



Oculus Holding SA

Code of Business Conduct and Ethics

The Board of Directors (the “**Board**”) of Oculus Holding AG (“**Oculus**”) has approved this Code of Business Conduct and Ethics (this “**Code**”) effective as of March 2, 2023. This Code sets forth legal and ethical standards of conduct for Oculus’ officers, employees and members of the Board (together, the “**Representatives**”). It may be incorporated in other contractual relationships (e.g., with consultants). The objective of this Code is to aid the Representatives in making ethical and legal decisions when conducting Oculus’ business and performing their day-to-day duties.

The Board has delegated day-to-day responsibility for administering and interpreting this Code to the Chief Executive Officer, who serves as the “**Code Compliance Officer**”.

Oculus expects its Representatives to exercise reasonable judgment when conducting Oculus’ business. Oculus encourages Representatives to refer to this Code frequently to ensure they are acting within both the letter and the spirit of this Code. Oculus understands that this Code will not contain the answer to every situation a Representative may encounter or every concern a Representative may have about conducting Oculus’ business ethically and legally. In these situations, or if a Representative otherwise has questions or concerns about this Code, Oculus encourages the Representative to speak with his or her supervisor, the Code Compliance Officer, or anyone in Oculus’ management whom the Representative feels comfortable approaching. A member of the Board who encounters an uncertain situation or who otherwise has questions or concerns about this Code should speak with the Chair of the Board, the Chair of the Audit Committee of the Board (the “**Audit Committee**”) or the Code Compliance Officer.

This Code does not reduce, limit or otherwise modify the other obligations that Oculus’ Representatives may have to Oculus. Instead, the provisions of this Code should be viewed as the minimum standards that Oculus expects from its Representatives in the conduct of Oculus’ business.

This Code shall be posted on the Oculus website at <https://oculus.com>.

STANDARDS OF CONDUCT

Conflicts of Interest and Related Person Transactions:

A conflict of interest may exist where the interests or benefits of one person or entity conflict or appear to conflict with the interests of the Company. As a matter of policy, and subject to compliance with applicable law, the Company assumes and expects unqualified loyalty to the interests of the Company on the part of each person subject to this Code. In the course of service to the Company, each Representative must be under no influence that may cause such person to serve his or her own or someone else’s interests ahead of the Company’s interests. The intent of this policy is to avoid situations involving an appearance of conflict or of unethical conduct. Accordingly, the mere appearance or possibility of a conflict of interest is as important to avoid as an actual conflict of interest.

A conflict of interest may arise in many situations. We cannot list them all in this Code. However, some examples include:

- serving as a director, employee or contractor for a company that has a business relationship with the Company or is a competitor of the Company;
- having a financial interest in a competitor, supplier or customer of the Company, other than holding a direct interest of less than a 1% in the equity of a publicly traded company;
- receiving something of material value from a competitor, supplier or customer of the Company beyond entertainment or nominal gifts in the ordinary course of business, such as a meal or logo wear;
- being asked to present at a conference where the conference sponsor has a real or potential business relationship with the Company (as a vendor, customer or investor, for example), and the sponsor offers travel or accommodation arrangements or other benefits materially in excess of our standard benefits; or
- directly or indirectly using for personal gain, rather than for the benefit of the Company, an opportunity that you discovered through your role with the Company.

Evaluating whether a conflict of interest exists can be difficult and may involve a number of considerations. We encourage you to seek guidance from your line manager and the human resources or legal departments when you have any questions or doubts.

If you are aware of an actual or potential conflict of interest, or are concerned that a conflict might develop, please discuss with your line manager and then obtain approval from our Code Compliance Officer and/or the Chair of the Audit Committee or any person having succeeded either of them in this function, before engaging in that activity or accepting something of value.

Each Representative is responsible for compliance with the guidelines in the Organizational Rules of Oculis Holding AG and the Oculis Holding AG Related Person Transactions Policy, as applicable.

