

ViQi, Inc Code of Conduct

March 2023

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Why does the ViQi Code of Conduct exist?

As a company in the life science sector that at times handles sensitive patient information, we are subject to the highest standards of ethical conduct and behavior. Our values and standards help us make decisions in our daily work and demonstrate that we take our legal and ethical responsibilities seriously.

Who is Expected to Follow the ViQi Code of Conduct?

This document applies to all employees, senior managers, and board of directors, as well as temporary service workers and independent contractors. We also expect that third parties working on our behalf will follow similarly high ethical standards.

Introduction

Our Mission and Values

We exist so scientists have the ability to leverage computational resources to more easily gain insights from image based data for a positive societal impact.

—ViQi, Inc. Mission Statement

ViQi operates in a highly technical field that is leveraging the market's need for greater integration between computer science, life science, data science & AI/ML, and imaging, with an emphasis on life science. This interdisciplinary approach not only increases accessibility of image processing to all researchers and developers but also leads to improved speed, agility, and outcomes.

Below are the values we ascribe to in carrying out our work and our company mission:

Core Values	Aspirational Values	Permission to Play Values
<ul style="list-style-type: none">● Good societal value● Treat our employees well and equitably● Diligence in pursuit of the best possible	<ul style="list-style-type: none">● Customer centric● Clarity on goals and optimize operational efficiency● Listen to each other	<ul style="list-style-type: none">● Respect for the mission, company, and employees● Honesty & Integrity● Productive work

solution	<ul style="list-style-type: none"> • Build a diverse workplace 	<ul style="list-style-type: none"> • Willing to contribute in any way - minimal ego • Engage in objective reality
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The importance of integrity and compliance

Integrity and compliance are vital to ViQi’s success – and the success of our customers. Our integrity, reputation, and brand are in the hands of not only our employees, but also our partners and collaborators.

No matter the role, it is important to follow ViQi’s values, to follow directives and guidelines identified in our Standard Operating Processes (SOPs) and policies, and to comply with all laws and regulations that apply to ViQi’s business.

Always use good judgment in your work. If you have questions about interpreting or applying the SOPs, policies, or laws and regulations applicable to ViQi, don’t guess. Ask for help. It’s your responsibility to consult your managers or senior leadership if you’re not sure. If you violate ViQi SOPs, policies, or the law, ViQi may take any action regarding your employment, including termination of employment, subject to applicable law. Failing to comply with laws could also result in fines, lawsuits, loss of business privileges and, in some cases, imprisonment.

Reporting / Speaking Up

Our integrity depends upon the conduct of our colleagues and partners; we have a responsibility to do the right thing.

If you are aware of or suspect a violation has occurred, you have a duty to seek guidance or report the concern. We encourage you to raise questions or concerns first to your manager, if you are comfortable doing so, or by contacting Human Resources, Compliance, or Legal. Managers who identify a violation must immediately inform Human Resources, Compliance, or Legal. ViQi will make every reasonable effort to protect your identity if you wish to remain anonymous, except as required by law or as necessary to conduct an investigation. Please bear in mind that, providing your name along with a report will assist any investigation that follows and help ensure that the Company may more fully investigate and address your concerns.

Kathy Yeung, CEO	E-mail: kathy@vqiqai.com
Kris Kvilekval, President	E-mail: kris@vqiqai.com

TriNet	E-mail: connect360@trinet.com Phone: 800.638.0461 Monday - Friday, 3:00 a.m.-9:00 p.m. PT
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Anti-Retaliation

ViQi does not tolerate retaliation against anyone who raises a concern. If you believe your rights have been infringed upon or you see retaliation happen to someone else, report to your manager or to another internal resource. ViQi will investigate allegations and will take action when appropriate to remedy any adverse impact on someone's rights.

The Workplace

Living our values

At ViQi, our goal is to create positive impacts for people, society, and business, while mitigating risk and preventing harm. To accomplish this, we must prioritize communication, clarity, and accountability across all aspects of ViQi's business.

As employees, we need to know and follow the code of conduct and company policies that apply to our jobs, ask questions when we are unsure of the right course of action, and/or speak up when we see or suspect misconduct.

Leaders and Managers are expected to set high expectations for employees and lead by example, foster an open-door culture where employees feel comfortable asking questions and reporting concerns, be alert to possible misconduct in the workplace, and promote ethics and compliance through continued learning opportunities.

How we treat one another

ViQi promotes equal opportunity in its hiring practices, makes recruiting decisions based solely on job related criteria and does not use forced labor. All employees are entitled to work in an environment that is free of harassment, bullying and discrimination, whether based on race, color, religion, gender, gender identity or expression, sexual orientation, pregnancy, national origin, genetics, disability, age or any other factors that are unrelated to ViQi's legitimate business interests. Harassment, bullying and discrimination take many forms, including:

- Unwelcome remarks, gestures or physical contact
- The display or circulation of offensive, derogatory or sexually explicit pictures or other materials, including by email and on the Internet
- Offensive or derogatory jokes or comments (explicit or by innuendo)

- Verbal or physical abuse or threats

Diversity

ViQi engages top industry talent to drive our company's long-term success. We benefit from the creativity and innovation of employees with different experiences, perspectives, and cultures working together.

