



Instruction

Corporate Whistleblowing Policy

VEL-CMP-036E

Background

This Corporate Whistleblowing Policy (“Policy”) provides the means for reporting complaints and concerns via various channels. Velan Inc. and its subsidiaries (collectively hereinafter “Velan”) are committed to maintaining compliance with all applicable laws and standards, including for example securities laws, accounting principles, internal controls and auditing standards, as well as the *Corporate Code of Business Conduct and Ethics* (hereinafter “Standards of Conduct”).

1. Purpose

Any individuals (including but not limited to: employees, and those working for suppliers, or any third parties (“Individuals”) who are aware of a potential breach of the Standards of Conduct may submit a Whistleblowing complaint or claim or express a concern (collectively a “Whistleblowing Claim”) and in accordance with this Policy. All Individuals who report in good faith (“Whistleblowers”) can do so without fear of reprisal or retaliation of any kind by Velan for submitting such a Whistleblowing Claim.

2. Related Documents

VEL-CMP-037	Corporate Code of Business Conduct & Ethics
VEL-CMP-038	Corporate Anti-Bribery & Anti-Corruption Policy
VEL-CMP-039	Corporate Disclosure Controls and Procedures Policy
VEL-CMP-040	Corporate Trading Policy
VEL-CMP-041	Corporate Supplier Code of Conduct
VEL-CMP-713	Multiple Policy and Procedure Acknowledgement Form – Individuals With Velan Devices
VEL-CMP-714	Multiple Policy and Procedure Acknowledgement Form – Individuals Without Velan Devices
VEL-CMP-715	Multiple Policy and Procedure Acknowledgement Form – Sales Partners
VEL-CMP-717	Locations of VEL-CMP-903 Whistleblowing and QR Codes Posters
VEL-CMP-903	POSTER - SOFIA Whistleblowing Hotline with QR Codes

3. Scope

This Policy covers Whistleblowing Claims relating to any:

- breach of laws, regulations or standards such as, but not limited to:
 - fraudulent activities;
 - breaching internal controls;
 - inaccurate or misleading data related to financial accounts made to members of the Finance Department, internal or external auditors;
 - workplace harassment by management or by other individuals;
 - environmental compliance matters; and
 - a breach of the *Code of Business Conduct and Ethics* or of the *Supplier Code of Conduct* by the relevant stakeholders.

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4. Responsibilities

4.1 Persons Involved in the Processing of Whistleblowing Claims

- Velan's Audit Committee Chairperson who currently receives Whistleblowing Claims is: Suzanne Blanchet: suzanne_blanchet@outlook.com
- Velan's Legal Counsel, Legal Services is Kai Long Qin: kailong.qin@velan.com
- In the event that the Whistleblowing Claim is submitted in accordance with Sections 6 or 7, it is the responsibility of the General Manager of the respective Velan entities to receive the Whistleblowing Claims.

4.2 Compliance Department

The Compliance Department performs the following tasks:

- Periodically audits the Whistleblowing hotline supplier to ensure that information is updated, and web-based reporting systems and telephone numbers remain active.
- Updates the Policy and ensures that easy accessibility is offered in all subsidiaries' local languages (i.e., English, French, Spanish, German, Italian, Portuguese, Tamil, Korean, Chinese Simplified and Chinese Traditional) on the:
 - Legal and Compliance SharePoint site;
 - Subsidiaries' Human Resources SharePoint site in their local languages; and
 - "Investor Relations" section on the company web address www.velan.com
- Ensures that access to Policy is posted in visible areas in all subsidiaries' locations and available in their local languages.
- Communicates the Policy to all subsidiaries in their local languages through annual Bill 198 message at the end of every fiscal year and in the annual Code of Conduct on-line / in-person trainings with acknowledgements forms.
- Retains records of annually signed and/or acknowledged forms: VEL-CMP-713, VEL-CMP-714 and VEL-CMP-715.

4.3 Human Resources Department

The Human Resources Department performs the following tasks:

- Ensures that the Policy is easily accessible in all subsidiaries' local languages on the Velan Central Human Resources SharePoint site; and
- Ensures that the Whistleblowing hotline is communicated to all stakeholders on an annual basis and accessible in all the subsidiaries' local languages.

4.4 Individuals

Individuals must comply with the following processes:

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- Immediately report any Whistleblowing Claims by any method of choice as described below in Sections 5 to 8, according to the Individual's location.
- To enable effective investigations, the submission(s) should include as much background and detailed information as possible about the circumstances.
- Sales partners must annually read Policy and other required policies, acknowledge and sign VEL-CMP-715 and submit to Velan representatives as instructed.
- Individuals with a Velan device (excluding unionized personnel and other non-supervisory production floor personnel) must annually read Policy and other required policies, acknowledge and sign VEL-CMP-713 via DocuSign.
- All other Individuals must attend the annual training and sign VEL-CMP-714 acknowledging Policy and other required policies.