Compliance with Laws, Rules and Regulations (including Insider Trading Laws):

Oculus seeks to conduct its business in compliance with both the letter and the spirit of applicable laws, rules and regulations. Oculus requires that all Representatives comply with all laws, rules and regulations applicable to Oculus wherever it does business. No Representative shall engage in any unlawful activity in conducting Oculus' business or in performing his or her day-to-day duties, nor shall any Representative instruct others to do so.

If a Representative becomes aware of a known or potential violation of any law, rule or regulation by Oculus, whether by a Representative or any third party doing business on behalf of Oculus, it is the responsibility of such Representative to promptly report the matter to the Chair of the Board, the Chair of the Audit Committee or the Code Compliance Officer.

Matters relating to insider trading shall be governed by the Oculus Holding AG Insider Trading Policy.

Protection and Proper Use of Oculus' Assets:

Loss, theft and misuse of Oculus' assets have a direct impact on Oculus' business and profitability, and such actions are prohibited. Representatives are expected to protect Oculus' assets that are entrusted to them. Representatives are also expected to take steps to ensure that Oculus' assets are used only for legitimate business purposes. Any suspected incident of fraud or theft should immediately be reported to a Representative's supervisor or the Code Compliance Officer.

Corporate Opportunities:

Representatives owe a duty to Oculus to advance Oculus' legitimate business interests when the opportunity arises. Each Representative is prohibited from:

- directly or indirectly diverting to himself, herself or others any opportunities discovered through the use of Oculus' property or information, or as a result of his or her position within Oculus;
- using Oculus' property, information, or his or her position within Oculus for improper personal gain; or
- competing with Oculus' business.

Confidentiality:

Confidential information generated and gathered in Oculus' business plays a vital role in Oculus' business, prospects and ability to compete. "Confidential information" includes all non-public information that might be of use to competitors or harmful to Oculus or its customers if disclosed. Representatives shall use confidential information solely for legitimate company purposes. They may not disclose or distribute confidential information entrusted to them by Oculus or other companies, including Oculus' suppliers and customers, unless disclosure is authorized by a supervisor or the Code Compliance Officer or is required by applicable law, rule or regulation or pursuant to an applicable legal proceeding. Representatives must return all of Oculus' confidential information in their possession to Oculus when they cease to serve as a Representative of Oculus.

Matters relating to the selective disclosure of material nonpublic information shall be governed by the Oculis Holding AG Corporate Disclosure Policy.

*Honest and Ethical Conduct
and Fair Dealing:*

Oculis' policy is to promote high standards of integrity by conducting its affairs honestly and ethically. Each Representative must endeavor to deal ethically and lawfully with Oculis' customers, suppliers, partners, service providers, competitors, employees and consultants, as well as with anyone else with whom he or she has contact in the course of performing his or her day-to-day duties and in all business dealings on Oculis' behalf. No Representative should take unfair advantage of another person in business dealings on Oculis' behalf through the abuse of privileged or confidential information or through improper manipulation, concealment or misrepresentation of material facts. Be aware that the U.S. Federal Trade Commission Act provides that "unfair methods of competition in commerce, and unfair or deceptive acts or practices in commerce, are declared unlawful." It is a violation of such act to engage in deceptive, unfair or unethical practices and to make misrepresentations in connection with sales activities.

