

# PRENETICS GLOBAL LIMITED

## CODE OF BUSINESS CONDUCT AND ETHICS

(adopted by the Board of Directors of Prenetics Global Limited on May 10, 2022, effective upon May 18, 2022)

### 1. PURPOSE

This Code of Business Conduct and Ethics (the “**Code**”) contains general guidelines for conducting the business of Prenetics Global Limited, a Cayman Islands company, and its subsidiaries and affiliates (collectively, “**Prenetics**” or the “**Company**”) consistent with the highest standards of business ethics, and is intended to qualify as a “code of ethics” within the meaning of Section 406 of the Sarbanes-Oxley Act of 2002 and the rules promulgated thereunder. To the extent this Code requires a higher standard than required by commercial practice or applicable laws, rules or regulations, Prenetics adheres to these higher standards.

This Code is designed to deter wrongdoing and to promote:

- honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- full, fair, accurate, timely and understandable disclosure in reports and documents that Prenetics files with, or submits to, the U.S. Securities and Exchange Commission (the “**SEC**”) and in other public communications made by Prenetics;
- compliance with applicable laws, rules and regulations;
- strict prohibition of any bribes or kickbacks;
- prompt internal reporting of violations of the Code; and
- accountability for adherence to the Code.

### 2. APPLICABILITY

This Code applies to all directors, officers, employees and consultants of Prenetics, whether they work for Prenetics on a full-time, part-time, consultative or temporary basis (each, an “employee” and collectively, the “**employees**”). Certain provisions of the Code apply specifically to our chief executive officer, chief financial officer, other chief officers, senior vice presidents, vice presidents, and any other persons who perform management functions that meet certain seniority levels of Prenetics (each, a “senior employee,” and collectively, the “senior employees”). Certain provisions of the Code apply to relevant third parties in assistance with Prenetics’ business.

The Board of Directors of Prenetics (the “**Board**”) has appointed Prenetics’ Head of Legal as the Compliance Officer for Prenetics (the “**Compliance Officer**”). If you have any questions regarding the Code or would like to report any violation of the Code, please email the Compliance Officer at [compliance@prenetics.com](mailto:compliance@prenetics.com).

### 3. CONFLICTS OF INTEREST

#### *Identifying Conflicts of Interest*

A conflict of interest occurs when an employee's private interest interferes, or appears to interfere, in any way with the interests of Prenetics as a whole. An employee should actively avoid any private interest that may impact such employee's ability to act in the interests of Prenetics or that may make it difficult to perform the employee's work objectively and effectively. In general, the following are considered conflicts of interest:

- Competing Business. No employee may be employed by a business that competes with Prenetics or deprives it of any business. No employee may engage, or assist others (including family members) in engaging, any business activities that compete with Prenetics or deprive it of any business. An employee should notify Prenetics promptly if he/she knows that any of his or her family members are employed by or engaged in a competing business.
- Corporate Opportunity. No employee may use corporate property, information or his/her position with Prenetics to secure a business opportunity that would otherwise be available to Prenetics. If an employee discovers a business opportunity that is in Prenetics' line of business through the use of Prenetics' property, information or position, the employee must first present the business opportunity to Prenetics before pursuing the opportunity in his/her individual capacity.
- Financial Interests.
  - (i) No employee may have any financial interest (ownership or otherwise), either directly or indirectly through a spouse or other family member, in any other business or entity if such interest adversely affects the employee's performance of duties or responsibilities to Prenetics, or requires the employee to devote time to it during such employee's working hours at Prenetics;
  - (ii) No employee may hold any ownership interest in a privately held company that is in competition with Prenetics;
  - (iii) An employee may only hold up to 1% ownership interest in a publicly traded company that is in competition with Prenetics; provided that if the employee's ownership interest in such publicly traded company increases to more than 1%, the employee must immediately report such ownership to the Compliance Officer;
  - (iv) No employee may hold any ownership interest in a company that has a business relationship with Prenetics if such employee's duties at Prenetics include managing or supervising Prenetics' business relations with that company; and
  - (v) Notwithstanding the other provisions of this Code,
    - (a) a director or any family member of such director (collectively, "**Director Affiliates**") or a senior employee or any family member of such senior employee (collectively, "**Officer Affiliates**") may continue to hold his/her investment or other financial interest in a business or entity (an "**Interested Business**") that:
      - (1) was made or obtained either (x) before Prenetics invested in or otherwise became interested in such business or entity; or (y) before the director or senior employee joined Prenetics (for the avoidance of doubt, regardless of whether Prenetics had or had not already invested in or otherwise become interested in such business or entity at the time the director or senior employee joined Prenetics); or

- (2) may in the future be made or obtained by the director or senior employee, provided that at the time such investment or other financial interest is made or obtained, Prenetics has not yet invested in or otherwise become interested in such business or entity;

provided that such director or senior employee shall disclose such investment or other financial interest to the Board;

