



Code of Conduct and Ethics

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Vaxxinity, Inc. Code of Conduct and Ethics

Adopted and Approved

October 1, 2021

I. Purpose:

A. Introduction

Vaxxinity, Inc. (“we”, “Vaxxinity” or the “Company”) has adopted this Code of Conduct and Ethics (the “Code”) to provide our associates, as defined below, and our agents, consultants and contractors with a clear understanding of the principles of business conduct and ethics that are expected of them and to aid them in making decisions when conducting the Company’s business and performing day-to-day duties. The standards set forth in the Code apply to us all. Each associate of the Company must acknowledge his or her review of, and agree to comply with, the Code as a condition of his or her relationship with the Company (see [Appendix A](#) attached hereto). While this Code does not cover every issue that may arise, this Code is intended to promote honest and ethical conduct among all individuals employed by or associated with the Company. The term “us” or “associate” as used throughout the Code means (i) every full and part-time employee of the Company and its subsidiaries, (ii) all members of the Company’s senior management, including the principal executive officer, principal financial officer, principal accounting officer or controller or persons performing similar functions, and (iii) every member of the Company’s Board of Directors (the “Board”), even if such member is not employed by the Company. The term “you” means any associate.

B. Reporting Violations Under The Code; Anti-Retaliation Pledge

It is the responsibility of each of us to conduct ourselves in an ethical business manner and also to ensure that others do the same. If you become aware of any breach of the Code or any of our policies, you are obligated to report violations to the Compliance Officer, to the chairperson of the Audit Committee of the Board (the “Audit Committee”) or to the anonymous Whistleblower Compliance Hotline that the Company has engaged to receive such reports (the “Hotline”), as described in more detail below. You have a Duty to Act—meaning, if you see, hear, or know about a potential violation, you have a duty to report the information pursuant to the means provided.

The Code contains an anti-retaliation pledge, meaning that if you in good faith report a violation of the Code by any associate, or by the Company or agents acting on its behalf, you will not be fired, demoted, reprimanded, suspended, threatened or harassed or otherwise harmed for reporting the violation. An employee, contractor or associate who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment. Note however that, although you will not be disciplined for reporting a violation, you may be subject to discipline if you are involved in the underlying conduct or violation. You are entitled to make the report on a confidential and anonymous basis. If an investigation must be initiated, the Company will endeavor to keep confidential any report you make, unless disclosure is required by applicable law, regulation or court order or is necessary to permit a complete investigation of such report. Please refer to the Company’s Investigations Policy and Hotline Policy for additional information.

II. Scope:

A. Complying with the Code

The ultimate responsibility for maintaining the Code rests with each of us. As individuals of personal integrity, we can do no less than to behave in a way that will continue to bring credit to ourselves and our Company. The Code is of such importance to us that the Company has made the Code publicly available on its website. It is our responsibility to conduct ourselves in an ethical business manner and also to ensure that others do the same. If any one of us violates these standards, he or she can expect a disciplinary response, up to and including termination of employment or other relationship with the Company or, potentially, legal action.

While it is impossible for this Code to address every situation that may arise, the principles embodied in the Code should always govern our conduct. If you are confronted with a situation not covered by the Code or have questions regarding any matter that is specifically addressed in the Code, you are urged to consult with the Compliance Officer or another member of senior management of the Company. Furthermore, the policies set forth in this Code are in addition to other policies of the Company that associates must comply with, including those listed in any Employee Handbook in effect from time to time or in any other policy referenced in the Code.

The provisions of the Code regarding the actions the Company will take are guidelines which the Company intends to follow. There may be circumstances, however, that in the Company's judgment require different measures or actions and, in such cases, the Company may act accordingly while still seeking to remain consistent with the principles embodied in the Code.

In the case of any inconsistency between the provisions set out in this Code and the laws or interpretive case law applicable to the Company, the laws or interpretive case law will prevail.

B. Document Applicable To:

This document applies to all associates and consultants/contractors.

III. Whistleblower Policy

A. Obligation to Report Violations or Suspected Violations

Any associate having any information or knowledge regarding the existence of any violation or suspected violation of the Code has a duty to report the violation or suspected violation to their manager, Human Resources, Legal, the Compliance Officer, any individual directly within the Compliance Department, to the Audit Committee chairperson, through the Vaxxinity compliance email (compliance@vaxxinity.com) or through the Compliance Hotline (<http://vaxxinity.ethicspoint.com>) or to any government authority. However, this does not in any way imply or suggest that employees are prohibited or discouraged from reporting their concerns directly to the U.S. Securities and Exchange Commission (the "SEC") or any other government authority. Associates are also encouraged to raise any issues or concerns regarding the Company's business or operations, including with respect to any financial, accounting or auditing issues. Failure to report a suspected or actual violation is itself a violation of the Code and may subject the associate to disciplinary action, up to and including termination of employment or other relationship with the Company or, potentially, legal action. Reports may be made on a completely confidential and anonymous basis. If any

investigation is necessitated by a report, the Company will endeavor to keep the proceedings and the identity of the reporting associate confidential, unless disclosure is required by law, regulation or court order or is necessary to permit a complete investigation of such report.

