

# **PELTOS THERAPEUTICS INC.**

## **Whistleblower Policy**

### **1. Purpose**

Pelthos Therapeutics Inc. (collectively with its subsidiaries, the “**Company**”, “**we**”, “**our**” or “**us**”) is committed to complying with applicable laws, rules and regulations related to our business. We are also committed to the integrity, honesty and ethical behavior of our employees and business dealings with others, and to being an open, communicative and collaborative workplace. To achieve these objectives, we expect our employees and others to internally report concerns about activity that is unlawful or otherwise violates our policies so that we can investigate and resolve potential violations as quickly and efficiently as possible. Accordingly, we have established this Whistleblower Policy (this “**Policy**”) to report complaints related to the violation of our Code of Conduct and Ethics for each of our directors, officers and employees (the “**Code of Conduct**”), Related Party Transactions Policies and Procedures, Insider Trading Policy, Regulation FD Policy, and any other Company policies. Employees are encouraged to use the guidance provided by this Policy to report all known and suspected improper activities. This Policy is designed to provide our employees with a confidential or anonymous method for reporting any improper activities. If you feel unsure about the best or ethical course of action in a particular situation, please discuss it with your supervisors, managers or other appropriate personnel, such as the Chief Financial Officer.

All employees must follow the procedures outlined in this Policy and cooperate with any investigation initiated pursuant to it. Adhering to this Policy is a condition of employment. All employees will be issued a copy of this current Policy.

### **2. Responsibility to Report Violations**

Employees of the Company should report to their supervisors, in good faith, any known and suspected violations by other employees or directors of the Company, or third parties that provide services to the Company, of (1) applicable law, governmental rules and regulations, including federal securities laws and the rules and regulations thereunder, (2) accounting, internal accounting controls and auditing matters, or (3) any Company policies, including without limitation, our Code of Conduct and our Insider Trading Policy. Persons not employed by the Company should also rely on this Policy to make good faith complaints or reports regarding such known and suspected violations.

To assist us in responding to or investigating a complaint, the complaint should be factual rather than speculative or conclusory and should contain as much specific information as possible to allow for proper assessment of the nature, extent and urgency of the matter that is the subject of the complaint. Without limiting the foregoing, the complaint should, to the extent possible, contain the following information: (i) the alleged event, matter or issue that is the subject of the complaint; (ii) the name of each person involved; (iii) if the complaint involves a specific event or events, the approximate date and location of each event; and (iv) any additional information, documentation or other evidence available to support the complaint. Unless otherwise prohibited by applicable law, we may, in our reasonable discretion, determine not to commence an investigation if a

complaint contains only unspecified or broad allegations of wrongdoing without appropriate informational support.

### **3. Procedures for Reporting a Complaint**

Supervisors and managers of the Company will promptly consider the information submitted to them regarding such violations and take appropriate action in accordance with applicable law, governmental rules and regulations, Company policies and otherwise consistent with good business practices. Such supervisors and managers will also provide such information to our Chief Financial Officer (the “**Compliance Officer**”).

If a Company employee or other person is not comfortable discussing the suspected violation with any of his or her direct supervisors or managers, such employee or person may report the suspected violation confidentially and anonymously by the following means:

- 1) By calling the Company’s 24/7 compliance hotline at 908-215-9766 (must include company name with report); or
- 2) By letter addressed to the Company’s corporate headquarters at Pelthos Therapeutics Inc., 4020 Stirrup Creek Drive, Suite 110, Durham, NC 27703, marked “Attention: Audit Committee Chair”.

Reports may also be made to our general counsel via email at [ddanovitch@sullivanlaw.com](mailto:ddanovitch@sullivanlaw.com) and [aschleicher@sullivanlaw.com](mailto:aschleicher@sullivanlaw.com).

If such employee or person makes a report by following the procedures described above, the report will automatically be directed to the Compliance Officer and to persons supporting the Compliance Officer. The Compliance Officer will provide a report to the chairperson of our audit committee (the “**Audit Committee**”) if the report relates to accounting, internal accounting controls and auditing matters, and to the chairperson of our nominating and corporate governance committee (the “**Nominating Committee**”) if the report relates to violations of applicable federal or state laws (including securities laws) or any other legal violation. Human resources complaints not falling into the categories mentioned in this paragraph are to be reported to a direct supervisor.

The Compliance Officer (or his or her designee(s)) will be responsible for reviewing, or overseeing the review, of any report of a suspected violation from any source. The Compliance Officer will notify the sender and acknowledge receipt of the report, unless the report was submitted anonymously.

If a Company employee or other person wishes to report a matter directly to the Audit Committee or the Nominating Committee, you may use the process above and indicate that the report should be delivered directly to the Audit Committee, or you may send a letter addressed to our corporate headquarters marked “Attention: Audit Committee” or “Attention: Nominating and Corporate Governance Committee”. The Audit Committee and the Nominating Committee will take whatever steps they deem necessary to respond to a report that they receive, including whether to refer the matter to the Compliance Officer for investigation.