5. Submitting Whistleblowing Claims (excluding Velan Italy and Velan Portugal)

Individuals may submit Whistleblowing Claims confidentially and anonymously (if desired) by using a telephone hotline or a web platform from Velan's third-party provider (for confidential and, if desired, anonymous reporting). The Chairperson of the Audit Committee receives the Whistleblowing Claims submitted via this platform. Said platform is available in seven (7) different languages: English, French (Canada), German, Tamil, Korean, Chinese Simplified and Chinese Traditional.

The telephone hotline number and web address are as follows:

SOFIA:

- Telephone line: 1-855-603-0474
- Email address: velan@mysofia.ca
- Online reporting form: <https://app.mysofia.ca/public/velan-inc/whistle-blower-report?locale=en>

To enable effective investigations, the submission(s) should include as much background and detailed information as possible of the circumstances.

6. Submitting Whistleblowing Claims for Velan ABV (Italy)

Velan ABV (Italy): Individuals may utilize the below listed website and/or hotline to submit Whistleblowing Claims confidentially and anonymously (if desired) available in Italian.

The web address and telephone hotline number are as follows:

Website: <https://velan.whistleblowing.essetiweb.it/>

Telephone: +39 0583 15 23 606

Please note that the Organismo di Vigilanza (OdV), an external and independent supervisory body responsible for monitoring the effectiveness and proper implementation of a company's Modello di Organizzazione, Gestione e Controllo under Legislative Decree 231/2001, will receive the Whistleblowing Claims via the website or via

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voicemail at the number provided above. If the claims are relevant or pertain to the OdV, they will then be forwarded to the General Manager's voicemail at the number +39 0583 15 23 597.

7. Submitting Whistleblowing Claims for Válvulas Industrials, Lda (Portugal)

Válvulas Industrials, Lda (Portugal): Individuals may utilize the below listed website to submit Whistleblowing Claims confidentially and anonymously (if desired). The General Manager for Válvulas Industrials, Lda receives the Whistleblowing Claims submitted via this website.

The web address is as follows: <https://whistleblowersoftware.com/secure/velan>

8. Other Method of Submitting Whistleblowing Claims

Additionally, Individuals may submit Whistleblowing Claims confidentially and anonymously (if desired) by visiting the following web address, which are directly transferred to the Chairperson of the Audit Committee:

- Online reporting: <https://velan.com/anonymous-and-confidential-whistle-blowing-reporting/>

To enable effective investigations, the submission(s) should include as much background and detailed information as possible of the circumstances.

9. Follow-Up and Resolution for Whistleblowing Claims

All Whistleblowing Claims that are received regarding matters covered by this Policy will be investigated and may be referred to the Audit Committee Chairperson, who, among other duties, will oversee the investigation and resolution of the Whistleblowing Claim. To the extent required by applicable local laws, if the Whistleblowing Claim is not submitted anonymously, the Whistleblower may receive confirmation of receipt and may be kept informed of the outcome of the Whistleblowing investigation.

As appropriate, the Chairperson may:

- conduct investigation(s) considered appropriate under the circumstances of any submitted Whistleblowing Claim;
- retain any documentation received or created in connection with any Whistleblowing Claim; and
- recommend to the Audit Committee an appropriate action plan for a Whistleblowing Claim.

As appropriate, the Audit Committee may:

- review any aspect of the Whistleblowing Claim;
- oversee the process contemplated by the Secure Reporting Process;
- consider recommendations by the Chairperson regarding any action item or plan related to a Whistleblowing Claim; and

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- determine which action item(s) are to be carried out for a Whistleblowing Claim.

10. Annual Acknowledgments Notification

All Individuals are required to read, agree and comply with all terms of this Policy on an annual basis with the required information, signature (or electronic acknowledgment where applicable) and must submit the form as indicated in Section 4.4.

11. Communication

This Policy is expressly communicated to all employees of Velan and sales partners.

12. Other

In this Policy, any references to the masculine gender shall include the feminine gender as well as the neutral gender and vice versa.