Individuals should consider leaving, but are not required to leave, their name or a contact number when submitting a report. Such information may facilitate a more thorough and efficient investigation. The Compliance Officer will strive to maintain the integrity and confidentiality of all compliance-related communications. However, in certain circumstances, the identity of the person reporting the issue may become known or may need to be revealed. The Company cannot guarantee confidentiality, particularly when material evidence of a violation of the law is disclosed or if the person is identified during the normal course of an investigation.

B. Whistleblower Compliance Hotline for Confidential and Anonymous Reporting

The Company's Whistleblower Compliance Hotline (the "**Hotline**") is operated by a third party service provider, which the Company has engaged to receive such reports, the contact details for which are below. You may make such reports on an anonymous and confidential basis by contacting the Hotline. Associates may report to the Hotline any concerns he or she may have with respect to the Company, including, but not limited to, concerns with the Company's business or operations; suspected violations of the Code, securities or antifraud laws, financial, accounting or auditing principles, or any law relating to fraud against stockholders; healthcare fraud and abuse laws; or any other issue concerning the Company or such associate's employment or other relationship with the Company. Reports made to the Hotline will, in turn, be provided directly to the Compliance Officer and/or the Audit Committee, as appropriate, on an anonymous (if the report was made anonymously) and confidential basis. The Hotline may be reached 24 hours a day, 7 days a week at the following toll-free number and internet address:

C. Contact Information for the Whistleblower Compliance Hotline:

- Anonymous:
 - <http://vaxxinity.ethicspoint.com>
- Non-Anonymous:
 - General Counsel: legal@vaxxinity.com
 - Compliance Officer: compliance@vaxxinity.com

D. Anti-Retaliation Pledge

Any associate who in good faith (a) reports an actual or suspected violation of the Code by any associate, or by the Company or its agents acting on its behalf, (b) raises issues or concerns regarding the Company's business or operations, in either case to their manager, Human Resources, Legal, the Compliance Officer, any individual directly within the Compliance Department, to the Audit Committee chairperson, to the SEC or any government authority or through the Vaxxinity compliance email (compliance@vaxxinity.com) or Compliance Hotline (<http://vaxxinity.ethicspoint.com>), or (c) who in good faith reports an actual or suspected violation under the Code that he or she reasonably believes constitutes a violation of a federal statute by the Company, or its agents acting on its behalf, to a federal regulatory or law enforcement agency may not be retaliated against, harassed or otherwise taken adverse action against, including by being discharged, demoted, suspended, threatened, harassed or in any manner discriminated against in the terms and conditions of his or her employment or otherwise harmed for, or because of, the reporting of the suspected violation, issue or concern, regardless of whether the suspected violation, issue or concern involves the associate, his or her supervisor or senior management of the Company.

IV. Implementation of the Code

The following questions and answers address the Company's implementation of the Code. The Company has attempted to design procedures that promote confidentiality, anonymity and, most importantly, freedom from the fear of retaliation for complying with and reporting violations under the Code. In addition, each associate shall be required from time to time to sign the Associate's Agreement to Comply with the Code in substantially the form attached as Appendix A hereto.

Q: Who is responsible for administering, updating and enforcing the Code?

A: The Board has appointed a Compliance Officer to administer, update and enforce the Code. Ultimately, the Board of Directors of the Company must ensure that the Compliance Officer fulfills his or her responsibilities.

The Compliance Officer has overall responsibility for overseeing the implementation of the Code. Specific responsibilities of the position are to:

- Develop the Code and related Company policies based on legal requirements, regulations and ethical considerations that are raised in the Company's operations;
- Ensure that the Code is distributed to all associates and that all associates acknowledge the principles of the Code;
- Work with the Audit Committee to provide a reporting mechanism so that associates have a confidential and anonymous method of reporting not only actual or suspected violations of the Code but concerns regarding federal securities or antifraud laws, financial, accounting or auditing issues, any federal law relating to fraud against stockholders or any other matter that should be reported;
- Implement a training program to ensure that associates are aware of and understand the Code and related policies;
- Ensure compliance with all global anticorruption laws, regulations and guidelines;

- Audit and assess compliance with the Code;
- Serve as a point person for receiving reports for suspected and actual violations and asking questions under the Code; and
- Revise and update the Code as necessary to respond to detected violations and changes in the law.

The Compliance Officer will provide a summary of all matters considered under the Code to the Board of Directors or a committee thereof at each regular meeting thereof, or sooner if warranted by the severity of the matter. All proceedings and the identity of the person reporting will be kept confidential unless disclosure is required by applicable law.

Q: How can I contact the Compliance Officer?

A: The email address of the initial Compliance Officer is compliance@vaxxinity.com. The Compliance Officer can assist you in answering questions or reporting violations or suspected violations under the Code.

The Compliance Officer may change from time to time. You are encouraged to consult the copy of the Code that is included on the Company’s website to obtain the most current information.

