



LOYALTY  
RESPECT  
OPENMINDEDNESS  
RULES  
FAIRNESS  
SERVICES  
STRATEGIES  
INTEGRITY  
HONESTY  
PRINCIPLES  
ACT  
POLICIES  
SOCIAL  
**HELINN**  
**CODE FOR CARING**  
HAPPINESS  
COMMUNICATION  
HARD WORK  
MORAL  
PROPRIETY  
BENEFIT  
PATIENCE  
BEHAVIOUR  
RESPONSIBILITY

HELINN GROUP

CODE OF BUSINESS CONDUCT AND ETHICS:

# THE HELINN CODE FOR CARING



## TONE FROM THE TOP

---

We are all a part of an important effort to develop, manufacture and commercialize pharmaceutical products that improve the quality of life of patients undergoing treatment for cancer. We pride ourselves on striving to do the right thing, whether or not it is required by law. As we tackle our daily tasks, we must remain mindful of our personal and corporate commitment to integrity. When faced with difficult decisions we must always select the right way even when it may be the hard way. And we must take responsibility for ensuring that our colleagues and business partners are acting with the same standards of integrity and fairness.

I am certain that together, we will constantly improve the ethical standards of our corporate culture.

### **Riccardo Braglia**

Group Chief Executive Officer



LOYALTY

OPENMINDEDNESS

RESPECT RULES

**HELSINN**

FAIRNESS

SERVICES

STRATEGIES

INTEGRITY  
HONESTY

PRINCIPLES

ACT  
POLICIES

SOCIAL

**CODE FOR CARING**

HAPPINESS

COMMUNICATION

HARD WORK

MORAL

PROPRIETY

BENEFIT

BEHAVIOUR

PATIENCE

RESPONSIBILITY

# CONTENTS

---

A. Introduction	4
B. General Principles	6
C. Compliance With Legal Obligations	8
D. Combating Corruption	10
E. Fair Dealing and Competition	12
F. Health, Safety, Environment	14
G. Discrimination and Respect of Human Rights	15
H. Conduct of Business and Relations With Third Parties-Commercial Partners, Healthcare Providers and Patients	16
I. Cooperation with Commercial Partners	17
J. Conflict of Interest	18
K. Use and Protection of Company's Assets and Confidential Information - Insider Dealing	20
L. Social Media	22
M. Reporting actual or suspected Compliance violations	24
N. Implementation	26
References	28
Acknowledgement and Compliance Statement	

## A. INTRODUCTION

---



Helsinn acquires, funds, researches, develops, registers, manufactures and sells innovative pharmaceutical products and medical devices aimed at improving patients' health and quality of life.

To achieve Helsinn's objectives, the highest professional standards are required in all our actions. This Code of Business Conduct and Ethics, [The Helsinn Code for Caring](#) (the "Code"), adopted by the Helsinn Board of Directors, is a tangible demonstration of the level of professionalism that Helsinn intends to achieve in its activities and expects from all its directors, officers, employees, agents and contractors.

As an organization committed to ethical, social and environmental responsibility, Helsinn believes the principles set out in this Code must guide all activities involving Helsinn or anyone acting on behalf of or in concert with the company. The trust placed in Helsinn by all involved individuals and entities, including patients, healthcare providers, governmental authorities and business partners around the globe, is essential to the success of Helsinn's business, as well as to

---

the protection of the company's reputation and long-term value. Adherence to this Code is crucial to the ability to create and maintain such trust and, therefore, the success of the Helsinn Group.

Helsinn considers this Code essential for its directors, officers, employees, agents and contractors, and expects all those cooperating with, or acting on behalf of Helsinn, to uphold and comply with the principles and rules set forth herein.

## B. GENERAL PRINCIPLES

---



**Helsinn promotes and endorses ethical, professional and socially responsible behavior.**

1. Helsinn expects that its directors, officers, employees, agents, contractors and all others who operate on Helsinn's behalf will at all times act in compliance with the highest professional and ethical standards, behave responsibly toward the community and the environment, and follow the basic values of loyalty and fairness.
2. This Code is applicable to all business activities of Helsinn and is the document of reference for the interpretation on any directives, guidelines or internal policies and procedures adopted by any of the companies within the Helsinn Group.



---

3. In particular, this Code sets out the standards that Helsinn directors, officers, employees, agents and contractors must observe with regard to:

- ethical behavior and compliance with law
- professional and fair conduct of business
- respect for people and for the environment
- fair and respectful relations among employees
- correct and appropriate consideration of the rights and interests of the stakeholders (including business partners, clients, governmental authorities, and the public)
- fairness to Helsinn.