13. Revision History

Date	Rev. #	Changes
Unknown	Rev.0	Date of initial version unknown and subsequently many joint untracked revisions of the policy were realized by the Human Resources and Legal and Compliance Departments over the course of several decades.
June 09, 2025	Rev.01	<p>Policy text integrated into the Velan procedure format, sectioned, dated, names of Velan employees that update / approve text and codified as a Compliance department instruction.</p> <p>Added Background on page 1, and updated text and indicated the simplified terms used throughout the document.</p> <p>Added Section 1. Purpose, and updated text.</p> <p>Added Section 2. Related Documents, other previous HR documents to be codified as Compliance department instructions.</p> <p>Added Section 3. Scope, and updated text.</p> <p>Added Section 4. Responsibilities – Updated 4.1 Persons Involved in Processing Whistleblowing Claims, added 4.2 Whistleblowing Reporting Process, added 4.3 Compliance Department, 4.4 Human Resources Department, 4.5 Individuals.</p>

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		<p>Added Section 5. Submitting Whistleblowing Claims (excluding Velan Italy and Velan Portugal) Hotline and web platform of a third party for confidential and anonymous reporting with a list of available languages.</p> <p>Added Section 6. Submitting Whistleblowing Claims for Velan ABV (Italy)</p> <p>Added Section 7. Submitting Whistleblowing Claims for Válvulas Industrials, Lda (Portugal)</p> <p>Added Section 8. Other Method of Submitting Whistleblowing Claims</p> <p>Added Section 9. Follow Up and Resolution, and updated text.</p> <p>Added Section 10. Annual Acknowledgements Notification.</p> <p>Added Section 11. Communication.</p> <p>Added Section 12. Other</p> <p>Added Section 13. Revision History</p> <p>Updated Appendix A, Velan Group Companies</p> <p>Added Attachment A – “Acknowledgement Form - Sales Partners” for digital and/or manual signatures to submit to Legal and Global Sales departments.</p> <p>Added Attachment B – “Acknowledgement Form – Individuals with Velan Devices” for digital acknowledgement through I.T. department’s EPC.</p> <p>Added Attachment C – “Acknowledgement Form – Individuals without Velan Devices” for digital and manual signatures to submit to Legal department.</p>
July 14, 2025	Rev.02	<p>Integrated Conflict of Interest Reporting and updated into general text where appropriate as well as changing the title from “Corporate Whistleblowing Policy” to “Corporate Whistleblowing and Conflict of Interest Reporting Policy”.</p> <p>In Section 4.added 4.3 Persons Involved in Conflict of Interest Reporting and in 4.7 Individuals added to immediately report any Conflict of Interest Reporting by any method of choice as described in the policy.</p> <p>Added Section 9. Submitting Conflict of Interest Reporting, and updated text.</p> <p>In Attachment B – “Acknowledgement Form – Individuals with Velan Devices” added statements “Velan can, at any time and at its discretion, modify these Policies and Procedures and require reconfirmation of my agreement” and “Kindly note that any Conflict of Interest Reporting must be promptly disclosed as per the policies”.</p> <p>In Attachment C – “Acknowledgement Form – Individuals without Velan Devices” added statements “Velan can, at any time and at its discretion, modify these Policies and Procedures and require reconfirmation of my agreement” and “Kindly note that any Conflict of Interest Reporting must be promptly disclosed as per the policies”.</p>

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Sept. 15, 2025	Rev.03	Removed all references to Conflict of Interest Reporting from the policy, including former Sections 3.b Situations of Conflict of Interest, 4.2 “Persons Involved in Conflict of Interest Reporting”, Section 9. “Submitting Conflict of Interest Reportings”, Appendix A “Velan Group Companies”, Attachment A – “Acknowledgement Form - Sales Partners”, Attachment B – “Acknowledgement Form – Individuals with Velan Devices” and Attachment C – “Acknowledgement Form – Individuals without Velan Devices”. Some or all text from the three (3) former sections, Appendix A and three (3) Attachments can be found in the VEL-CMP-037 “Corporate Code of Business Conduct and Ethics”, VEL-CMP-713 “Multiple Policy and Procedure Acknowledgement Form – Individuals With Velan Devices”, VEL-CMP-714 “ Multiple Policy and Procedure Acknowledgement Form – Individuals Without Velan Devices” and VEL-CMP-715 “ Multiple Policy and Procedure Acknowledgement Form – Sales Partners”.
January 21, 2026	Rev. 04	Section 2. Related Documents: Added VEL-CMP-717 “Locations of VEL-CMP-903 Whistleblowing and QR Codes Posters” and VEL-CMP-903 “POSTER - SOFIA Whistleblowing Hotline with QR Codes”.
March 02, 2026	Rev. 05	Section 6. Submitting Whistleblowing Claims for Velan ABV (Italy): Removed that the General Manager for Velan ABV receives the Whistleblowing Claims submitted via the website and added a note on the Organismo di Vigilanza (OdV)’s method of processing of Whistleblowing Claims.

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