V. General Requirements

Each of us is expected to be honest, fair, and accountable in all business dealings and obligations, and to ensure:

- the ethical handling of conflicts of interest between personal and professional relationships;
- full, fair, accurate, timely and understandable disclosure in the reports required to be filed by the Company with the SEC and in other public communications made by the Company;
- compliance with all global anticorruption laws, regulations and guidelines; and
- compliance with applicable governmental laws, rules and regulations.

VI. Conflicts of Interest

Associates should avoid any situation that may involve, or even appear to involve, a conflict between their personal interests and the interests of the Company. In dealings with current or potential customers, suppliers, contractors, and competitors, each associate should act in the best interests of the Company to the exclusion of personal advantage. Immediate family members of associates, executive officers and directors are also covered in certain circumstances. For purposes of this section, an “immediate family member” in respect of any person means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law of such person, and any person (other than a tenant or employee) sharing the household of such person.

Associates and, in certain circumstances, their immediate family members, are prohibited from any of the following activities which could represent an actual or perceived conflict of interest:

- No associate or immediate family member of an associate shall have a financial interest in, or significant obligation to, any outside enterprise which does or seeks to do business with the Company or which is

an actual or potential competitor of the Company, without prior approval of the Compliance Officer and the Company's Chief Executive Officer or, in the case of executive officers or members of the Board, without prior approval of the Board or a committee thereof; provided however, that this provision shall not (i) prevent any associate from investing in any mutual fund or owning up to 2% of the outstanding stock of any publicly traded Company or (ii) require any associate to divest the stock he or she owns in any Company prior to the effective date of the Code.

- No associate shall conduct business on the Company's behalf with an outside enterprise which does or seeks to do business with the Company if an immediate family member of such associate is a principal or officer of such enterprise, or an employee of such enterprise who will play a significant role in the business done or to be done between the Company and such enterprise, without prior approval of the Compliance Officer and the Company's Chief Executive Officer or, in the case of executive officers or members of the Board, without prior approval of the Board or a committee thereof.
- No executive officer or employee of the Company, or immediate family member of an executive officer or employee of the Company, shall serve as a director, officer or in any other management or consulting capacity of any actual competitor of the Company.
- No director or immediate family member of a director shall serve as a director, officer or in any other management or consulting capacity of any actual competitor of the Company, without prior approval of the Board or a committee thereof.
- No associate shall use any Company property or information or his or her position at the Company for his or her personal gain.
- No associate shall engage in activities that are directly competitive with those in which the Company is engaged.
- No associate shall divert a business opportunity from the Company to his or her own benefit. If an associate becomes aware of an opportunity to acquire or profit from a business opportunity or investment in which the Company is or may become involved or has or may have an existing interest, the associate should disclose the relevant facts to the Compliance Officer. The associate may proceed to take advantage of such opportunity only if the Company is unwilling or unable to take advantage of such opportunity as notified in writing by the Compliance Officer.
- No associate or immediate family member of an associate shall receive any loan or advance from the Company or be the beneficiary of a guarantee by the Company of a loan or advance from a third party, except for customary advances or corporate credit in the ordinary course of business or approved by the Compliance Officer and the Company's Chief Executive Officer. Please see "Corporate Advances" below for more information on permitted corporate advances.

In addition, the Audit Committee or another fully independent committee of the Board will review and approve, in advance, all related-person transactions, as required by the SEC, The NASDAQ Stock Market or any other regulatory body to which the Company is subject from time to time.

Each associate should make prompt and full disclosure in writing to the Compliance Officer of any situation that may involve a conflict of interest. Failure to disclose any actual or perceived conflict of interest is a

violation of the Code. Please refer to the Company's Related-Persons Transaction Policy for additional information.

VII. Protection and Proper Use of Company Assets

Proper protection and use of Company assets and assets entrusted to it by others, including proprietary information, is a fundamental responsibility of each associate of the Company. Associates must comply with security programs to safeguard such assets against unauthorized use or removal, as well as against loss by criminal act or breach of trust. The provisions hereof relating to protection of the Company's property also apply to property of others entrusted to it (including proprietary and confidential information).

A. Proper Use of Company Property

The removal from the Company's facilities of the Company's property is prohibited, unless authorized by the Company. This applies to furnishings, equipment, and supplies, as well as property created or obtained by the Company for its exclusive use – such as files, personnel information, reference materials and reports, computer software, data processing programs and data bases. Neither originals nor copies of these materials may be removed from the Company's premises or used for purposes other than the Company's business without prior written authorization from the Compliance Officer and the Company's Chief Financial Officer.

The Company's products, product candidates and intellectual property rights are its property; contributions made by any associate to their development and implementation are the Company's property and remain the Company's property even if the associate's employment or other relationship with the Company terminates. Employment agreements supplement the Code's provisions regarding intellectual property rights.

Each associate has an obligation to use the time for which he or she receives compensation from the Company productively. Work hours should be devoted to activities directly related to the Company's business.

