encourages all personnel to contribute to the identification of suspected or possible bribery and prohibits punishment or adverse treatment of personnel

who report or disclose such matters in good faith. Concerns may be raised in confidence or based on a reasonable belief, even anonymously. Retaliation, discrimination or disciplinary action is prohibited against personnel who make such reports.

- Commits to implementing anti-bribery measures and providing the resources necessary to combat bribery. Resources shall be adequate for the effective operation of the ABMS and the Anti-Bribery Function.
- Raises awareness and appropriately trains personnel through continuing briefings and training on anti-bribery. The Company develops, maintains and promotes an anti-bribery culture based on integrity, transparency, openness, ethical conduct and consistent leadership at all levels.
- Has established governance and operational arrangements for the ABMS comprising the Governing Body, Upper Management, the ISO 37001 QMS Assurance Officer performing the Anti-Bribery Function, the Report Receiving and Monitoring Officer (YPPA), and the Ethics & Compliance Committee (ECC).
- Requires personnel to disclose actual, potential or perceived conflicts of interest and ensures that such conflicts are assessed, documented and managed before the relevant person participates in a decision or activity.
- Requires reported, detected or reasonably suspected bribery and violations of this Policy or the ABMS to be assessed and, where appropriate, investigated confidentially, objectively and impartially.
- Applies reasonable and proportionate anti-bribery requirements, controls and commitments to Business Associates according to the nature of the relationship and the assessed bribery risk.
- Commits to the continual improvement of the ABMS. Improvement activities address the continuing suitability, adequacy and effectiveness of the System.

B. Governance, Roles and Responsibilities

B.1. Governing Body and Upper Management

Upper Management approves this Policy, ensures alignment between the Company's strategy and this Policy, receives and reviews information on the ABMS at planned intervals, requires the allocation of adequate resources and exercises reasonable oversight over implementation.

Upper Management, consisting of the Company's Chief Executive Officer and Chief Operating Officer, has executive responsibility for establishing anti-bribery objectives, integrating ABMS requirements into business processes, making resources available, communicating this Policy, promoting the anti-bribery culture, supporting reporting, preventing retaliation, ensuring that the ABMS achieves its intended results and promoting continual improvement. Upper Management reports at planned intervals to the Governing Body on the content and operation of the ABMS and on allegations of serious or systematic bribery.

Managers at every level are responsible for requiring that the ABMS is applied and complied with within their departments or functions. Upper Management ensures that decision-making delegated in areas presenting more than a low bribery risk is assigned to an appropriate level of authority and is free from actual, potential or perceived conflicts of interest. Where individuals serve in both governance and executive capacities, the responsibilities of the Governing Body and Upper Management remain functionally distinct.

B.2. ISO 37001 QMS Assurance Officer

The Company appoints the ISO 37001 QMS Assurance Officer, who performs the Anti-Bribery Function. ISO 37001 QMS Assurance Officer is provided with appropriate competence, status, authority, independence and resources and has direct and prompt access to Upper Management and the Governing Body whenever an issue concerning bribery or the ABMS must be raised.

- Coordinates the Company's anti-bribery matters and submits recommendations to the Governing Body and Upper Management concerning this Policy and any necessary amendments.
- Ensures that the ABMS conforms to ISO 37001:2025 and monitors the application of this Policy and applicable anti-bribery requirements.

- Oversees the design and implementation of the ABMS and provides advice and guidance to personnel and relevant interested parties on the ABMS and bribery-related issues.
 - Continually assesses the adequacy and effective implementation of the ABMS and reports its performance to Upper Management and the Governing Body at planned intervals and on an ad hoc basis when appropriate.
 - Receives information on the status and results of investigations, monitors relevant follow-up actions and, where appropriate, recommends improvements, corrective actions or other measures to Upper Management.
- The Anti-Bribery Function does not replace the responsibilities of the Governing Body, Upper Management, managers or personnel for ethical conduct, conformity with this Policy and the prevention, detection and response to bribery within their respective area.

B.3. Report Receiving and Monitoring Officer (YPPA)

The Report Receiving and Monitoring Officer (YPPA) receives and monitors concerns submitted through the Company's designated reporting channels, including anonymous concerns where permitted by applicable law; protects the confidentiality of reports and of persons involved to the extent required by law and procedure; and initiates the applicable assessment and investigation process when warranted.

Subject to applicable law, confidentiality requirements and the need-to-know principle, the YPPA promptly informs the ISO 37001 QMS Assurance Officer performing the Anti-Bribery Function of relevant reports and ensures that the status and results of any investigation are communicated to that function. The YPPA performs this role separately from the Anti-Bribery Function.

B.4. Ethics & Compliance Committee (ECC)

The Ethics & Compliance Committee (ECC) has the same composition as the committee established under the Company's policy for handling reports concerning violations of European Union law (whistleblowing).

