

## MYNARIC AG

### CODE OF BUSINESS CONDUCT AND ETHICS

The management board of Mynaric AG (with its subsidiaries, the “**Company**”) has adopted this code of business conduct and ethics (this “**Code**”) to:

- promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest;
- promote full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or submits to, the Securities and Exchange Commission (the “**SEC**”) and in other public communications made by the Company;
- promote compliance with applicable laws and governmental rules and regulations;
- ensure the protection of the Company’s legitimate business interests, including corporate opportunities, assets and confidential information;
- promote fair dealing; and
- deter wrongdoing.

All members of the management board and senior management of the Company (collectively referred to as “**Officers**”) and employees are expected to be familiar with the Code, adhere to all applicable principles and procedures set forth in the Code and report any suspected violations as described in Section X, Reporting and Accountability.

For purposes of this Code, the “Code of Ethics Contact Person” will be different for various employees. Generally, the Code of Ethics Contact Person is an employee’s immediate manager. However, any employee may also report directly to the Head of Legal or send an email to [legal@mynaric.com](mailto:legal@mynaric.com). For Officers, the Code of Ethics Contact Person is the Head of Legal. The Code of Ethics Contact Person for the Head of Legal is the chairperson of the audit committee of the Company’s supervisory board (the “**Audit Committee**”).

From time to time, the Company may waive some provisions of this Code. Any waiver of the Code for Officers of the Company may be made only by the Company’s supervisory board or the Audit Committee and must be disclosed as required by SEC rules. Any waiver for other employees may be made only by the Head of Legal.

#### **I. Honest and Candid Conduct**

Each Officer and employee owes a duty to the Company to act with integrity. Integrity requires, among other things, being honest and candid. Deceit and subordination of principle are inconsistent with integrity.

Each Officer and employee must:

- Act with integrity, including being honest and candid while still maintaining the confidentiality of information where required or consistent with the Company's policies.
- Observe both the form and spirit of laws and governmental rules and regulations, accounting standards and Company policies.
- Adhere to a high standard of business ethics in his or her dealings with the Company's customers, suppliers, partners, service providers, competitors, employees and anyone else with whom he or she has contact in the course of performing his or her job.

## **II. Conflicts of Interest**

A "conflict of interest" occurs when an individual's private interest (or the interest of a member of his or her family) interferes or appears to interfere with the interests of the Company. A conflict of interest can arise when an Officer or employee takes actions or has interests that may make it difficult to perform his or her Company work objectively and effectively. For example, a conflict of interest would arise if an Officer or employee, or a member of his or her family, receives improper personal benefits as a result of his or her position in the Company. Any material transaction or relationship that could reasonably be expected to give rise to a conflict of interest should be discussed with the Code of Ethics Contact Person.

Service to the Company should never be subordinated to personal gain and advantage. Loans by the Company to, or guarantees by the Company of obligations of, employees or their family members are of special concern and could constitute improper personal benefits to the recipients of such loans or guarantees, depending on the facts and circumstances. Loans by the Company to, or guarantees by the Company of obligations of, any Officer or their family members are expressly prohibited.

Conflicts of interest should, wherever possible, be avoided. In particular, clear conflict of interest situations involving Officers may include the following:

- any significant ownership interest in any supplier or customer;
- any consulting or employment relationship with any customer, supplier or competitor;
- any outside business activity that detracts from an individual's ability to devote appropriate time and attention to his or her responsibilities with the Company;
- the receipt of non-nominal gifts or excessive entertainment from any company with which the Company has current or prospective business dealings;
- being in the position of supervising, reviewing or having any influence on the job evaluation, pay or benefit of any immediate family member; and
- selling anything to the Company or buying anything from the Company, except on the same terms and conditions as unrelated third parties are permitted to so purchase or sell.

Such situations, if material, should always be discussed with the Code of Ethics Contact Person. Officers must seek determinations and prior authorizations or approvals of potential conflicts of interest exclusively from the Audit Committee.

### III. Compliance

It is the Company's policy to comply with all applicable laws, rules and regulations. It is the personal responsibility of each Officer and employee to adhere to the standards and restrictions imposed by those laws, rules and regulations. Although not all Officers and employees are expected to know the details of all applicable laws, rules and regulations, it is important to know enough to determine when to seek advice from appropriate personnel. Questions about compliance should be addressed to the Head of Legal or submitted via email to [legal@mynaric.com](mailto:legal@mynaric.com).