B. Confidential Information

The Company provides its associates with confidential information relating to the Company and its business with the understanding that such information is to be held in confidence and not communicated to anyone who is not authorized to see it, except as may be required by law. The types of information that each associate must safeguard include, by way of example only, if unannounced or otherwise nonpublic, the Company's plans and business strategy; inventions, discoveries, clinical and nonclinical data, results, protocols or other similar information; products; product candidates; intellectual property, regulatory, corporate partnering or M&A information, developments, prospects or communications; contracts; significant projects; customer and supplier lists; customer data; trade secrets; and sensitive financial information, in each case whether in electronic or paper format. These are costly, valuable resources developed for the exclusive benefit of the Company. No associate shall disclose the Company's confidential information to an unauthorized third party or use the Company's confidential information for his or her own personal benefit.

C. Accurate Records and Reporting

The integrity of the Company's external reports to stockholders and the SEC depends on the integrity of the Company's internal reports and recordkeeping and all associates must adhere to the highest standards of care with respect to our internal records and reporting. The Company is committed to full, fair, accurate, timely, and understandable disclosure in its periodic reports required to be filed with the SEC.

Under law, the Company is required to keep books, records and accounts that accurately and fairly reflect all Company transactions, dispositions of assets and other events that are the subject of specific regulatory record keeping requirements, including generally accepted accounting principles and other applicable rules, regulations and criteria for preparing financial statements and for preparing periodic reports filed with the SEC. All Company reports, accounting records, expense accounts, invoices, purchase orders, and other documents must accurately and clearly represent the relevant facts and the true nature of transactions. Reports and other documents should state all material facts of a transaction and not omit any information that would be important in interpreting such report or document. Under no circumstance shall there be any unrecorded liability or fund of the Company, regardless of the purposes for which the liability or fund may have been intended, or any improper or inaccurate entry knowingly made on the books or records of the Company. No payment on behalf of the Company may be approved or made with the intention, understanding or awareness that any part of the payment is to be used for any purpose other than that described by the documentation supporting the payment. In addition, intentional accounting misclassifications (e.g., expense versus capital) and intentional improper acceleration or deferral of expenses or revenues are unacceptable practices that are expressly prohibited.

The Company has and maintains (a) a system of internal controls to provide reasonable assurance that transactions are executed in accordance with management's authorization, are properly recorded and posted and are in compliance with regulatory requirements and (b) disclosure controls and procedures to ensure that all of the information required to be disclosed by the Company in the reports that it files or submits under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified by the SEC's rules and forms.

Associates are expected to be familiar with, and to adhere strictly to, these internal controls and disclosure controls and procedures, in each case if applicable to their roles at the Company. For clarity, responsibility for compliance with these internal controls and disclosure controls and procedures rests not solely with the Company's accounting personnel, but with all associates involved in, among other actions, approving transactions, supplying documentation for transactions, and recording, processing, summarizing and reporting of transactions and other information.

Any associate who believes the Company's books and records are not in accord with these requirements should immediately report the matter to the Hotline, the Compliance Officer or the chairperson of the Audit Committee.

D. Document Retention

Numerous federal and state statutes require the proper retention of many categories of records and documents that are commonly maintained by companies. In consideration of those legal requirements and the Company's business needs, all associates must maintain records in accordance with these laws and any records retention policy that the Company may adopt from time to time.

Any record, in paper or electronic format, relevant to a threatened, anticipated or actual internal or external inquiry, investigation, matter or lawsuit may not be discarded, concealed, falsified, altered or otherwise made unavailable after the associate in possession of such record has become aware of the existence of such threatened, anticipated or actual internal or external inquiry, investigation, matter or lawsuit.

When in doubt regarding retention of any record, do not discard or alter the record in question and seek guidance from the Compliance Officer or the Legal Department. Associates should also direct all questions regarding document retention and related procedures to the Compliance Officer. In addition, from time to time, the Company may adopt additional specific written policies and procedures with respect to document retention or amend existing policies and procedures. All associates will be notified if such policies and procedures are adopted or if existing policies and procedures are amended.

VIII. Fair Dealing with Customers, Suppliers, Competitors and Associates

The Company does not seek to gain any advantage through the improper use of favors or other inducements. Good judgment and moderation must be exercised to avoid misinterpretation and adverse effect on the reputation of the Company or associates. Offering, giving, soliciting or receiving any form of bribe to or from a vendor, service provider, supplier, regulatory official, physician, clinical investigator, investigative site or the like to influence its conduct is strictly prohibited and may constitute a crime. Please refer to the Company’s Third Party Policy for additional information.

A. Giving Gifts

Cash or cash-equivalent gifts must not be given by any associate to any person or enterprise. Gifts, favors and entertainment may be given to non-governmental employees if what is given:

- is below or matches the limits established by any Company policy;
- is not excessive in value and cannot be construed as a bribe or pay-off;
- is not in violation of applicable law or ethical standards; and
- will not embarrass the Company or any associate if publicly disclosed.

See also the sections below for considerations relating to gifts to foreign officials and for considerations relating to gifts to US government employees.