Once the relevant procedure has been initiated, the ECC has the responsibility and authority to investigate reported, detected or reasonably suspected bribery and violations of this Policy or the ABMS. Investigations are conducted

objectively, impartially and confidentially by persons who are independent of the role or function under investigation and who have no actual, potential or perceived conflict of interest, with appropriate authority, resources and access to information.

Relevant personnel shall cooperate with the investigation. The status and results are reported to the ISO 37001 QMS Assurance Officer performing the Anti-Bribery Function and, as appropriate, to Upper Management and/or the Governing Body. Where findings are confirmed, appropriate disciplinary, contractual, corrective, legal or other follow-up measures are taken, including notification of competent authorities where required by law.

C. Employee Obligations

Specifically, more specifically and indicatively, personnel shall comply with the following:

- Personnel are prohibited from engaging in bribery of any kind or in conduct that could reasonably be interpreted as bribery of a third party. Personnel shall not offer, promise or provide any unlawful benefit or advantage of any kind to decision-makers in the public or private sector in order to obtain preferential treatment for the Company or improperly influence a decision in the Company's favour. If a public official or private individual encourages or requests a breach of this prohibition, the person concerned shall refuse the request and promptly report it through the designated reporting channels or to an authorized manager, in accordance with the applicable procedure.
- Suppliers, distributors or other Business Associates are prohibited from offering or promising any consideration or other advantage to personnel in order to influence them or cause Company decisions to be taken in their favour. Personnel are likewise prohibited from requesting consideration or advantages of any kind from suppliers, distributors or other Business Associates. Personnel shall avoid even the appearance that such offers could influence the Company's business decisions. Any offer, promise or provision of an improper consideration, advantage or benefit by a third party shall be refused where possible and promptly

reported through the designated reporting channels or to an authorized manager.

- Personnel shall comply with the Company's controls for gifts, hospitality, donations, sponsorships, travel, promotional expenditure and similar benefits, including all applicable approval, value, documentation and registration requirements. No such benefit may be offered, provided or accepted where it is intended, or could reasonably be perceived as intended, to improperly influence a decision.
- Personnel shall disclose actual, potential or perceived conflicts of interest as soon as they arise and before participating in any related evaluation, approval, selection, negotiation or decision.
- Personnel shall complete required awareness, training, declarations and due diligence activities; comply with financial and non-financial controls; cooperate with audits and investigations; preserve confidentiality; and not conceal, destroy or manipulate relevant information.
- Personnel may seek advice from the ISO 37001 QMS Assurance Officer when faced with a situation that may involve bribery and are expected to report attempted, suspected or actual bribery and any violation of or weakness in the ABMS. No person may retaliate against anyone for raising such a concern in good faith or based on a reasonable belief.

D. Scope of Application / General Provisions

Compliance with this Policy is mandatory and binding for all personnel of PROGNOSIS BIOTECH S.A. Relevant anti-bribery requirements also apply to Business Associates and other interested parties where appropriate, considering the bribery risk, the nature of the relationship and the applicable contractual or other commitments.

This Policy and any material amendment are approved by the Board of Directors acting as the Governing Body. The Policy is maintained as controlled documented information and is communicated to all personnel under the coordination of the ISO 37001 QMS Officer performing the Anti-Bribery Function. It is made available to relevant interested parties, published through appropriate internal and external communication channels, including the

Company's website, and communicated directly in an appropriate language to personnel and Business Associates that present more than a low bribery risk. Concerns may be submitted through the Company's designated reporting channels to the Report Receiving and Monitoring Officer (YPPA) or another authorized person in accordance with the applicable procedure. Reports are handled confidentially, may be submitted anonymously where permitted, and are protected against retaliation. Subject to applicable law and confidentiality requirements, relevant reports and the status and results of any investigation are communicated to the ISO 37001 QMS Assurance Officer performing the Anti-Bribery Function in accordance with the applicable procedures. Personnel may also contact the Officer for advice and guidance on bribery-related situations.

The Policy is reviewed at planned intervals and whenever material changes occur in the Company's context, activities, bribery risks, applicable requirements, governance arrangements or ABMS. Necessary revisions are controlled, approved and communicated.

Non-compliance may result, according to the nature and severity of the matter and applicable law, in corrective action, disciplinary action under the Company's Work Regulations, contractual remedies including suspension or termination of a business relationship, recovery of improper benefits, referral to competent authorities and other appropriate legal measures.

The Company is committed to preventing, detecting and responding to bribery and to continually improving the suitability, adequacy and effectiveness of ABMS.

Edition	Date	Description	Approval
1st	15/12/2023	Anti-Bribery Policy	12/01/2024 Upper Management Meeting
2nd	19/08/2026	Alignment with revised ISO 37001:2025	24/08/2026 Upper Management Meeting

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