- (b) an interested director or senior employee shall refrain from participating in any discussion among senior employees of Prenetics relating to an Interested Business and shall not be involved in any proposed transaction between Prenetics and an Interested Business; and
- (c) before any Director Affiliate or Officer Affiliate (i) invests, or otherwise acquires any equity or other financial interest, in a business or entity that is in competition with Prenetics; or (ii) enters into any transaction with Prenetics, the related director or senior employee shall obtain prior approval from the Audit Committee of the Board.
- Loans or Other Financial Transactions. No employee may obtain loans or guarantees of personal obligations from, or enter into any other personal financial transaction with, any company that is a material customer, supplier or competitor of Prenetics. This guideline does not prohibit arms-length transactions with recognized banks or other financial institutions.
  - Service on Boards and Committees. No employee may serve on a board of directors or trustees or on a committee of any entity (whether profit or not-for-profit) whose interests could reasonably be expected to conflict with those of Prenetics. Employees must obtain prior approval from the Board before accepting any such board or committee position. Prenetics may revisit its approval of any such position at any time to determine whether an employee's service in such position is still appropriate.

The above is in no way a complete list of situations where conflicts of interest may arise. The followings are examples for the assessment of a potential conflict of interest situation not specifically addressed above:

- Is the action to be taken legal?
- Is it honest and fair?
- Is it in the best interests of Prenetics?

#### *Disclosure of Conflicts of Interest*

Prenetics requires that employees fully disclose any situations that could reasonably be expected to give rise to a conflict of interest. If an employee suspects that he/she has a conflict of interest, or a situation that others could reasonably perceive as a conflict of interest, the employee must report it immediately to the Compliance Officer. Conflicts of interest may only be waived by the Board, or the appropriate committee of the Board, and will be promptly disclosed to the public to the extent required by law and applicable rules of the stock exchange where Prenetics' ordinary shares are listed and traded (the "**Stock Exchange**").

### ***Family Members and Work***

The actions of family members outside the workplace may also give rise to conflicts of interest because they may influence an employee's objectivity in making decisions on behalf of Prenetics. If a member of an employee's family is interested in doing business with Prenetics, the criteria as to whether to enter into or continue the business relationship and the terms and conditions of the relationship must be no less favorable to Prenetics compared with those that would apply to an unrelated party seeking to do business with Prenetics under similar circumstances.

Employees should report any situation involving family members that could reasonably be expected to give rise to a conflict of interest to the Compliance Officer. For purposes of this Code, "family members" or "members of employee's family" include an employee's spouse, parents, children and siblings, whether by blood, marriage or adoption or anyone residing in such employee's home.

## **5. GIFTS AND ENTERTAINMENT**

The giving and receiving of appropriate gifts may be considered common business practice. Appropriate business gifts and entertainment are welcome courtesies designed to build relationships and understanding among business partners. However, gifts and entertainment should never compromise, or appear to compromise, an employee's ability to make objective and fair business decisions.

All employees are required to comply with the policy of Prenetics regarding gifts, meals and entertainment. Details of policies regarding gifts, meals and entertainment are set out in Anti-corruption policy.

## **5. ANTI-BRIBERY AND FCPA COMPLIANCE**

The U.S. Foreign Corrupt Practices Act ("**FCPA**") prohibits giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business. A violation of FCPA does not only violate Prenetics' policy but also constitute a civil or criminal offense under FCPA which Prenetics is subject to after the Effective Time. No employee shall give or authorize directly or indirectly any illegal payments to government officials of any country. While the FCPA does, in certain limited circumstances, allow nominal "facilitating payments" to be made, any such payment must be discussed with and approved by an employee's supervisor in advance before it can be made.

No employee shall give or authorize directly or indirectly any improper payments to any other person or entity to secure any improper advantage for Prenetics, nor shall any employee solicit any improper payment from any other person or entity in exchange for any improper advantage.

## **6. PROTECTION AND USE OF COMPANY ASSETS**

Employees should protect Prenetics' assets and ensure their efficient use for legitimate business purposes only. Theft, carelessness and waste have a direct impact on Prenetics' profitability and are strictly prohibited. Any use of the funds or assets of Prenetics, whether for personal gain or not, for any unlawful or improper purpose is strictly prohibited.

To ensure the protection and proper use of Prenetics' assets, each employee should:

- exercise reasonable care to prevent theft, damage or misuse of Prenetics' assets;
- promptly report any actual or suspected theft, damage or misuse of Prenetics' assets;
- safeguard all electronic programs, data, communications and written materials from unauthorized access; and
- use Prenetics' assets only for legitimate business purposes.