ViQi actively creates and promotes an environment that is inclusive of all people and their unique abilities, strengths and differences, and promotes diversity as a strategic and competitive business advantage for the company. We respect diversity in each other, our customers and suppliers and all others with whom we interact.

Drugs & Alcohol

ViQi is committed to maintaining a safe and professional work environment. Substance abuse poses serious risks to the health and safety of our employees. With this in mind, the possession, sale, offering, or use of illicit drugs, misuse of medications or controlled substances, or excessive use of alcohol that impairs your judgment is prohibited in the workplace, including any Company-related meetings or events.

Data Privacy

ViQi is committed to protecting the confidentiality of personally identifiable information. We aim to comply with all legal requirements and policies that apply to the collection, use, and retention of personally identifiable information. This includes, but is not limited to, personal information of employees, job applicants, customers, stakeholders, and other interested parties.

All ViQi employees must respect and protect the personal information to which you are granted access, in a manner consistent with applicable laws and our policies and procedures. Access to any personal data should be limited to appropriate employees.

Personal information learned about others as part of your job at ViQi should remain confidential and disclosed only for legitimate business purposes. If you know or suspect a data breach has occurred, please contact the Legal or Quality Departments immediately.

Business Practices

Conflict of Interest

A conflict of interest exists when a personal interest or activity interferes or appears to interfere with the duties that you perform at, or owe to, ViQi. A conflict of interest may unconsciously

influence even the most ethical person and the mere appearance of a conflict may cause an employee's acts or integrity to be questioned.

Potential conflicts of interest must be disclosed to the employee's manager, who will contact the Head of Quality or CEO. Members of the Board of Directors should disclose actual, potential or apparent conflicts of interest to the CEO.

Some examples of situations in which conflicts of interest may arise:

- Being employed by or operating a firm, including consulting, that does or desires to do business with ViQi or that competes with ViQi
- Making a substantial direct investment in such a firm (by you or a member of your immediate family)
- Acting on behalf of anyone besides ViQi in any transaction with ViQi (for example, helping someone sell products and/or services to ViQi)
- Engaging personally in transactions in which ViQi has an interest

Gifts & Entertainment

A gift or favor should not be accepted or given if it might create a sense of obligation, compromise your professional judgment or create the appearance of doing so. In deciding whether a gift is appropriate, you should consider its value and whether public disclosure of the gift would embarrass you or ViQi.

A gift of money should never be given or accepted. A gift of nominal value may be given or accepted if it is a common business courtesy. Employees may offer or accept meals and entertainment if they are reasonable and customary, appropriate, occur infrequently and are not expensive.

Trading items of value with other businesses is strictly prohibited. ViQi prohibits offering, giving, soliciting or receiving any form of bribe or inducement. There are serious penalties for engaging in this.

Partnerships with the Government

ViQi policy is to deal honestly and fairly with government authorities and to comply with valid governmental requests and processes. Payments made to any foreign agent or government official must be lawful under the laws of the United States and the foreign country.

Payments by or on behalf of ViQi to foreign agents or government officials should always be strictly for services rendered and should be reasonable in amount given the nature of those services.

It is against ViQi's policy (and may be a breach of law) to offer or make a payment or gift of any kind in order to facilitate a local process or to influence a local government official. Under no

circumstances may a partner make payments in violation of the law or to induce a government official to do business with ViQi.

If you are contacted by a government or regulatory representative and asked to provide information or submit to an inspection, you should inform your manager immediately. Your manager will take appropriate actions or contact senior management.

We must be truthful and straightforward in our dealings with the government and may not direct or encourage another partner or anyone else to provide false or misleading information to any government official or representative. Partners must not direct or encourage anyone to destroy records relevant to an investigation.

Certain partners will be notified and trained on a regular basis for the purposes of compliance with relevant federal laws, including those regarding lobbying disclosure, anti-bribery and anti-corruption.

Working with Suppliers

ViQi works with many suppliers worldwide, purchasing both for its internal use and in support of client engagements. In general, all purchases from suppliers must be negotiated, signed, recorded in ViQi's quality management system, with annual or biannual reviews.

Dealing with Competitors

Competition laws, also known as monopoly, antitrust, fair trade or cartel laws, are intended to prevent interference with the functioning of a competitive market system and exist in almost all countries where we do business. Prohibited conduct may include: colluding with others to fix prices or divide territories, illegally monopolizing an industry, or unlawfully abusing a dominant position.