B. Receiving Gifts

Gifts, favors, entertainment or other inducements may not be accepted by associates or members of their immediate families from any person or organization that does or seeks to do business with the Company, except as common courtesies usually associated with customary business practices. If an unsolicited gift valued at more than USD \$50 is received, and it is impractical or impolite to be returned, the associate must (a) deliver it to the Compliance Officer, which shall conduct a periodic auction of such items and contribute all proceeds to charity, and (b) inform the gift giver of the recipient’s actions relating to the Company’s donation to disincentive future occurrences.

An especially strict standard applies when government officials, suppliers, physicians, clinical investigators or investigative sites are involved. If a gift unduly influences or makes an associate feel obligated to “pay back” the other party with business, receipt of the gift is unacceptable regardless of value.

It is never acceptable to accept a gift in cash or cash equivalent whether it involves a government official or not. Even cash gifts of token value must be declined and returned to the sender.

C. Unfair Competition

Although the free enterprise system is based upon competition, rules have been imposed providing what can and what cannot be done in a competitive environment. The following practices can lead to liability for “unfair competition” and should be avoided. They are violations of the Code.

Disparagement of Competitors. It is not illegal to point out weaknesses in a competitor’s product, product candidate, service or operation; however, associates may not spread false or misleading rumors about competitors or make misrepresentations about their businesses. For example, an associate may not pass on anecdotal or unverified stories about a competitor’s product, product candidate, service or operation as the truth.

Disrupting a Competitor’s Business. This includes bribing a competitor’s employees, posing as prospective customers or using deceptive practices such as enticing away employees in order to obtain secrets or destroy a competitor’s organization.

Misrepresentations of Product. Lies or misrepresentations about the nature, quality or character of any Company product, product candidate or service may be illegal and are strictly prohibited.

IX. Unfair Practices in International Business

Under the Foreign Corrupt Practices Act (“FCPA”), associates are prohibited from making certain gifts to foreign officials. “Foreign officials” include not only persons acting in an official capacity on behalf of a foreign government (which may include government-owned hospitals or institutions), agency, department or instrumentality, but also representatives of international organizations, foreign political parties and candidates for foreign public office. The gift is “corrupt” under the FCPA if it is made for the purpose of:

- influencing any act or decision of a foreign official in his official capacity;
- inducing a foreign official to do or omit to do any act in violation of his lawful duty;
- inducing a foreign official to use his position to affect any decision of the government; or
- inducing a foreign official to secure any “improper advantage.”

A gift is still “corrupt” even when paid through an intermediary. Please consult the Anticorruption Guide for more information on our FCPA policies and procedures. Any associate who has any questions whatsoever as to whether a particular gift might be “corrupt” under the FCPA should contact the Compliance Officer.

A. Government Relations

Associates must adhere to the highest standards of ethical conduct in all relationships with government employees and must not improperly attempt to influence the actions of any public official.

B. Government Procurement and Funding

The U.S. government, governments of other countries and many state, regional and local governments have adopted comprehensive laws and regulations governing the provision of funds to the private sector for research and development. These laws and regulations are intended to assure that governmental entities

receive terms and conditions equivalent to those granted to the Company's most favored commercial counterparties and that there is full and open competition in contracting.

When seeking funding from government agencies, the Company is accountable for complying with all applicable laws, regulations and other requirements. Certifications to, and contracts with, government agencies are to be signed by an associate authorized by the Board to sign such documents, based upon knowledge that all requirements have been fully satisfied.

C. Payments to Officials

Payments or gifts shall not be made directly or indirectly (including via third-party intermediaries) to any government official or other government associate if the gift or payment is illegal under the laws of the country having jurisdiction over the transaction (note that the FCPA is a US law covering ex-US activities), or if it is for the purpose of influencing or inducing the recipient to do, or omit to do, any act in violation of his or her lawful duty. Under no circumstances should gifts be given to any government employees.

D. Political Contributions

Company funds, property or services may not be contributed to any political party or committee, or to any candidate for or holder of any office of any government. This policy does not preclude, where lawful, Company expenditures to support or oppose public referendum or separate ballot issues, or, where lawful and when reviewed and approved in advance by the General Counsel and the Company's Chief Executive Officer, the formation and operation of a political action committee.

X. Compliance with Laws, Rules and Regulations

A. Insider Trading Policy

Insider trading is unethical, illegal and a violation of this Code. Employees, officers and directors must not trade in securities of a company (including Vaxxinity) while in possession of material non-public information regarding that company (including Vaxxinity). Employees, officers and directors are prohibited from using material information acquired in the course of carrying out their duties to buy or sell stock or any other kind of property, or from advising or encouraging anyone else to buy or sell stock or any other kind of property, if that information has not been reported publicly first. This would constitute improper use of inside information and is illegal in the United States and many other countries and a violation of this Code.

Officers and directors are also prohibited from selling short the Company's stock or engaging in other transactions where the officer or director will earn a profit based on a decline in the Company's stock price.

The Company will provide each employee, officer and director with a separate document entitled "Insider Trading Policy". The Insider Trading Policy addresses in a detailed manner insider trading laws and how such laws apply to all employees, officers, directors of the Company and others working on behalf of the Company.

