



## CONFIDENTIALITY POLICY

### PREAMBLE

This confidentiality policy (the “**Confidentiality Policy**”) refers to the handling, disclosure, and storage of confidential information that MedinCell holds during the course of everyday business. People working at or for MedinCell will unavoidably receive and handle confidential information about clients, partners and the company itself.

This Confidentiality Policy applies to all employees and individual independent contractors (“**Personnel**”) working at MedinCell (“**MedinCell**”).

This Confidentiality Policy is intended to provide all Personnel working at MedinCell with a basic understanding of their responsibilities to protect and safeguard Confidential Information (as defined below) to which they have access as a result of their employment/engagement.

### 1 WHAT IS CONFIDENTIAL INFORMATION

Security and confidentiality of Confidential Information is of the utmost importance of MedinCell. It is the responsibility of every Personnel to respect and maintain the security and confidentiality of Confidential Information.

#### 1.1 Definition.

For purposes of this Confidentiality Policy, “**Confidential Information**” is defined as information belonging to MedinCell and not generally known to the public, which was obtained from MedinCell or which was discovered, developed or prepared by a Personnel of MedinCell.

Examples of Confidential Information that MedinCell considers confidential and proprietary includes, but is not limited to:

- Partner names (existing and prospective), unless the partner names are publically known (i.e. through press releases, news on MedinCell web site etc.), API names, details about development programs (existing and prospective);
- Unpublished patent applications, formulas, processes (including but not limited to manufacturing process of polymers), methods, know-how and trade secrets (e.g. exact composition of a formulation), company information, financial information, , use of certain software programs;
- Business strategies or tactics, unpublished goals, forecasts or initiatives of MedinCell and its partners;
- Meeting minutes, information discussed in staff meetings;
- Information entrusted to MedinCell by external parties/partners (data/information/knowhow/reports provided to MedinCell by our partners);
- Information related to MedinCell stockholders;
- Payroll and Personnel records ;
- Any other knowledge/information acquired by a Personnel during his/her employment/engagement, which is not publically known.



Confidential Information includes information in any form, such as written documents or electronic data.

### 1.2 Importance of Confidential Information Protection.

These different types of information must be protected for various reasons — for legal purposes (e.g. contractual confidentiality obligations) or for business reasons because such information could provide MedinCell with a competitive advantage over competitors (e.g. business processes). Accidental or deliberate disclosure of confidential information could expose MedinCell to increased risks such as loss of trade secrets, loss of important partners or reputation.

## **2 RULES FOR MAINTAINING CONFIDENTIALITY**

MedinCell limits the disclosure of its Confidential Information to:

- Personnel with a need to know in order to perform their jobs.
- Third parties requiring the information for a legitimate business purpose (such as prospective suppliers, partners).

To maintain the confidentiality of MedinCell's Confidential Information, all Personnel must follow these rules:

- No Confidential Information shall be disseminated to anyone outside of MedinCell unless a confidentiality agreement has been put in place and the presentation of said Confidential Information is done according to this Confidentiality Policy;
- The dissemination of Confidential Information inside MedinCell shall be limited to those Personnel with authorized access and legitimate reason to require and use that information;
- The Confidential Information shall not be used for personal benefit or profit of the Personnel or for any other use except for the performance of their Personnel's duties;
- The Personnel shall only have access to the amount and type of information required for the completion of their job responsibilities and no more;
- Personnel may not remove Confidential Information from the MedinCell's premises unless strictly necessary for such Personnel to perform his/her authorized job duties;
- All lab books are the property of MedinCell and may not be taken out of the office;
- Confidential Information must not be left unattended;
- Personnel shall not discuss Confidential Information in public where it may be overheard, including hallways, restaurants or public transportation;
- Unauthorized replication of Confidential Information is not allowed;
- All copies of confidential documents must be shredded when no longer needed;
- Upon termination of employment/engagement, all Confidential Information shall be returned to MedinCell and/or deleted from the Personnel's electronic devices and the departing Personnel will be required to sign an acknowledgment of the same.

## **3 MEASURES**

As a company, MedinCell is taking measures to ensure that confidential information is well protected.



These measures include but are not limited to:

- All Personnel shall sign a confidentiality agreement before sharing Confidential Information with a third party. The Personnel shall retrieve MedinCell's confidentiality agreement template, available on MedinCell server (Document Utiles – Templates – CDA – Current), fill out the required MedinCell information and share it with the third party. If during the negotiation of such agreement, the third party requires amendment of such confidentiality agreement, the Personnel shall immediately transfer the third party requests to the Legal Team. The Legal Team will finalize the discussion and execution of such agreement with the third party. It is the responsibility of such Personnel to contact the Legal Team to verify the expiration date of any confidentiality agreement.
- Communications containing sensitive confidential information (such as material information or highly strategic information) shall be made on an encrypted secured platform, such as Kiteworks;
- Digital information, such as electronic documents or databases, shall be protected by appropriate security measures, including effective password systems or two factor authentication;
- Paper documents shall be stored in a safe environment (*e.g.*, in the archive room) with limited access;
- Access to the MedinCell premises, including off site venues, as applicable, shall be controlled. Visitors to MedinCell's premises must be accompanied by a Personnel at all times and must sign a confidentiality agreement or at least an acknowledgement prior to their visit prohibiting disclosure of any Confidential Information viewed or access during a visit, and may not bring any recording devices (such as cameras, cell phones) into restricted areas.
- In the event of an inadvertent disclosure of Confidential Information, Personnel must immediately inform their supervisor and the Legal Team so that measures can be taken to minimize damage to MedinCell.

#### **4 NECESSARY DISCLOSURE OF CONFIDENTIAL INFORMATION**

Confidential Information may occasionally have to be disclosed for legitimate reasons, *e.g.*, upon request of a regulatory body or for business purposes (*e.g.*, when exchanging data or information with existing partners). In such cases, the Legal Team shall be consulted to ensure that necessary confidentiality agreements are in place and contractual obligations are met.

Please note that a confidentiality agreement is not necessarily sufficient to protect disclosed information. Information may still need to be blinded, and presentations must be documented and date, place, and the party receiving the information needs to be clearly shown on the presentation/documentation. Oral disclosure of confidential information should be avoided. In case such disclosure is done, written minutes from the meeting shall be written and confirmed by all parties.

#### **5 DISCIPLINARY CONSEQUENCES**

MedinCell places great importance in this Confidentiality Policy. Any non-conformity may bring about disciplinary and, possibly, legal action.

If a Personnel has an question relating to appropriate use or disclosure of Confidential Information, the Personnel shall consult with the Legal Team.