Sales Practices and Advertising

ViQi competes on the merits of our products and services in all sales and advertising. Our communications with our customers or potential customers must be truthful and accurate. When we say something about our products and services, we must be able to substantiate it. We sell the quality of what we do; we do not disparage our competitors.

Social Media

ViQi recognizes that social media provides a forum to advance our business interests and offers opportunities for communication and collaboration with the Community.

Only authorized personnel who have received management approval are permitted to use social media on behalf of ViQi for business-related communications, and only as long as such usage is

in compliance with applicable law, established policies and this Code. ViQi understands that our employees may have personal social media accounts independent of their role with ViQi. While using social media as an individual, it is essential that you:

- Maintain confidentiality related to ViQi proprietary information
- Respect all applicable laws, regulations, and policies
- Represent yourself accurately
- Express only your opinion
- Be honest and accurate when posting information
- Do not link to ViQi's website
- Do not post or share product information or company materials without written permission from ViQi
- Refrain from activity that suggests or implies you are acting on behalf of ViQi
- Avoid posting information that might be construed in a way that would damage ViQi's reputation
- Do not give advice about a medical condition or share medical information with others
- Do not register on social media with your ViQi email address
- Immediately report any adverse event or side effect associated with an ViQi product

Our Responsibilities

Confidential Information

ViQi information should be used only for company purposes and should not be disclosed to anyone outside of the company. ViQi's proprietary information and intellectual property are ViQi assets. They are the result of the hard work and innovation of those who currently work or have worked at ViQi, and they give ViQi its competitive advantage.

Some ViQi proprietary information is confidential; often, such information is also subject to copyright, patent, trademark, trade secret or other intellectual property or legal rights. You may not share ViQi confidential information with, or accept confidential information from, another party unless your manager has approved it and ViQi and the other party have signed a confidentiality or other suitable agreement approved by Counsel. Improper disclosure of ViQi proprietary or confidential information could threaten ViQi's competitive advantage.

Intellectual Property

ViQi employees have access to, and may develop, ViQi intellectual property. As an employee, the things you create for ViQi belong to the company. This includes inventions, discoveries, ideas, improvements, software programs, design and works of authorship. This work product is ViQi property if it is created or developed, in whole or in part, on company time, as part of your duties or through the use of company resources or information. Employees must promptly

disclose to ViQi, in writing, any such work product and cooperate with the company's efforts to obtain protection for ViQi.

To ensure that ViQi receives the benefit of work done by outside consultants, it is essential that an appropriate written agreement or release be in place before any work begins.

Using Open Source Software

ViQi employees are encouraged to participate in open source projects and in the past have been some of the top contributors to many open source projects. Open source software is used widely in ViQi solutions and services. Terms of certain open source licenses impose obligations on solutions that include that open source software. In this regard, proper care must be exercised to prevent inadvertent licensing of a solution's proprietary code under an open source license.

Cloud Deployment, quality, and scalability

We know that achieving our goal of becoming a leading global imaging and AI/ML company starts with ensuring the quality of our services and solutions. ViQi recognizes that our clients rely on our services and solutions to improve the development of therapeutic compounds and the management of patient data affected by certain conditions. We must maintain this trust by adhering to strict quality control standards in the development, validation, deployment, and scalability of our cloud based operations.

We are committed to maintaining a comprehensive quality assurance and control program to support our compliance with internationally recognized Good Practice quality guidelines (GxP), especially Software Development, Validation Lifecycle, Good Laboratory Practice (GLP) and Good Clinical Practice (GCP). Furthermore, we require the same level of quality commitment from our suppliers and business partners who provide services for the Company.

Timely reporting of any potential quality concerns is critical to ensuring the integrity of our products. Any potential quality issues or concerns must be reported to the Quality Assurance, Legal or Compliance Departments.

Hallie Greene, Quality Manager	E-mail: hallie@viqiai.com
Kris Kvilekval, Quality Assurance	E-mail: kris@viqiai.com
Suggest or Report a Quality Event	Form: https://viqiai.com/viqi-quality-event

Use and Retention of Company Records

ViQi employees will manage information in such a way that supports the needs of the business while ensuring efficiency, security and compliance with any legal or regulatory requirements. This standard applies to records maintained in all forms at ViQi, including paper and electronic. There are strict rules relating to the processing and handling of private and secret information. This includes collecting, storing, using, amending, disclosing and destroying information.

- Records must always be prepared accurately and reliably, and stored properly.
- Records must accurately and fairly reflect, within ViQi normal accounting and reporting systems, all required transactions and other events.
- There cannot be any unrecorded company funds, assets or any other type of “off the books” accounts, no matter what the reason for such accounts.