B. Equal Employment Opportunity

The Company makes employment-related decisions without regard to a person's race, color, religious creed, age, sex, sexual orientation, marital status, national origin, ancestry or any other legally protected status.

“Employment decisions” generally mean decisions relating to hiring, recruiting, training, promotions and compensation, but the term may encompass other employment actions as well.

The Company encourages its associates to bring any problem, complaint or concern regarding any potential employment discrimination to the attention of the Compliance Officer. Associates who have concerns regarding conduct they believe may be discriminatory should make a report to the Hotline, to the Compliance Officer or to the chairperson of the Audit Committee.

C. Sexual Harassment Policy

The Company is committed to maintaining a collegial work environment in which all individuals are treated with respect and dignity and which is free of sexual harassment. In keeping with this commitment, the Company will not tolerate sexual harassment of associates by anyone, including any manager, coworker, director, consultant, vendor, supplier or customer, whether in the workplace, at assignments outside the workplace, at Company-sponsored social functions or elsewhere. The Company also prohibits harassment based on other characteristics, including race, color, creed, marital status, religion, sex (including gender, pregnancy, childbirth or medical condition related to pregnancy or childbirth), gender identity or expression, sexual orientation, religion, national origin, ethnicity, age, alienage or citizenship status, physical or mental disability, legally protected genetic information, marital or partnership status, veteran status, or any other status protected by law.

D. Health, Safety & Environment Laws

Health, safety, and environmental responsibilities are fundamental to the Company’s values. Associates are responsible for ensuring that the Company complies with all applicable health, safety, and environmental laws.

The penalties that can be imposed against the Company and associates for failure to comply with health, safety, and environmental laws can be substantial and include imprisonment and fines.

E. HealthCare Regulations

The Company is committed to full compliance with federal and state laws, including laws prohibiting healthcare fraud and abuse such as the federal and state anti-kickback laws and the federal and state false claims laws.

The federal anti-kickback statute prohibits the knowing and willful payment of remuneration to a physician, hospital or other source with the intent to induce the physician, hospital or other source to refer patients or order or recommend any items or services paid for by any federal health care program. A violation of the federal anti-kickback statute can result in severe penalties, including criminal conviction, fines and exclusion from Medicare and Medicaid programs. Many other jurisdictions, including many states, have similar anti-kickback laws governing items or services payable under government programs or by private insurance companies.

Federal and state false claims laws prohibit knowing and willful false statements or representations made in connection with a claim submitted for reimbursement to health care programs such as Medicare and Medicaid. Claims that (i) provide misleading or incomplete information to customers regarding health care products or services, (ii) fail to include proper documentation or show a failure to obtain proper diagnosis information and (iii) bill for services not rendered, coded improperly or otherwise not rendered in the manner

required, have resulted in penalties to providers under false claims statutes. A violation of a false claims statute can result in severe consequences including civil penalties and criminal conviction.

It is imperative that an associate with questions about the application of these laws contact the Compliance Officer for guidance in advance of taking any action where any such law may be applicable.

XI. Corporate Compliance Program

A. Compliance Program and Leadership

The Company is committed to ensuring compliance with Company policies and applicable laws and regulations to preserve the Company's reputation, ensure the safety of our consumers, and continue to be successful. The Company has designated a Compliance Officer who is primarily responsible for oversight of the Compliance Program, but all of us play an important role in building and supporting the Corporate Compliance Program.

B. Reporting of Any Known or Suspected Violations

If you know or suspect a violation of a Company policy or applicable law or regulation, you have an ethical obligation to report it promptly to your manager, Human Resources, Legal, the Compliance Officer, any individual directly within the Compliance Department, to the Audit Committee chairperson, through the Vaxxinity compliance email (compliance@vaxxinity.com) or through the Compliance Hotline (<http://vaxxinity.ethicspoint.com>) or to any government authority. The hotline is intended to supplement, not replace, other channels for raising questions and concerns within the Company. The Compliance Hotline may be accessed:

Internet: www.vaxxinity.ethicspoint.com

Hotlines:

United States:

1. From an outside line dial direct for your location: 1-(833) 972-3406

United Kingdom & Northern Ireland:

1. From an outside line dial the direct access number for your location:
 - a. United Kingdom & Northern Ireland (British Telecom): 0-800-89-0011
2. At the English prompt dial (833) 972-3406.

Taiwan

1. From an outside line dial the direct access number for your location:
 - a. Taiwan: 00-801-102-880
2. At the English prompt dial (833) 972-3406.

Brazil

1. From an outside line dial the direct access number for your location:
 - a. Brazil (Cellular): 0-800-888-8288
 - b. Brazil: 0-800-890-0288
2. At the English prompt dial (833) 972-3406.

Employees are also encouraged to report other ethical concerns or issues even if they do not relate directly to a law, regulation or Company policy. The Company encourages all employees to report suspected or known violations to their supervisor, if appropriate; to management; or to the Compliance Officer directly or through the reporting systems. The Company expects you to report concerns so that the Company can evaluate the reports and identify and correct any problems promptly.