Except as approved in advance by the Chief Executive Officer or Chief Financial Officers of Prenetics, Prenetics prohibits political contributions (directly or through trade associations) by any employee on behalf of Prenetics. Prohibited political contributions include:

- any contributions of Prenetics' funds or other assets for political purposes;
- encouraging individual employees to make any such contribution; and
- reimbursing an employee for any political contribution.

## **7. INTELLECTUAL PROPERTY AND CONFIDENTIALITY**

Employees should abide by Prenetics' rules and policies in protecting the intellectual property and confidential information, including the followings:

- All inventions, creative works, computer software, and technical or trade secrets developed by an employee in the course of performing the employee's duties or primarily through the use of Prenetics' assets or resources while working at Prenetics shall be the property of Prenetics.
- Employees should maintain the confidentiality of information entrusted to them by Prenetics or entities with which Prenetics has business relations, except when disclosure is authorized or legally mandated. Confidential information includes all non-public information that might be of use to competitors, or harmful to Prenetics or its business associates, if disclosed.
- Prenetics maintains a strict confidentiality policy. During an employee's term of employment with Prenetics, the employee shall comply with any and all written or unwritten rules and policies concerning confidentiality and shall fulfill the duties and responsibilities concerning confidentiality applicable to the employee.
- In addition to fulfilling the responsibilities associated with his/her position in Prenetics, an employee shall not, without obtaining prior approval from Prenetics, disclose, announce or publish trade secrets or other confidential business information of Prenetics, nor shall an employee use such confidential information outside the course of his/her duties to Prenetics.
- Even outside the work environment, an employee must maintain vigilance and refrain from disclosing important information regarding Prenetics or its business, business associates or employees.
- An employee's duty of confidentiality with respect to the confidential information of Prenetics survives the termination of such employee's employment with Prenetics for any reason until such time as Prenetics discloses such information publicly or the information otherwise becomes available in the public sphere through no fault of the employee.
- Upon termination of employment, or at such time as Prenetics requests, an employee must return to Prenetics all of its property without exception, including all forms of medium containing confidential information, and may not retain duplicate materials.

## **8. ACCURACY OF FINANCIAL REPORTS AND OTHER PUBLIC COMMUNICATIONS**

Upon the Effective Time, Prenetics will be required to report its financial results and other material information about its business to the public and the SEC. It is Prenetics' policy to promptly disclose accurate and complete information regarding its business, financial condition and results of operations. Employees must strictly comply with all applicable standards, laws, regulations and policies for accounting and financial reporting of transactions, estimates and forecasts. Inaccurate, incomplete or untimely reporting will not be tolerated and can severely damage Prenetics and result in legal liability.

Employees should be on guard for, and promptly report, any possibility of inaccurate or incomplete financial reporting. Particular attention should be paid to:

- financial results that seem inconsistent with the performance of the underlying business;
- transactions that do not seem to have an obvious business purpose; and
- requests to circumvent ordinary review and approval procedures.

Prenetics' Chief financial officers and all employees working in the finance department have a special responsibility to ensure that all of Prenetics' financial disclosures are full, fair, accurate, timely and understandable. Any practice or situation that might undermine this objective should be reported to the Compliance Officer.

Employees are prohibited from directly or indirectly taking any action to coerce, manipulate, mislead or fraudulently influence Prenetics' independent auditors for the purpose of rendering the financial statements of Prenetics materially misleading. Prohibited actions include but are not limited to:

- issuing or reissuing a report on Prenetics' financial statements that is not warranted in the circumstances (due to material violations of IFRS, the International Financial Reporting Standards or other professional or regulatory standards);
- not performing audit, review or other procedures required by generally accepted auditing standards or other professional standards;
- not withdrawing an issued report when withdrawal is warranted under the circumstances; or
- not communicating matters required to be communicated to Prenetics' Audit Committee.

## **9. COMPANY RECORDS**

Accurate and reliable records are crucial to Prenetics' business and form the basis of its earnings statements, financial reports and other disclosures to the public. Prenetics' records are a source of essential data that guides business decision-making and strategic planning. Company records include, but are not limited to, booking information, payroll, timecards, travel and expense reports, e-mails, accounting and financial data, measurement and performance records, electronic data files and all other records maintained in the ordinary course of business.

All Company records must be complete, accurate and reliable in all material respects. There is never an acceptable reason to make false or misleading entries. Undisclosed or unrecorded funds, payments or receipts are strictly prohibited. An employee is responsible for understanding and complying with Prenetics' recordkeeping policy. An employee should contact the Compliance Officer if he/she has any questions regarding the recordkeeping policy.

