

**ROUTINES
FOR
SECURE HANDLING OF INSIDE INFORMATION**

VISTIN PHARMA ASA

1. OBJECTIVES AND PURPOSE OF THESE ROUTINES

“Inside information” is defined in section 3-2 paragraph one of the Securities Trading Act (STA):

“Section 3-2 Definition of inside information

*Inside information means any **information of a precise nature** relating to the financial instruments, the issuers thereof or other circumstances which has not been made public and is not commonly known in the market and which is likely to have a **significant effect on the price** of those financial instruments or of related financial instrument.”*

Being a company listed at the Oslo Stock Exchange, it is of the greatest importance that all information which could influence on the value of the shares issued of Vistin Pharma ASA (“the Company”), or other financial instruments related to the shares, is handled with confidentiality and communicated to the market in accordance with all financial market regulations.

It is a legal offence under the STA to misuse inside information. If the abuse of inside information has resulted in any gain, the person who has made the gain may be ordered to relinquish this, in whole or in part. The misuse of inside information is a criminal offence, for which fines or a prison sentence of up to six years may be imposed under Norwegian law.

To maintain and strengthen the Company’s confidence among its shareholders and the financial markets in general, it is important to avoid any situations of questionable trading in the Company’s shares, committed by the Company, its subsidiaries or employees, or external advisors and business contacts of the Company group. It is the Company’s view that such trading under given circumstances could harm the Company, even if the transactions should not constitute a criminal liability.

Pursuant to section 3-4 paragraph two of the STA, the Company is obliged to adopt written “Routines for secure handling of inside information” (the “Routines”):

“Section 3-4 Duty of confidentiality and due care in handling inside information

- (1) Persons possessing inside information must not disclose such information to unauthorised persons.*
- (2) Persons possessing inside information shall handle such information with due care so that the inside information does not come into the possession of unauthorised persons or is misused. Issuers of financial instruments and other legal entities who are regularly in possession of inside information shall have routines for secure handling of inside information.”*

In these Routines the Company's *financial instruments* are all the financial instruments that have been issued by Vistin Pharma ASA at any time, as well as options and futures/forward contracts on these. Financial instruments are defined by the STA and include, among other things, shares, subscription rights and option and futures/forward contracts linked to the Company's shares.

2. IDENTIFYING SITUATIONS WITH INSIDE INFORMATION

With regards to the definition of "*inside information*" in the STA section 3-2 paragraph one, "*precise information*" means information which indicates that one or more circumstances have occurred or may reasonably be expected to occur, and the information is sufficiently specific to draw a conclusion regarding the possible influence of these circumstances or events on the price of the shares or related financial instruments (ref. STA section 3-2 paragraph two). In principle, *any type of information* is covered by this if it may affect the price of the securities in question as stated. Such information could for instance (not exhaustive) be:

- Acquisition of other companies or substantial parts of other companies
- New contracts which will increase turnover substantially
- Loss of contracts which will reduce turnover substantially
- Documentation prepared for adoption of interim reports or annual accounts, when the processing of this has come far enough to show a general picture of the Company's result or specific elements which could affect the value of the Company
- Preliminary information about any of the above

The fact that the information is *not publicly available* means that it has not been published through the Oslo Stock Exchange's information system or in any other way made publicly known.

Every member of the Board of Directors or the management of the Company, or the boards or management of any subsidiaries has a duty to consider whether any information could be considered to meet the definition of "*inside information*". Situations with possible occurrence of such should be discussed with the member of the management who is responsible for Investor Relations and communication towards the Oslo Stock Exchange.

The assessment which has to be done in relation to the definition of "*inside information*" in the STA, is discretionary. For Vistin Pharma ASA, the member of management responsible for Investor Relations decides upon the application of these Routines for situations brought to his attention according to the previous paragraph. If he (masculine form used for convenience only) is in doubt on the assessment of specific types of information, he has a duty to consult with the CEO and the Chairman of the Board.

3. ESTABLISHING THE INSIDE LIST

When a situation occurs which means that "inside information" exists and such information is to be handled under the rules of delayed disclosure, the Company has a duty to establish and maintain a list of all persons who have been given access to the information, in accordance with section 3-5 of the STA:

"Section 3-5 List of persons with access to inside information

- (1) *Issuers of financial instruments shall ensure **that a list is drawn up of persons who are given access to inside information**. If a person who is given access to inside information is a legal entity, the list shall include those of the entity's employees, elected officers, and assistants etc. who are given access to the information.*
- (2) ***The list shall be continuously updated** and shall state the identity of the persons with access to inside information, the date and time the persons were given access to such information, the functions of the persons, the reasons why the persons are on the list and the date of entries and changes to the list. The list shall be retained in a satisfactory manner for at least 5 years after its creation or updating, and shall be transmitted to the Financial Supervisory Authority of Norway upon request.*
- (3) *Issuers of financial instruments shall **ensure that the persons** given access to inside information **are aware** of the duties and responsibilities this involves, as well as the criminal liability associated with misuse or unwarranted distribution of such information. Issuers of financial instruments shall be able to satisfy the Financial Supervisory Authority of Norway that persons with access to inside information are aware of their duties under the first sentence."*

The list shall be established by the Company and all persons with knowledge of the information at the time of the establishing of the list (external or internal), shall be listed immediately. The list shall be continuously updated as information is passed on to new persons. Every person with knowledge should be listed, regardless of his or her position. This includes secretaries and ICT-personnel with access to archives and mail-systems.

The Company's obligation includes ensuring that lists are kept also of persons outside the Company who gain access to the information. This includes contract-partners, advisers and other business relationships.