**THE HELSINN VALUES:**

**INTEGRITY**

**QUALITY**

**RESPECT AND SERVICE**

**RESOURCEFULNESS**

**DIVERSITY AND INCLUSION**

**TEAM ALIGNMENT**

**CREATIVITY**



## C. COMPLIANCE WITH LEGAL OBLIGATIONS

---

**Helsinn ethical standards are based on unreserved compliance, both in letter and in spirit, with all applicable legal standards.**

1. Helsinn operates in a heavily regulated industry, and is subject to a broad range of legal requirements and restrictions, including those governing pharmaceutical products. An essential component of our ethical standards and this Code is to operate in compliance with both the letter and the spirit of applicable laws, rules, regulations, directives, and guidance issued or imposed by governmental authorities in each of the markets in which we operate.
2. Each director, officer, employee, agent and contractor of Helsinn must comply with all applicable legal standards, as well as with Helsinn internal procedures and guidelines, as part of acting in accordance with the highest ethical standards.

# Q&A

3. In particular, because Helsinn consists of an international group of companies operating in a global environment, all directors, officers, employees, agents and contractors must act in accordance with the applicable laws, rules, regulations, directives, and guidance of the countries or regions where they operate in their day-to-day activities.

If the applicable law or the precedents do not give clear guidance, and more generally in case of doubt or uncertainty regarding the appropriate course of action in a specific circumstance, each director, officer, employee, agent or contractor of Helsinn shall exercise good judgment and fairness, and shall seek guidance from the Group Compliance Officer and/or local Compliance Officer, his or her hierarchical superiors at Helsinn or from the Helsinn Legal Division, as appropriate. Individuals should not hesitate to ask questions about whether any conduct may violate this Code or applicable legal standards, voice concerns, or seek clarity as to applicable requirements and restrictions, whether imposed by law or this Code.

**My manager has set me an ambitious sales target. To reach the target and earn a bonus, I will have to violate Helsinn's standards of business integrity. Am I allowed to do that?**

No. You are required to comply with Helsinn's standards of business integrity at all times. If you fail to do so, you will be held accountable. Discuss the situation openly with your manager and find a solution that is in line with Helsinn's standards of business integrity.

# Q&A

## Is it a corporate offence of failing to prevent bribery?

The Irish Prevention of Corruption (Amendment) Act 2010 states that if a person associated with an organization commits bribery to obtain an advantage for the company, then the organization is guilty of the offence regardless of whether it was the organisation's intent to do so. The company does not even need to be aware that bribery has taken place. The only defense is if a company can show it has adequate procedures in place that were meant to stop bribery from occurring. The Act broadens the legislation on corruption, in particular in relation to corruption occurring outside Ireland and jurisdiction in this

## D. COMBATING CORRUPTION

---

In particular, Helsinn adheres to all applicable laws, rules, regulations, directives, and guidance against corruption.

1. All directors, officers, employees, agents and contractors shall abstain from any practice that falls within anti-corruption, anti-kickback or anti-bribery laws, as well as from practices that might give rise to any suspicion of violating applicable anti-corruption, anti-kickback or anti-bribery laws. This includes, but is not limited to, offering anything of value to healthcare providers, government agencies, government officials and employees, patients, or others to obtain or retain business, which includes but is not limited to any attempt to influence or encourage the purchase, prescribing, referral, or sale of Helsinn's products. All relations and dealings with healthcare providers, government agencies, government officials and employees, patients and/or any others must be based on transparency and fairness.

---

2. In this regard, it is important to recognize that, although providing meals, nominal gifts, or entertainment is a common and acceptable practice in some industries, it is subject to additional regulation, restriction, and sometimes prohibition, in the healthcare industry, particularly with respect to interactions between pharmaceutical and medical device companies and healthcare providers, government agencies, government officials and employees, and patients. In addition, many government agencies have policies that prohibit the receipt of even small gifts and Helsinn is committed to complying with all such applicable policies.

regard has been extended to virtually all persons, including companies, having a connection with Ireland. A Swiss company that has failed to prevent bribery is subject to criminal prosecution and a fine of up to five millions Swiss francs (Swiss Criminal Code, Article 102, par.1 & 2)



## E. FAIR DEALING AND COMPETITION

---



Helsinn adheres to the principles of fair competition and complies with all relevant laws and regulations, including anti-trust and competition laws.

1. Helsinn obtains competitive advantage through better performance, not through illegal or unfair business practices.
2. All directors, officers, employees, agents, contractors, and more generally those who contribute to the achievement of Helsinn's objectives, must rigorously comply with all applicable laws on preventing fraud, cartels, monopolies and unfair competition, in all markets where Helsinn operates.
3. The violation of laws and regulations on fair competition can seriously affect Helsinn and it is essential that, in case of any doubt, Helsinn directors, officers, employees, agents and contractors verify and determine in advance the correct behavior in a given situation.

---

When a question arises as to the appropriate path to compliance, you are expected to consult with the Helsinn Compliance Office and Legal Division for guidance.

## Q&A

### **I am invited in an industry gathering next week. How should I behave?**

These meetings may involve certain risks, as they gather competitors who might discuss issues of mutual interest and potentially cross the line of non-compliance with competition law obligations. Even joking about marketing or pricing strategies, could be misinterpreted and misreported. If the conversation turns to any kind of anti-competitive discussion, you should refrain from discussing the matter and trying to change the subject or find an excuse to leave the conversation.