It is against Company policy, and in many circumstances illegal, for an Officer or employee to profit from undisclosed information relating to the Company or any other company. Any Officer or employee may not purchase or sell any of the Company's securities while in possession of material non-public information relating to the Company. Also, any Officer or employee may not purchase or sell securities of any other company while in possession of any material nonpublic information relating to that company.

Any Officer or employee who is uncertain about the legal rules involving a purchase or sale of any Company securities or any securities in companies that he or she is familiar with by virtue of his or her work for the Company, should consult with the Head of Legal before making any such purchase or sale.

### IV. Disclosure

Each Officer or employee involved in the Company's disclosure process, including the Chief Executive Officer and the Chief Financial Officer (the "**Senior Financial Officers**"), is required to be familiar with and comply with the Company's disclosure controls and procedures and internal control over financial reporting, to the extent relevant to his or her area of responsibility, so that the Company's public reports and documents filed with the SEC comply in all material respects with the applicable federal securities laws and SEC rules. In addition, each such person having direct or supervisory authority regarding these SEC filings or the Company's other public communications concerning its general business, results, financial condition and prospects should, to the extent appropriate within his or her area of responsibility, consult with other Company Officers and employees and take other appropriate steps regarding these disclosures with the goal of making full, fair, accurate, timely and understandable disclosure.

Each Officer or employee who contributes in any way to the preparation or verification of the Company's financial statements and other financial information must ensure that the Company's books, records and accounts are maintained in reasonable detail, appropriately reflect the Company's transactions and conform to applicable legal requirements and to the Company's system of internal controls. Unrecorded or "off the books" funds or assets should not be maintained unless permitted by applicable law or regulation. Records should always be retained or destroyed according to the Company's record retention policies.

Each Officer or employee must cooperate fully with the Company's accounting and internal audit departments, as well as with the Company's independent public accountants and counsel.

Each Officer or employee who is involved in the Company's disclosure process, including without limitation the Senior Financial Officers, must:

- familiarize himself or herself with the disclosure requirements applicable to the Company as well as the business and financial operations of the Company.
- not knowingly misrepresent, or cause others to misrepresent, facts about the Company to others, whether within or outside the Company, including to the Company's independent auditors, governmental regulators and self-regulatory organizations.
- properly review and critically analyze proposed disclosure for accuracy and completeness (or, where appropriate, delegate this task to others).

No Officer or employee, or any other person acting under the direction thereof, shall directly or indirectly take any action to coerce, manipulate, mislead or fraudulently influence any public or certified public accountant engaged in the performance of an audit or review of the financial statements of the Company or take any action that such person knows or should know that if successful could result in rendering the Company's financial statements materially misleading. Any person who believes such improper influence is being exerted should report such action to the Code of Ethics Contact Person, the Head of Legal or any member of the Company's management board.

Types of conduct that could constitute improper influence include, but are not limited to, directly or indirectly:

- offering or paying bribes or other financial incentives, including future employment or contracts for non-audit services;
- providing an auditor with an inaccurate or misleading legal analysis;
- threatening to cancel or canceling existing non-audit or audit engagements if the auditor objects to the Company's accounting;
- seeking to have a partner removed from the audit engagement because the partner objects to the Company's accounting;
- blackmailing; and
- making physical threats.

## **V. Protection and Proper Use of Company Assets**

All Officers and employees should protect the Company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability and are prohibited. All Company assets should be used only for legitimate business purposes. Any suspected incident of fraud or theft should be reported for investigation immediately.

The obligation to protect the Company's assets includes an obligation to protect the Company's proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks and copyrights, as well as business and marketing plans, engineering and manufacturing ideas, designs, databases, records and any non-public financial data or reports.

Unauthorized use or distribution of this information is prohibited and could also be illegal and result in civil or criminal penalties.