You must not knowingly destroy or discard information that is subject to a legal hold. Records relevant to a legal action cannot be destroyed or discarded and must be preserved. If ViQi receives a subpoena (or other form of legal order), a request for records or other legal papers, or if we have reason to believe that such a request or demand is likely, the company policy is to retain all information that is relevant to the matter.

Books and Records

All partners must ensure the accuracy and integrity of ViQi’s corporate records. This includes reliability and accuracy of books and records, as well as full, fair, accurate, timely and understandable public disclosure.

The books of account, financial statements and records of ViQi should be maintained in accordance with the requirements of law and generally accepted accounting principles. All of ViQi’s assets and liabilities should be properly recorded in its books, and revenues and costs must be recorded in the right time periods.

Financial Accounting, Internal Controls, and Auditing Matters

Concerns regarding accounting, internal accounting controls, or auditing matters should be promptly reported to Senior Management or members of the Board of Directors. Reports may be made anonymously and will be treated in a confidential manner. Depending on how they are classified, reports of this nature will be routed to senior management or the general counsel.

Environmental Welfare

Being a good environmental neighbor is of the utmost importance to ViQi. We comply with all environmental laws, rules, and regulations, and work to reduce any negative impact our operations can have on the environment. Our goal is to manage our business in a manner that is sensitive to the environment and conserves natural resources. We expect that ViQi employees will take an active role in identifying new ways to help reduce our overall footprint.

Our Industry

Compliance with Laws and Regulations

ViQi is committed to full compliance with the laws, rules and regulations of the countries in which it operates, including (but not limited to) those listed below. You must comply with all applicable laws, rules and regulations when performing your duties.

Federal Anti-Kick Statute (AKS)	Prohibits knowingly and willfully offering, paying, soliciting, or receiving anything of value to induce or reward purchasing or recommending any item or service that is reimbursable under federal healthcare programs (e.g., Medicare, Medicaid, Veterans Affairs)
U.S. Foreign Corrupt Practices Act (FCPA)	Prohibits U.S.-based companies from making payments or any in-kind transfers of value to a foreign government employee in order to obtain or retain business or favorable treatment; requires companies keep accurate books and records of financial transactions and implement a system of internal accounting controls
The Federal Food, Drug, and Cosmetic Act (FDCA)	Empowers the FDA to oversee activities related to food, drugs, and cosmetics, including Clinical Trials, the drug approval process, safety reporting, manufacturing, advertising, and promotion
Privacy Laws	Protect Patients from unauthorized collection, use, and disclosure of their Personal Sensitive Information or Protected Health Information (PHI); applicable regulations include the Health Insurance Portability and Accountability Act (HIPAA), the California Consumer Protection Act (CCPA), and the General Data Protection Regulation (GDPR)

When you think a conflict exists between a ViQi SOP or policy and an applicable law, rule or regulation, or if you have a question concerning the legality of your or other partners' conduct, you should consult with your manager or senior management.

The SOPs and policies stated in ViQi's quality management system are not all the applicable ViQi standards and policies nor are they a comprehensive or complete explanation of the laws that are applicable to ViQi and its partners in any particular country. All ViQi employees have a continuing obligation to familiarize themselves with applicable laws relating to their job responsibilities and all ViQi's policies. Breach of ViQi's SOPs, ViQi's policies, or the law may give rise to disciplinary action up to, and including, dismissal.

The standards and policies discussed herein may be amended from time to time. Employees should access the ViQi Code of Conduct posted at <https://viqiai.com/resources> for the most current version.

Interactions with Healthcare Professionals (HCPs)

ViQi's mission is to help scientists improve societal impact by developing innovative, next-generation life science solutions. To achieve this goal, we engage with HCPs to provide truthful, accurate, non-misleading information about our products and to provide bona fide services to ViQi in a manner that is ethical, transparent, and in compliance with applicable laws and regulations.

Our interactions with HCPs may include education and training, collaboration, product development, and research & development, among others. ViQi only engages HCPs for legitimate business, scientific, or medical needs. ViQi's continued success is based on the merits of our products, not on unethical or illegal business practices. ViQi employees interacting with HCPs are expected to comply with applicable laws, regulations, and industry guidance as outlined in this Code, and should ensure that HCP interactions serve a legitimate business purpose, do not interfere (or give the appearance of interfering) with an HCP's independent judgment, and do not provide (or appear to provide) any value or benefit intended to inappropriately persuade HCPs to prescribe or otherwise promote the use of our products.

Fair competition

Fair competition laws are intended to promote vigorous competition in a free market. It is in ViQi's best interest to promote free and open competition.

When conducting ViQi business, all employees must:

- Not discuss pricing, production or markets with competitors
- Not set resale prices with customers or suppliers
- Always present ViQi services and products in a manner consistent with our core values
- Not induce a third party to breach an existing agreement

- Never act in a manner that could be seen as an attempt to exclude present or potential competitors or to control market prices