XII. Corporate Advances

Under law, the Company may not loan money to associates except in limited circumstances. It shall be a violation of the Code for any associate to advance Company funds to any other associate or to himself or herself except for usual and customary business advances for legitimate corporate purposes that are approved by a manager or pursuant to any corporate credit card for usual and customary, legitimate business purposes. It is the Company's policy that any advance to an associate over \$5,000 not meeting the foregoing criteria be approved in advance by the Compliance Officer and the Company's Chief Financial Officer.

Any Company credit cards are to be used only for authorized, legitimate business purposes.

An associate will be responsible for any unauthorized charges to a Company credit card.

XIII. Economic Sanctions

Sanctions may be imposed by countries as well as supranational organizations (e.g., the United Nations or the European Union) and are used to further various national security and foreign policy objectives. The sanctions regimes may impose embargoes against countries or governments ("**Prohibited Countries**") or target persons or entities ("**Prohibited Persons**"). While the scope of sanctions and their targets change from time to time, under the United States sanctions regime, embargoes are currently in force against the Crimea region of Ukraine, Cuba, Iran, North Korea, Syria and the Government of Venezuela. Please contact the Compliance Officer for guidance on current sanctions regimes.

The Company may not employ, hire, retain or otherwise engage in a business relationship or transaction involving, directly or indirectly, a Prohibited Person or a resident of, an entity organized under the laws of, an entity resident in, or the government of a Prohibited Country. Nor is the Company permitted to engage in any direct or indirect business relationship or transaction with a person owned by, or acting on behalf of, a Prohibited Person or the government of a Prohibited Country.

In the event that you become aware that a Prohibited Country or a Prohibited Person is potentially involved in any business activity, transaction or dealing, you must immediately contact the Compliance Officer and inform him or her of the potential connection to a Prohibited Country or Prohibited Person. You may not continue with the business activity, transaction or dealing unless you have written authorization from the Compliance Officer (or his or her delegate).

XIV. Questions Under the Code and Waiver Procedures

Waivers from the Code will be granted only in limited and extraordinary circumstances.

Each associate is encouraged to consult with the Compliance Officer about any uncertainty or questions he or she may have about the Code.

If any situation should arise where a course of action would likely result in a violation of the Code but for which you think a valid reason for the course of action exists, you should contact the Compliance Officer to obtain a waiver prior to the time the action is taken. You should never pursue a course of action that is unclear under the Code without first consulting the Compliance Officer and, if necessary, obtaining a waiver from the Code. Except as noted below, the Compliance Officer will review all the facts surrounding the proposed course of action, consult with the Company's Chief Executive Officer, and determine whether a waiver from any policy in the Code should be granted.

Waiver Procedures for Executive Officers and Directors. Waiver requests by an executive officer or member of the Board shall be referred by the Compliance Officer to the Board for consideration. If the Board agrees that the waiver should be granted, it will be granted and, if required by the rules of the SEC or The NASDAQ Stock Market, disclosed publicly within four business days by filing a current report on Form 8-K with the SEC or, in cases where a Form 8-K is not required, by distributing a press release. If the Board denies the request for a waiver, the waiver will not be granted and the associate shall not pursue the intended course of action.

XV. Frequently Asked Questions and Answers (FAQs) Regarding Reporting Violations Under the Code, Whistleblower Policy and Hotline

The following questions and answers address each associate's obligation to comply with the Code. The Company has attempted to design procedures that promote confidentiality and, most importantly, freedom from the fear of retaliation for complying with and reporting violations under the Code.

Q: Do I have a duty to report violations under the Code?

A: Yes, participation in the Code is mandatory. You must immediately report any violation or suspected violation of the Code to their manager, Human Resources, Legal, the Compliance Officer, any individual directly within the Compliance Department, to the Audit Committee chairperson, through the Vaxxinity compliance email (compliance@vaxxinity.com) or through the Compliance Hotline (<http://vaxxinity.ethicspoint.com>) or to any government authority. The Company will endeavor to keep reports confidential, unless disclosure is required by law, regulation or court order or is necessary to permit a complete investigation of such report. Failure to report violations or suspected violations is itself a violation of the Code and may subject you to disciplinary action, up to and including termination of employment or other relationship with the Company or, potentially, legal action.

Q: I'm afraid of being fired for raising questions or reporting violations under the Code. Will I be risking my job if I do?

A: The Code contains an anti-retaliation pledge, meaning that if you in good faith report an actual or suspected violation of the Code by any associate, or by the Company or its agents acting on its behalf, to your manager, Human Resources, Legal, the Compliance Officer, any individual directly within the Compliance Department, to the Audit Committee chairperson or to any government authority or through the Vaxxinity compliance email (compliance@vaxxinity.com) or Compliance Hotline (<http://vaxxinity.ethicspoint.com>) where you reasonably believe the conduct constitutes a violation of a federal statute, you will not be retaliated against, harassed or otherwise taken adverse action against, including by being discharged, demoted, suspended, threatened, harassed or in any manner discriminated against in the terms and conditions of your employment or otherwise harmed for reporting the actual or suspected violation, even if the violation involves you, your manager, or senior management of the Company. Note however that, although you will not be disciplined for reporting a violation, you may be subject to discipline if you are involved in the underlying conduct or violation. You are entitled to make the report on a confidential and anonymous basis. If an investigation must be initiated, the Company will endeavor to keep confidential any report you make, unless disclosure is required by law, regulation or court order or is necessary to permit a complete investigation of such report.