If a Company employee or other person submits false reports or makes malicious allegations against any other Company employee or third party, this may result in disciplinary action being taken by the Company against such employee or person.

#### **4. Statement of Non-Retaliation**

It is against our policy and, in many jurisdictions, a crime, for anyone to intentionally retaliate against any person who provides truthful information to a law enforcement or regulatory official or our Compliance Officer concerning such person's reasonable good faith belief that a possible violation of any federal, state or foreign law has occurred. Moreover, we do not permit any form of intimidation or retaliation by any employee, contractor, subcontractor or agent of the Company against any employee because of any lawful act done by such employee to:

- provide information or otherwise assist in an investigation of conduct which the employee reasonably believes is a violation of laws, rules, regulations of Company policies or to participate in any proceeding related to such violations, or
- testify, participate in, or otherwise assist in a proceeding filed or to be filed relating to a violation of any law, rule or regulation.

Examples of prohibited retaliation include discharge, demotion, suspension, threats, harassment or any other manner of discrimination with respect to an employee's terms or conditions of employment based on lawful actions of such employee with respect to a good faith report or cooperation or assistance with an investigation conducted by us.

Note, however, that such employee's right to protection from retaliation does not extend immunity for any complicity in the matters that are the subject of the complaint and/or an ensuing investigation. These procedures are in no way intended to limit employees' rights to report alleged violations relating to securities law, accounting or auditing matters to proper governmental and regulatory authorities, including the Securities and Exchange Commission. If an employee has a good faith belief that such employee has been subject to retaliation because such employee filed a complaint under this Policy or engaged in any lawful act that is protected or allowed under applicable whistleblower laws, such employee may report the retaliation using the processes outlined in this Policy for filing a complaint or such employee may undertake the processes available to you under appropriate state or federal law for reporting retaliation or seeking available remedies. Any person who does retaliate against anyone who has made a good faith complaint will be subject to dismissal.

#### **5. Statement of Confidentiality**

In cases in which an employee or other person reports a suspected violation in good faith and is not engaged in the questionable conduct, we will attempt to keep our discussions and actions confidential to the greatest extent possible and in compliance with applicable laws and regulations governing such employee's or person's privacy; provided, however, the Company or its employees and agents may reveal the reporting individual's identity and confidential information to the extent necessary to permit a thorough and effective investigation, or if required by law or court proceedings. If an employee makes a complaint, the Company cannot guarantee that such employee's identity will not become known for reasons outside of the control of the Company.

All reports and records associated with complaints or reports made under this Policy in good faith are considered confidential information and access will be restricted to members of our board of directors, our internal and external legal counsel and others involved in investigating a complaint or report under this Policy. Access to reports and records may be granted to other parties at the discretion of the Compliance Officer. If a Company employee or other person wishes to make an anonymous report, such employee or person should take appropriate steps to ensure that their anonymity is maintained.

While we cannot guarantee confidentiality in all circumstances, in no event will there be any retaliation by the Company for good faith complaints. In addition, except as stated above, the Company will not tolerate any effort made by any other person or group to ascertain the identity of any person who makes a good faith complaint or who provides witness evidence in respect of the inquiry or investigation into any such complaint.

## **6. Investigation**

Company employees should not independently conduct their own investigations regarding any known or suspected violations described above, but instead should follow the procedures discussed in this Policy. The Compliance Officer (or his or her designee(s)) will review all complaints and reports regarding such violations, will coordinate the investigation and resolution of all such complaints and reports, and ensure that corrective action, as necessary and appropriate, is taken.

The Compliance Officer may conduct an investigation of a complaint directly or he or she can designate one or more members of Company management to conduct the investigation and report back to the Compliance Officer and/or the Compliance Officer can engage the services of a third party. Irrespective of the manner of investigation, the Compliance Officer will have the ultimate responsibility to decide on what action, if any, will be taken based upon the results of any investigation conducted.

Complaints relating to accounting irregularity or securities fraud reported through our compliance hotline or directly to the Audit Committee will be reviewed under oversight by the Compliance Officer and such other persons as the Compliance Officer determines to be appropriate, including, without limitation, outside legal counsel and/or other advisors. Confidentiality will be maintained to the fullest extent possible, consistent with the need to conduct an adequate review of each complaint. Prompt and appropriate corrective action will be taken when and as warranted in the judgment of the Compliance Officer. ***The Company will not take any prohibited retaliation against an employee in the terms and conditions of employment based upon any lawful actions of such employee with respect to good faith reporting of complaints regarding any such accounting irregularity, securities fraud or otherwise as specified in Section 806 of the Sarbanes-Oxley Act of 2002 or other applicable law.***

## **7. Amendments**

The Company reserves the right to modify or amend this Policy at any time, as it may deem necessary.

Adopted on [●], 2025, subject to the effectiveness of the Company's Registration Statement on Form S-1 for its initial public offering.