## **10. COMPLIANCE WITH LAWS AND REGULATIONS**

Prenetics expects all employees to adhere to these standards. Each employee is separately responsible for his/her actions. Conduct that violates the law or this Code cannot be justified by claiming that it was ordered by a supervisor or someone in higher management positions. If an employee engages in conduct prohibited by the law or this Code, such employee will be deemed to have acted outside the scope of his/her employment. Such conduct will subject the employee to disciplinary action, including termination of employment.

Each employee has an obligation to comply with the laws of the cities, provinces, regions and countries in which Prenetics operates. This includes, without limitation, laws covering commercial bribery and kickbacks, patent, copyrights, trademarks and trade secrets, information privacy, insider trading, offering or receiving gratuities, employment harassment, environmental protection, occupational health and safety, false or misleading financial information, misuse of corporate assets and foreign currency exchange activities. Employees are expected to understand and comply with all laws, rules and regulations that apply to their positions at Prenetics. If any doubt exists about whether a course of action is lawful, the employee should seek advice immediately from the Compliance Officer.

## **11. DISCRIMINATION AND HARASSMENT**

Prenetics is firmly committed to providing equal opportunity in all aspects of employment and will not tolerate any illegal discrimination or harassment based on race, ethnicity, religion, gender, age, national origin or any other protected class. Any comment or conduct related to sexual harassment is also strictly forbidden. For further information, employees should consult the Compliance Officer.

## **12. FAIR DEALING**

Each employee should endeavor to deal fairly with Prenetics' customers, suppliers, competitors and employees. No employee should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice.

## **13. HEALTH AND SAFETY**

Prenetics strives to provide employees with a safe and healthy work environment. Each employee has responsibility for maintaining a safe and healthy workplace for other employees by following environmental, safety and health rules and practices and reporting accidents, injuries and unsafe equipment, practices or conditions. Violence or threats of violence are not permitted.

Each employee is expected to perform his/her duty to Prenetics in a safe manner, not under the influence of alcohol, illegal drugs or other controlled substances. The use of illegal drugs or other controlled substances in the workplace is prohibited.

## **14. VIOLATIONS OF THE CODE**

A copy of this Code will be furnished to all current and newly hired employees.

All employees have a duty to report any known or suspected violation of this Code, including any violation of laws, rules, regulations or policies that apply to Prenetics. Reporting a known or suspected violation of this Code by others will not be considered an act of disloyalty, but an action to safeguard the reputation and integrity of Prenetics and its employees.

If an employee knows of or suspects a violation of this Code, it is such employee's responsibility to immediately report the violation to the Compliance Officer, who will work with the employee to investigate his/her concern. All questions and reports of known or suspected violations of this Code will be treated with sensitivity and discretion. The Compliance Officer and Prenetics will protect the employee's confidentiality to the extent possible, consistent with the law and Prenetics' need to investigate the employee's concern.

It is Prenetics' policy that any employee who violates this Code will be subject to appropriate discipline, including termination of employment, based upon the facts and circumstances of each particular situation. An employee's conduct, if it does not comply with the law or with this Code, can result in serious consequences for both the employee and Prenetics.

Prenetics strictly prohibits retaliation against an employee who, in good faith, seeks help or reports known or suspected violations. An employee inflicting reprisal or retaliation against another employee for reporting a known or suspected violation will be subject to disciplinary action, including termination of employment.

**15. WAIVERS OF THE CODE**

Waivers of this Code will be granted on a case-by-case basis and only in extraordinary circumstances. Waivers of this Code may be made only by the Board, or the appropriate committee of the Board, and may be promptly disclosed to the public if so required by applicable laws and regulations and rules of the Stock Exchange.

**16. COMPLIANCE REPORTING AND ROLE OF COMPLIANCE OFFICER**

If you have any questions or concerns regarding the code, you should speak to your supervisor or Prenetics' Compliance Officer. The Policy cannot and is not intended to cover every aspect of governing anti-corruption laws or provide answers to all questions that might arise. Accordingly, Prenetics encourages each employee to seek guidance from the appropriate legal and compliance personnel within Prenetics on the appropriate course of conduct regarding issues arising under the Code.

This Code contains general guidelines for conducting the business of Prenetics consistent with the highest standards of business ethics. If employees have any questions about these guidelines, they should contact the Compliance Officer. Prenetics has established an email address [compliance@prenetics.com](mailto:compliance@prenetics.com) to receive questions or reports of potential policy violations on a confidential basis. All submitted questions and reports will be accessed only by Prenetics' Legal/Compliance personnel, and will be shared with designated employees or external advisors only as necessary to evaluate and respond to the questions or reports received. Company policy strictly prohibits retaliation against any employee who reports a potential compliance issue in good faith.

**17. REVIEW AND MODIFICATION TO POLICY**

The Compliance Officer or Company Secretary shall review the implementation of this Policy. In particular, terms and references that reflect legal and regulatory requirements or Listing Rules as they currently exist will be deemed to be modified as and to the extent those requirements change.

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