Whenever a person is put on the list, he should, unless it is obvious that the person is aware, be informed of his duties and obligations according to the STA and these Routines. Furthermore, he should confirm that this is understood, either by signing on the list or giving a declaration or signature in another way which would make the Company able to provide documentation to the Financial Supervisory Authority. If information is given and accepted by e-mail, copies of the mails should be attached to the list.

People who are put on a list has a right of information when inside information no longer exists, either due to publication on Oslo Stock Exchange or other circumstances.

4. PRIMARY INSIDER LIST AND NOTIFICATION REQUIREMENTS

In addition to the Company's duty to establish and maintain such list of insiders as set out in section 3 above, the Company has a duty to establish, maintain and at all times keep updated, a list of primary insiders, to be transmitted to Oslo Stock Exchange in accordance with section 3-6 third paragraph of the STA.

Primary insiders may include, but will not be limited to, members of the board, deputy members of the board, employees in leading positions and members of committees elected by the board or the shareholders meeting, cf section 3-6 of the STA.

The list of primary insiders shall be transmitted to Oslo Stock Exchange without undue delay, and updated accordingly upon changes. The list transmitted shall contain the name, the personal identity number, address, type of office or position in the Company and other employment position, if any, cf section 3-6 subsection (3) of the STA.

In the event any person or company closely associated with a primary insider, hold financial instruments in the Company, the primary insider shall without undue delay transmit to the Oslo Stock Exchange a list identifying such person or company, cf section 3-6 fourth paragraph of the STA.

Primary insiders must further comply with section 4-2, first to third paragraph of the STA, stipulating the following:

"Section 4-2 Notification requirement for primary insiders

*(1) Persons as mentioned in section 3 – 6 subsection (1) shall immediately give notification of **any purchase, sale, exchange or subscription of shares** issued by the company or by companies in the same group. This also applies to the company's trading in its own shares. An undertaking which owns quoted shares in another undertaking or shares in another undertaking that is listed on a regulated market, and which because of such ownership is represented on the board of the other undertaking, must notify trading in such shares.*

***Notification shall be sent no later than at the start of trading on the regulated market on the day following the purchase, sale, exchange or subscription.** Notification shall be sent to the Financial Supervisory Authority of Norway or whomever they designate.*

*(2) The notification requirement also applies to **loans** as mentioned in the Private Limited Liability Companies Act section 11 – 1 and the Public Limited Liabilities Companies Act section 11 – 1, agreements on, exchange, purchase or sale of subscription rights, options and corresponding rights connected to*

shares as mentioned in the subsection (1). The notification requirement applies regardless of whether the financial instrument gives rise to a physical or financial settlement.

- (3) *The notification requirement also applies to trading involving a shareholder's related parties as mentioned in section 2-5 subsection 1, 2 and 4, as well as trading involving relatives with whom the person concerned has at the time of the notifiable trade shared a household for at least one year."*

5. PROHIBITION AGAINST TRADING

The STA section 3-3 stipulates:

"Section 3-3 Misuse of inside information

- (1) *Persons possessing inside information may neither directly nor indirectly, for own or third party account, subscribe, purchase, sell or exchange financial instruments or incite others to carry out such transactions."*

The prohibition against trading applies to *everyone* when the person concerned is trading in financial instruments on his/her own account, without regard to whether the trade is carried out in the person's own name or through a third party, for example in the case of an acquisition through a broker. The prohibition also applies to trading carried out on behalf of someone else, i.e. to a person who purchases or sells financial instruments on behalf of someone else in his/her own or another person's name. This means that a person cannot trade listed financial instruments on behalf of another party if he has inside information.

A person who has been put on an inside list according to chapter 3 of these Routines is always prohibited from trading until he receives information saying that the inside information no longer exists. If a person should, for some reason, not be listed according to chapter 3, trading is still prohibited if he has the inside information.

The STA does not prevent the normal exercise of previously entered into option or futures/forward contracts when these contracts expire, cf section 3-3 subsection (2) of the STA.

6. DUTY OF CONFIDENTIALITY AND PROHIBITION OF GIVING ADVICE

Persons who possess inside information in the Company must not pass such information on to unauthorised persons. *Unauthorised* persons mean people who would not normally have access to the information in question by virtue of their work or tasks for the Company or its subsidiaries. For the avoidance of doubt, a shareholder of the Company is also an unauthorised person under the STA (regardless of whether or not such shareholder has nominated a director).

The duty of confidentiality does not prevent inside information being given to others within the Company as a part of normal procedures, or to advisors if this is necessary for carrying out the tasks the employee or advisor is to do for the Company. The duty of confidentiality does not prevent information being given to the authorities or the Oslo Stock Exchange. However, persons outside the Company should also be put on the inside list according to chapter 3 of these Routines.

All persons on the list should handle inside information within due course, and follow guidelines such as the below (not exhaustive):

- Inside information on paper should be stored safely and so that others do not have access when it is not in use.
- Papers that include inside information should only be handled, copied or maculated by persons who are listed according to chapter 3
- Inside information should only be sent on fax-machines when the person to which the document is sent (and who is listed according to chapter 3) are near the receiving fax-machine
- If inside information is stored in electronic systems, actual access to the documents in the system should be limited to those persons who are on the inside list.
- If inside information is sent by electronic mail, both sender and receiver should show due care when handling the information.
- All projects with existence of inside information should be given a project name which does not reflect the information, and all references to the project, internally and externally, should be made by this name.

If an inside list is established according to chapter 3 of these Routines, the duty of confidentiality also applies to the existence of the list itself.

Persons who are put on an inside list in accordance with chapter 3 must not *advise others* on trading in financial instruments issued by Vistin Pharma ASA. This also applies to advice to abstain from such transactions.

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