*Accuracy of
Books and Records:*

The integrity, reliability and accuracy of Oculis' books, records and financial statements are fundamental to Oculis' business success. No Representative may cause Oculis to enter into a transaction with the intent to document or record the transaction in a deceptive or unlawful manner. In addition, no Representative may create any false or artificial documentation or book entry for any transaction entered into by Oculis. Similarly, officers and employees who have responsibility for accounting and financial reporting matters have a responsibility to record accurately all funds, assets and transactions on Oculis' books and records and, to the extent of his or responsibilities, ensure that he or she does not commit or condone any financial misconduct relating to finances, accounting, internal accounting controls, or auditing matters, including, without limitation, the following types of conduct:

- fraud, deliberate error or gross negligence or recklessness in the preparation, evaluation, review or audit of any financial statement of the Company;
- fraud, deliberate error or gross negligence or recklessness in the recording and maintaining of the Company's financial records;
- deficiencies in, or noncompliance with, the Company's internal accounting controls;
- misrepresentation or false statement to management, regulators, the outside auditors or others or by a senior officer, accountant or other employee regarding a matter contained in the financial records, financial reports or audit reports of the Company; or

- deviation from full and fair reporting of the Company's results or financial condition.

Accounting and Auditing Matters:

Any complaints relating to accounting or auditing matters shall be governed by the Oculis Holding AG Whistleblower Policy for Accounting and Auditing Matters.

REPORTING CONCERNS

Obligation to Report:

Each Representative is required to ask questions, seek guidance and report known or suspected violations of this Code and express concerns regarding compliance with this Code and other policies and procedures of Oculis, as well as any known or suspected violations of applicable laws, rules or regulations arising in the conduct of Oculis' business or occurring on Oculis' property. Any Representative who knows or believes that an individual within Oculis or other Representative of Oculis has engaged or is engaging in Oculis-related conduct that violates this Code should report such information promptly, pursuant to the procedures described below. All reports of misconduct or wrongdoing will be handled in a manner that protects the privacy of the individual reporting the matter to the greatest extent possible. The Company will not retaliate against any individual for filing a good-faith concern regarding non-compliance with this policy. The Company will not retaliate against any individual participating in the investigation of any such complaint either. Finally, the Company will not permit any such retaliation by any manager or executive officer, or by any company with which we contract.

Reporting Channels:

To report violations of this Code, Oculis encourages the Representative to speak with the Code Compliance Officer, anyone in Oculis' management or the Chair of the Board.

COMPLIANCE PROCEDURES

Monitoring Compliance:

Oculis' officers, under the supervision of the Board or, in the case of accounting, internal accounting controls or auditing matters, the Audit Committee, shall be responsible for monitoring compliance with this Code. Oculis' officers shall report to the Board or the Audit Committee, as appropriate, on compliance efforts.

Enforcement:

Any reported violations of this Code will be investigated and enforced by the Code Compliance Officer and reported to the Audit Committee.

Disciplinary Actions:

Failure to comply with the standards outlined in this Code may result in disciplinary action, including counseling, oral or written reprimands, warnings, probation or suspension with or without pay, demotions, reductions in salary, termination of employment or service, and restitution. Certain violations of this Code may require Oculis to refer the matter to appropriate governmental or regulatory authorities for investigation or prosecution. Moreover, any supervisor who directs or approves of any conduct in violation of this Code, or who has knowledge of such conduct and does not immediately report it, also will be subject to disciplinary action.

Waivers:

While some of the policies contained in this Code must be strictly adhered to and no exceptions can be allowed, in other cases exceptions may be appropriate.

- A non-officer employee who believes that a waiver of any of these policies is appropriate in his or her case should contact his or her supervisor, who must then contact the Code Compliance Officer, anyone in Oculis' management or the Chair of the Board. A waiver of this Code for the benefit of such non-officer employee will not be effective unless the approval of the Code Compliance Officer, anyone in Oculis' management or the Chair of the Board is obtained.
- A director or officer who believes that a waiver of any of these policies is appropriate in his or her case should contact the Chair of the Board. A waiver of this Code for the benefit of a director or officer will not be effective unless approved by the Board.

GENERAL

*Administration and
Amendment:*

This Code shall be administered and interpreted by the Board and may be amended or repealed by the Board.

Dissemination:

This Code shall be distributed to each representative of Oculis upon its adoption by the Board and to each subsequently hired officer, employee or subsequently elected director upon commencement of his or her employment or directorship with Oculis.