

ETHICS & BUSINESS INTEGRITY

EXECUTIVE SUMMARY

Euroapi's products are sold in more than 80 countries around the world and the company is committed to respect the highest standards of ethics and integrity in its business conduct. Embedding ethical values into our day-to-day activities is essential to preserve the trust of patients and communities, to safeguard our image and reputation, and to protect Euroapi employees.

To sustain our commitment, we have implemented a robust governance. We have established and enforced clear rules in accordance with the legal framework in each country where we operate. A rigorous internal control mechanism is also implemented to prevent violations of internal rules.

The cornerstone of this approach for promoting and sustaining ethics and integrity in all our activities is the Compliance & Business Integrity Department, complemented by other departments such as but not limited to: Internal Control and Processes, Internal Audit, Risk Management, Global Quality, Procurement, Health, Safety & Environment.

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1. COMPLIANCE & BUSINESS INTEGRITY PROGRAM

A company-wide Compliance & Business Integrity program has been developed and implemented, based on:

- A dedicated organizational structure.
- A Code of Ethics, policies, and standards.
- Education and training.
- Activity monitoring.
- A dedicated Compliance Helpline to collect alerts.
- Internal investigations, corrective and/or disciplinary actions.

2. COMPLIANCE & BUSINESS INTEGRITY DEPARTMENT

2.1. Mission

The core mission of the Compliance & Business Integrity Department is to promote a culture of business integrity at every level of the Company.

The Head of Compliance, Business Integrity and Data Privacy's role is to partner with the business teams and all employees in order to support the achievement of business objectives while ensuring compliance with laws, regulations, industry codes, as well as with the Company's ethics, values, and policies.

The Compliance & Business Integrity Department also supports business teams and all employees to identify, assess, and mitigate risks that might impact the Company's activities.

2.2. Organization

Spearheading Euroapi's approach to ethics and business integrity in cooperation with other entities, the Compliance & Business Integrity Department relies on a global network of local coordinators, the Compliance Champions, supporting the company organization at every level: Corporate functions, Commercial operations in regions and manufacturing sites.

The Head of Compliance, Business Integrity and Data Privacy reports to Euroapi's General Counsel and meets periodically with the Audit Committee and/or the Board of Directors and external auditors.

This officer provides strategic compliance leadership to the executive management team and the Board of Directors and oversees the effective implementation and management of the Compliance & Business Integrity program.

3. CODE OF ETHICS, POLICIES & STANDARDS

3.1. The Code of Ethics

The Euroapi Code of Ethics is the reference document that guides behaviors, actions, and decisions in Euroapi employees' daily activities. It helps them act with integrity in all circumstances.

In addition to this Code, Euroapi has also implemented a set of policies and procedures that all employees have to comply with, to ensure that they act properly in all circumstances.

There may be instances when the guidance in this Code differs from the local law or customs of a particular country. In cases where local law or customs impose higher standards than those set in the Code, local law and customs should always apply. If, by contrast, the Code provides a higher standard, this should prevail.

Below is the content of our Code of Ethics.

- Message from the CEO
- Who should follow this Code
- How to use the Code of Ethics
- How to raise a concern
- Respecting and protecting people and the environment
 - Respecting people.
 - Preserving health & safety, Protecting people and the environment.
 - Protecting privacy and personal data.
- Integrity in our business practices
 - Dealing with conflict of interest.
 - Fighting bribery and corruption.
 - Participating in public life.
 - Respecting free competition.
- Integrity in managing company information.
 - Protecting confidential and sensitive information.
 - Preventing insider trading.
 - Protecting our image when using social media.

3.2. Policies & Standards

The Compliance and Business Integrity Department has developed a comprehensive body of policies and standards, updated on a regular basis, which are designed to provide guidance on a range of situations specific to our industry. Here are some examples of internal policies that address topics related to business ethics:

- Anti-bribery.
- Anti-bribery due diligence on third parties.
- Entertainment of third parties
- Contribution to third parties' events
- Conflicts of interest.
- Accepting and/or providing gifts and invitations
- Donations and contributions to organizations.
- Responsible lobbying.
- Alert management.

In addition to the topics covered by Compliance & Business Integrity Department policies, each operational department or function within the Company develops a comprehensive set of policies and standards designed to effectively manage their activities and provide guidance on sensitive topics.

These policies and standards are continuously assessed, updated, and complemented if needed, to ensure alignment with the dynamic legal and regulatory framework, as well as with the risks associated with EUROAPI's activities.

These policies and standards are not intended to be exhaustive. If a particular situation is not covered or the provisions of the policies and standards are not clear to a Euroapi employee, the latter must consult their manager and or the Compliance & Business Integrity Department.

3.3. International Rules

Euroapi adheres to and complies with all applicable industry codes, at country, regional and international level.

Regarding the prevention of and fight against corruption, Euroapi is committed to carrying out its activities in compliance with all applicable laws or regulations addressing corruption and/or bribery, including but not limited to the French Criminal Code and the French Law of December 9th 2016 on Transparency, the Fight Against Corruption and the Modernization of the Economy (Sapin 2 Law), the U.S. Foreign Corrupt Practices Act (FCPA) and the U.K. Bribery Act (UKBA), as well as applicable international conventions, including but not limited to:

- The external reference principles of the [United Nations Global Compact](#) (Principle 10)
- The [United Nations Convention against Corruption](#) – adopted on 31 October 2003
- The Organization for Economic Cooperation and Development (OECD) [Convention on Combating Bribery of Foreign Public Officials in International Business Transactions](#)

4. PREVENTION & FIGHT AGAINST CORRUPTION

4.1. A comprehensive set of policies and standards defining clear rules for employees

Bribery and corruption are unacceptable: at Euroapi, fighting all forms of corruption is a priority.

