

VYNE THERAPEUTICS INC.

ACCOUNTING, AUDITING & UNETHICAL BEHAVIOR WHISTLEBLOWER POLICY

Adopted as of March 19, 2020

I. INTRODUCTION

Consistent with the commitment of VYNE Therapeutics Inc. (the “**Company**”) to the highest ethical standards of business conduct, the Company’s Board of Directors has adopted this Accounting, Auditing and Unethical Behavior Whistleblower Policy (the “**Policy**”). The Policy establishes procedures for the receipt, retention and treatment of complaints concerning accounting, internal accounting controls, auditing and unethical matters relating to the Company. The Company’s Audit Committee is responsible for overseeing the receipt, retention and treatment of all such complaints. The Company is committed to complying with all federal laws and accounting standards applicable to accounting, auditing and unethical matters.

The Company expects the officers and employees of the Company and its subsidiary, as applicable (collectively, the “**Employees**”), to report any known or suspected questionable accounting, auditing, unethical matters relating to the Company. It is the Company’s policy that Employees may submit good faith reports of such information without fear of dismissal or retaliation of any kind.

II. QUESTIONABLE ACCOUNTING OR AUDITING MATTERS

As used in this Policy, the phrase “questionable accounting or auditing matters” includes, but is not necessarily limited to, suspected or known acts of:

- a. fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company;
- b. fraud or deliberate error in the recording and maintenance of financial records of the Company;
- c. deficiencies in or noncompliance with the Company’s internal accounting controls;
- d. misrepresentation or false statement to or by a senior officer or accountant of the Company regarding any matters contained in the financial records or any financial or audit reports of the Company;
- e. misappropriation of Company funds; or
- f. deviation from full and fair reporting of the Company’s financial condition.

III. QUESTIONABLE UNETHICAL BEHAVIOR MATTERS

As used in this Policy, the phrase “questionable unethical behavior” includes, but is not necessarily limited to, suspected or known acts of:

- A. Knowingly and intentionally violation of law or policy of the company or direct others to violate law or policy.
- B. Exposure of employees or the public to health and safety risks.
- C. Violating of regulatory requirements.
- D. Conflict of interest between personal interests and the company interests.
- E. Not protecting company assets, - tangible assets and/or intellectual property.
- F. Violation of anti- bribery and/or anti-corruption laws and policy.
- G. Act of verbal or physical harassment or discrimination.

III. PURPOSE OF THE POLICY

The Board of Directors has adopted this Policy in order to:

- a. facilitate the disclosure of any questionable accounting, auditing or unethical matters before they can disrupt the business or operations of the Company or result in injury to stockholders;
- b. promote a climate of individual accountability among the Employees with respect to the Company’s accounting, internal accounting, auditing and unethical behavior matters; and
- c. ensure that Employees feel secure in making, and have open and effective channels through which to make, reports to the Audit Committee concerning any questionable matters.

IV. REPORTING PERSONS PROTECTED FROM RETALIATION

This Policy provides protection from retaliation to Employees who make any complaint with respect to an alleged questionable accounting, auditing or unethical behavior matter (“**Reporting Person**”), *provided* the complaint was made:

- a. in good faith;
- b. with the reasonable belief that subject matter of the complaint relates to a questionable accounting, or auditing or unethical behavior matter; and
- c. pursuant to the procedures contained in Section VI below.

Any act of retaliation against a Reporting Person making such a complaint will be treated by the Company as a serious violation of Company policy, which could result in dismissal.

V. CONFIDENTIALITY OF COMPLAINTS

If the identity of any Reporting Person is known, unless such Reporting Person has authorized the Company to disclose his or her identity, the Company will exercise reasonable care to keep the identity of

such person confidential unless: (1) such confidentiality is incompatible with a fair investigation of the complaint; (2) there is an overriding reason for identifying or otherwise disclosing the identity of such person; or (3) such disclosure is required by law.

Furthermore, the identity of any such Reporting Person may be disclosed if it is reasonably determined that such person made a complaint maliciously or recklessly, or if disciplinary proceedings are invoked against such person in connection with the malicious or reckless complaint. In all cases, unless otherwise determined by the Audit Committee Chairman, other members of the Audit Committee and the Company's Chief Financial Officer will have access to all information contained in the complaint.

VI. SUBMITTING COMPLAINTS

Reporting Persons should submit complaints via the VYNE Therapeutics Confidential and Anonymous Financial Concern Hotline and providing the information called for by Exhibit A. The complaint is confidential and will be delivered directly to the Audit Committee Chairperson and the General Counsel.