## **VI. Corporate Opportunities**

Officers and employees owe a duty to the Company to advance the Company's business interests when the opportunity to do so arises. Officers and employees are prohibited from taking (or directing to a third party) a business opportunity that is discovered through the use of Company assets, property, information or position, unless the Company has already been offered the opportunity and turned it down. More generally, Officers and employees are prohibited from using Company assets, property, information or position for personal gain and from competing with the Company.

Sometimes the line between personal and Company benefits is difficult to draw, and sometimes certain activities present both personal and Company benefits. Officers and employees who intend to make use of Company property or services in a manner not solely for the benefit of the Company should consult beforehand with the Code of Ethics Contact Person.

## **VII. Confidentiality**

In carrying out the Company's business, Officers and employees often learn confidential or proprietary information about the Company, its customers, suppliers or partners. Officers and employees must maintain the confidentiality of all information so entrusted to them, except when disclosure is authorized or legally mandated or permitted by law. Confidential or proprietary information of the Company, and of other companies, includes any non-public information (regardless of its source) that might be of use to the Company's competitors or harmful to the Company or its customers, suppliers or partners if disclosed.

## **VIII. Fair Dealing**

We have a history of succeeding through honest business competition. We do not seek competitive advantages through illegal or unethical business practices. Each Officer and employee should endeavor to deal fairly with the Company's customers, suppliers, partners, service providers, competitors, employees and anyone else with whom he or she has contact in the course of performing his or her job. No Officer or employee should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any unfair dealing practice.

## **IX. Anti-corruption laws**

The Company complies with the anti-corruption laws of the countries in which it does business, including the U.S. Foreign Corrupt Practices Act. To the extent prohibited by applicable law, Officers and employees will not directly or indirectly give anything of value to government officials, including employees of state-owned enterprises or foreign political candidates. These requirements apply both to Company employees and agents, such as third party sales representatives, no matter where they are doing business. Each Officer or employee who engages agents is responsible for ensuring they are reputable and for obtaining a written agreement to uphold the Company's standards in this area.

## **X. Reporting and Accountability**

The Audit Committee is responsible for applying this Code to specific situations in which questions are presented to it and has the authority to interpret this Code in any particular situation. Any Officer or employee who becomes aware of any existing or potential violation of this Code is required to notify the Code of Ethics Contact Person promptly. Failure to do so is itself a violation of this Code.

Any questions relating to how this Code should be interpreted or applied should be addressed to the Code of Ethics Contact Person. An Officer or employee who is unsure of whether a situation violates this Code should discuss the situation with the Code of Ethics Contact Person to prevent possible misunderstandings and embarrassment at a later date.

Each Officer or employee must:

- Notify the Code of Ethics Contact Person promptly of any existing or potential violation of this Code.
- Not retaliate against any other Officer or employee for reports of potential violations that are made in good faith.
- Cooperate fully in any internal investigation of misconduct.

The Company will follow the following procedures in investigating and enforcing this Code, and in reporting on the Code:

- Violations and potential violations will be reported by the Code of Ethics Contact Person to the Audit Committee, in the case of a violation by an Officer, or to the Head of Legal, in the case of a violation by any other employee, after appropriate investigation.
- The Audit Committee and the Head of Legal will take all appropriate action to investigate any violations reported to them after appropriate investigation.
- If the Audit Committee or the Head of Legal determines that a violation has occurred, it will inform the Company's supervisory board in the case of a violation by an Officer, or the Audit Committee, in the case of a violation by any other employee.

Upon being notified that a violation has occurred, the Audit Committee or the Head Legal will take such disciplinary or preventive action as they deem appropriate, up to and including dismissal or, in the event of criminal or other serious violations of law, notification of appropriate governmental authorities.

**ACKNOWLEDGMENT OF RECEIPT AND REVIEW**

**Acknowledgment of Receipt and Review**

To be signed and returned to the Head of Legal.

I, \_\_\_\_\_, acknowledge that I have received and read a copy of the Mynaric AG Code of Business Conduct and Ethics. I understand the contents of the Code and I agree to comply with the policies and procedures set out in the Code.

I understand that I should approach the Code of Ethics Contact Person if I have any questions about the Code generally or any questions about reporting a suspected conflict of interest or other violation of the Code.

\_\_\_\_\_  
SIGNED

\_\_\_\_\_  
PRINTED NAME

\_\_\_\_\_  
DATE