Individuals should consider leaving, but are not required to leave, their name or a contact number when submitting a report. Such information may facilitate a more thorough and efficient investigation. The Compliance Officer will strive to maintain the integrity and confidentiality of all compliance-related communications. However, in certain circumstances, the identity of the person reporting the issue may become known or may need to be revealed, particularly if federal or state enforcement authorities become involved in an investigation. The Company cannot guarantee confidentiality when material evidence of a violation of the law is disclosed.

Nothing in the Code prohibits you from reporting possible violations of federal law or regulation to any governmental agency or entity, including but not limited to the Department of Justice, the SEC, the Congress, the Inspector General or any agency, or making other disclosures that are protected under the whistleblower provisions of federal law or regulation. You do not need the prior authorization of the Compliance Officer or any other party to make any such reports or disclosures and you are not required to notify the Company that you have made such reports or disclosures.

Q: How are suspected violations investigated under the Code?

A: When a suspected violation is reported to Vaxxinity, the Compliance Officer (or his or her delegate) will gather information about the allegation by interviewing the associate reporting the suspected violation, the associate who is accused of the violation or any co-workers or associates of the accused associates to determine if a factual basis for the allegation exists. The reporting associate's immediate manager will not be involved in the investigation if the reported violation involved that manager. The Company will endeavor to keep the identity of the reporting associate confidential, unless disclosure is required by law, regulation or court order or is necessary to permit a complete investigation of such report.

If the report is not substantiated, the reporting associate will be informed and at that time will be asked for any additional information not previously communicated. If there is no additional information, the Compliance Officer will close the matter as unsubstantiated.

If the allegation is substantiated, the Compliance Officer and the Company's Compliance Committee will make a judgment as to the degree of severity of the violation and the appropriate response. In more severe cases, the Compliance Officer will refer the matter to the Board. The Board's decision as to disciplinary and corrective action will be final. In the case of less severe violations, the Compliance Officer may refer the violation to the individual's manager for appropriate disciplinary action.

The Compliance Officer shall provide a summary of all matters considered under the Code to the Board or a committee thereof at each regular meeting thereof, or sooner if warranted.

Q: Do I have to participate in any investigation under the Code?

A: Your full cooperation with any pending investigation under the Code is a condition of your continued employment or other relationship with the Company. The refusal to cooperate fully with any investigation is a violation of the Code and grounds for discipline, up to and including termination.

Q: What are the consequences of violating the Code?

A: As explained above, associates who violate the Code may be subject to discipline, up to and including termination of employment or other relationship with the Company or, potentially, legal action. Associates who violate the Code may simultaneously violate federal, state, local or foreign laws, regulations or policies. Such associates may be subject to prosecution, imprisonment and fines, and may be required to make reimbursement to the Company, the government or any other person for losses resulting from the violation. They may be subject to punitive or treble damages depending on the severity of the violation and applicable law.

Q: What if I have questions under the Code or want to obtain a waiver under any provision of the Code?

A: The Compliance Officer can help answer questions you may have under the Code. In addition, the Code provides information on how you may obtain a waiver from the Code. Waivers will be granted only in very limited circumstances. You should never pursue a course of action that is unclear under the Code without first consulting the Compliance Officer and, if necessary, obtaining a waiver from the Code.

XVI. Appendix A-1, Associate’s Agreement to Comply

I have read the Vaxxinity, Inc. Code of Conduct and Ethics (the “Code”). I have obtained an interpretation of any provision about which I had a question. I agree to abide by the provisions of the Code. Based on my review, I acknowledge that:

_____ To the best of my knowledge, I am not in violation of, or aware of any violation by others of, any provision contained in the Code;

OR

_____ I have made a full disclosure on the reverse side of this acknowledgement of the facts regarding any possible violation of the provisions set forth in the Code, or separately reported any possible violation as outlined in the Code.

In addition, I understand that I am required to report any violation or suspected violation of the Code and that I may make such reports on a fully anonymous basis through the mechanisms described in this Code. I understand that I am required to cooperate fully with the Company in connection with the investigation of any suspected violation. I understand that my failure to comply with the Code or its procedures may result in disciplinary action, up to and including termination of employment or other relationship with the Company or, potentially, legal action.

By: _____
Name (Please print):

Date: _____

Signature

Revision History (Change Control):

Version #	Description of Change	Justification of Change
	New Policy	
<p>There is no impact to existing documentation, product quality, validated systems/processes, regulatory filings, internal audit and/or regulatory commitments, Vendors/Suppliers, or environmental, health and safety as a result of this document change.</p> <p>Read only training is required.</p>		