The hotline provides two ways to leave a message:

- a. Secure web form - <https://www.whistleblowerservices.com/vyne>
- b. Voicemail - +1- 855-214-0926

When you leave a message, you will receive a 14 to 16-digit code that can be used to access the status of your message. The Audit Committee may also use this to ask you, with complete confidentiality, for additional information regarding this issue.

Non-Employees are required to disclose their identity in any complaints submitted under this policy. Complaints submitted by non-Employees on an anonymous basis may not be reviewed.

VII. REVIEW AND INVESTIGATION OF COMPLAINTS

- a. Upon receipt of a complaint, the Audit Committee Chairperson and General Counsel will determine whether the complaint pertains to an accounting, auditing or unethical behavior matter;
- b. If the complaint does not relate to an accounting, auditing or unethical behavior matter, the Audit Committee Chairperson and General Counsel will address such complaint in the normal course or refer the complaint to the Company's CEO;
- c. If the complaint relates to an accounting, auditing or unethical matter, the complaint will be forwarded to the Company's CFO and an investigation will be conducted in an expeditious manner, taking into account the nature and complexity of the complaint and the issues raised therein, with oversight by the Audit Committee Chairman;
- d. Unless otherwise determined by the Audit Committee Chairperson, the investigation team will include, at a minimum, the Audit Committee Chairperson and the CFO, both of whom will be responsible for developing and executing a plan of investigation, and if applicable, in concert with any outside parties whose involvement was requested by the Audit Committee Chairperson (such parties collectively referred to as the "Investigation Team");
- e. Following each investigation, the Investigation Team shall issue a report to the Audit Committee

with a conclusion as to whether the complaint and related investigation lead to a finding of any questionable accounting, auditing or unethical matters, including a description of the underlying facts giving rise to such conclusion (“Investigation Report”);

- f. If the Investigation Report indicates a finding of any questionable matters, the Investigation Report shall also include a recommendation for prompt and appropriate remedial action. Such remedial action will be taken as warranted in the judgment of the Audit Committee.

VIII. REPORTS TO THE BOARD OF DIRECTORS

All Investigation Reports shall be made available to the Board of Directors at its next regularly scheduled meeting, unless the Audit Committee Chairperson determines that a more immediate report is warranted.

IX. RETENTION OF COMPLAINTS

The Audit Committee Chairperson, or his designated representative, will maintain all complaints, tracking their receipt, investigation and resolution. All complaints and Investigation Reports will be maintained in the Company’s files for a period of not less than six years.

X. REPORTING AND ANNUAL REVIEW

This Policy will be reviewed annually by the Audit Committee, taking into account the effectiveness of the Policy in promoting the reporting and investigation of questionable accounting, auditing or unethical behavior matters of the Company, with a view to minimize improper complaint submissions and investigations.

EXHIBIT A

Form of Complaint for Reporting Questionable Accounting, Auditing or Unethical Matters

Please be advised that U.S. Federal Law prohibits the Company, and anyone acting on its behalf, from discharging, demoting, suspending, threatening, harassing, reducing the compensation of, or in any other manner taking punitive action against, any employee of VYNE Therapeutics Inc. or any of its subsidiaries, as applicable (“VYNE”), who in good faith makes a report of a questionable accounting , auditing or unethical behavior matter pursuant to the terms of the VYNE Therapeutics Inc. Accounting , Auditing and Unethical Behavior Whistleblower Policy.

Part I (Completing Part I is optional for employees of VYNE)

Name: _____

Address: _____

Home: _____

Work: _____

Mobile: _____

E-Mail: _____

I *authorize / do not authorize the disclosure of my identity as reasonably necessary in connection with an investigation of my complaint. _____(initial here)

*Please circle either “authorize” or “do not authorize” when completing this form

Part II

I am (check one):

_____an employee of VYNE

_____ **not** an employee of VYNE

Type of Violation (check one):

_____Accounting and Auditing

_____Unethical Behavior

_____Retaliation for Prior

Complaint Violation is:

_____Ongoing

_____Completed

_____Unclear whether ongoing or completed

Department(s) suspected of violation: _____

Individual(s) suspected of violation: _____

Describe all relevant facts of the suspected violation:

Describe how you became aware of the suspected violation:

Describe steps taken, if any, to remedy the violation prior to submitting this complaint:

ACCOUNTING, AUDITING & UNETHICAL BEHAVIOR

WHISTLEBLOWER POLICY

ACKNOWLEDGEMENT FORM

I _____ (full name) hereby declare that I have read, understands and will comply with the VYNE Therapeutics Inc. Accounting, Auditing & Unethical Behavior Whistleblower Policy.

Signature: _____

Employee Name: _____

Date: _____