Corruption deters economic development, as it can undermine fair competition and destroy trust in a company or individual.

At Euroapi, fighting all forms of corruption is a priority. Promoting a culture of ethics and integrity is key to maintaining the trust of stakeholders and society. Euroapi is committed to fostering a culture of integrity throughout the organization and clearly communicating expectations to reduce the risk of corruption.

Euroapi employees are prohibited from giving, promising to give or offering to give anything of value, to any person for the purpose of influencing any act or decision, notably when interacting with customers, suppliers and government officials. This prohibition also applies to indirect corruption, that is, acts carried out by a third party in the name or on behalf of Euroapi.

Euroapi has implemented a comprehensive set of policies and standards defining clear rules that must be complied with by all EUROAPI employees and, when applicable, by third parties.

4.2. Preventing corruption in our interactions with third parties

Euroapi interacts daily with hundreds of third parties. It must therefore ensure that its suppliers, distributors, agents, and business partners are not exposing the Company, through their actions, to potential corruption allegations.

Euroapi conducts “risk-based” anti-bribery due diligence on third parties to avoid or to mitigate the risk of third-party corrupt conduct.

To mitigate that risk, Euroapi shall implement a risk-based due diligence process in connection with the selection and retention of third parties. This risk-based approach relies notably on three sets of criteria (1) the third-party business profiles (e.g., the third party has interactions with government official), the (2) nature of the business (e.g., the third party is an agent, a consultant etc.) and the business location (e.g., the third party is located in a high-risk country in terms of corruption)

Furthermore, appropriate anti-corruption and anti-bribery due diligence is conducted, in accordance with relevant business practices and Euroapi policies and procedures, in advance of making any investment in a non-Euroapi business entity or entering into any Joint-Venture/ Partnership agreement.

5. TRAINING AND EDUCATIONAL PROGRAMS

Our training programs are assigned, and their completion is tracked using the Euroapi learning management system iLearn. Non-completion of compulsory training modules within the allocated timeframe can lead to disciplinary action.

Every year, Euroapi employees are requested to perform mandatory Compliance & Business Integrity training sessions to address fundamental topics in the field of compliance and business integrity.

6. ALERT MANAGEMENT

If employees have a concern or believe in good faith that a law, a rule or one of the principles in our Code of Ethics has been or is about to be violated, they are encouraged to inform their superior or the Compliance & Business Integrity Department. All Euroapi employees have access to a secured compliance helpline system available 24/7 with a dedicated web page and a toll-free number available in all languages spoken within Euroapi.

Employees who raised concerns will not be subject to discipline or discrimination, provided that they act in good faith and with no malicious intent, even if the facts reported prove to be inaccurate or no further action is taken.

The Compliance & Business Integrity department will investigate the allegations reported, supported by other Euroapi functions when necessary. When the investigations confirm the reported allegations, Euroapi will address them by corrective and/or disciplinary actions and legal proceedings if deemed necessary.

It is important to note that the use of our compliance helplines is clearly mentioned in the Code of Ethics and on our Intranet. All Euroapi employees, contractors and everyone conducting business on behalf of Euroapi receive a copy of our Code of Ethics.

7. EUROAPI ACCOUNTABILITIES TO SUPPORT ETHICAL BUSINESS CONDUCT

First and foremost, it is the responsibility of Euroapi business operations management to embed compliance and business integrity in all corporate activities so that all Euroapi employees accomplish their job in accordance with ethical standards.

Furthermore, the following Euroapi divisions work alongside the Compliance and Business Integrity Department to implement Euroapi's ethics & business integrity culture & policies:

1. The Global Quality Organization, which encompasses quality teams across the Company in manufacturing operations and commercial affiliates. It is headed by the Chief Quality Officer, who has direct access to the CEO.
2. The Health, Safety and Environment (HSE) Department, which is in charge of ensuring that HSE laws and regulations are respected within EUROAPI's manufacturing operations worldwide. It verifies compliance with rules, including those related to ethics, defined at the Company level through regular audits at sites and entities.
3. The Internal Control Department, which is responsible for defining and maintaining company-wide standard and providing support to management for improving controls and remediating failures.
4. The Risk Management Organization, which supports the alignment and integration of all risk-management activities within the organization. It was established to ensure, among other things, accountability and competency for managing risks across the organization; the effective, relevant, and timely exchange of information with internal and external stakeholders; and the alignment of decision-making processes with risk exposure.
5. The Internal Audit department, whose mission is to provide the Executive Committee and the Audit Committee with independent and objective reasonable assurance regarding the company's ability to control its operations in line with Institute of Internal Audit (IIA) international standards.

6. The Procurement organization, whose role is key in the prevention of corruption in our interactions with suppliers. Under the sponsorship of the Procurement Department, the Compliance & Business Integrity Department and other departments, a Company-wide process has been implemented to conduct appropriate due diligence on third parties according to their risk profile (Effective as of QIV 2022). Moreover, Euroapi providers must adhere to the Suppliers' Code of Conduct, which is distributed by Euroapi's buyers.