# Q&A

## **I am not part of the Health and Safety team. Am I still expected to take responsibility for Health and Safety Compliance?**

Yes. All employees must comply with policies and programs designed by Helsinn to comply with the applicable standards and local regulatory requirements. All of us should be actively involved in raising concerns that could potentially impact the environment, health or safety in the workplace and where needed, help improving the standards.

## **F. HEALTH, SAFETY, ENVIRONMENT**

---

**Helsinn is committed to protecting the health and safety of its employees and personnel in the workplace, and to safeguarding the environment**

1. Helsinn employees and other personnel working with Helsinn are a fundamental resource for the success of the company. Helsinn policies, programs and day-to-day activities incorporate and promote human resources values, and Helsinn is committed to protecting and improving the well-being, health and safety of its employees and those working with or on behalf of Helsinn.
2. Helsinn is committed to realizing sustainable development in its activities and to meaningfully incorporating the risks and impact on the environment into decisions regarding Helsinn's activities and the operating standards, products and services of its partners and service providers. Helsinn undertakes to continuously improve its environmental performance and efficient use of resources.



## G. DISCRIMINATION AND RESPECT OF HUMAN RIGHTS

---

Helsinn values diversity and is committed to encouraging and protecting it in the workplace. Helsinn promotes a working environment of equal opportunity and with no discrimination.

1. All directors, officers, employees, agents and contractors must at all times act with professionalism, decorum appropriate for a business setting, and respect for other individuals and must comply with all applicable laws, rules and regulations prohibiting discrimination and protecting human rights.
2. Beyond complying with applicable legal requirements, Helsinn respects human rights in all of its area of activity and does not tolerate any kind of discrimination or harassment related to race, national origin, gender, sexual orientation, religion, political affiliation or opinions, marital status, age, or against any minority or protected group.

## Q&A

**What should I do in case of one my colleague's racially charged jokes make me feel uncomfortable?**

As a first step, you are fully supported by the company to take the action yourself and make her/him aware nicely of your case, if you feel comfortable doing so. If the situation does not change you should report this to your Manager, who will be expected to take appropriate corrective action. You may also contact the Human Resources team, or the Compliance Office.

## H. CONDUCT OF BUSINESS AND RELATIONS WITH THIRD PARTIES, IN PARTICULAR COMMERCIAL PARTNERS, HEALTHCARE PROVIDERS AND PATIENTS



Helsinn promotes and rigorously complies with the principles of integrity, fairness and honesty in the conduct of its business and in its relations with third parties.

1. Helsinn activities are characterized by good faith, fairness and integrity toward clients, partners and the public. In relation to healthcare providers and patients, Helsinn activities in the research, development, production, promotion, and sale of Helsinn's products must comply with the ethical principles of integrity towards healthcare providers and patients, of their right to be adequately informed and make independent decisions, and of the protection and improvement of patients' quality of life.
2. Helsinn expects and requires that its directors, officers and employees, in particular in the conduct of the business and in the relations with third parties, act with the utmost respect, propriety, fairness and integrity.

# I. COOPERATION WITH COMMERCIAL PARTNERS

---

**Helsinn expects all of its business partners to fully comply with the principles of integrity, fairness and honesty in the conduct of business.**

1. Helsinn considers the standards, policies and activities of its clients and service providers with regard to the respect of human rights to be an important element in the selection of such clients and suppliers.
2. Helsinn prefers to engage in business relations with organizations who demonstrably adhere to and respect ethical principles equivalent to those in this Code.





## J. CONFLICT OF INTEREST

---

**Helsinn is committed to identify, avoid and resolve any conflict of interest situation in its organization.**

1. The interest of Helsinn is predominant in its business activities, and all decisions and actions of directors, officers, employees, agents and contractors of Helsinn shall not be influenced in any way by personal interests or advantages.
2. Helsinn directors, officers, employees, agents and contractors, and more generally all those who contribute to the achievement of Helsinn's objectives, must act in the best interests of Helsinn and avoid any situation of actual or perceived conflict between their respective responsibilities within or to Helsinn and their personal interests.

# Q&A

3. In the event that a conflict of interest, or a potential conflict of interest arises or you believe a conflicts of interest may exist, you must notify your supervisor or the Helsinn Legal Division to clarify and resolve such situation in good faith and consistent with the rules and spirit of this Code, and in compliance with any additional applicable internal or external rules or procedures.

**My spouse has an ownership interest in an advertising company. Helsinn is considering using it. I do not have any decision-making responsibilities as to which vendor is selected. Do I need to report anything?**

Yes. This is a potential conflict. Any potential conflict, or even the appearance of a conflict, might damage your reputation or that of the company and therefore must be disclosed to your manager, who must handle the situation appropriately.

## K. USE AND PROTECTION OF COMPANY'S ASSETS AND CONFIDENTIAL INFORMATION - INSIDER DEALING

---



In compliance with appropriate business practices, Helsinn undertakes to ensure that its assets, resources and confidential information are treated and used in a proper and safe manner, and that the confidentiality of Helsinn's and third parties' confidential information is protected.

1. All directors, officers, employees, agents and contractors of Helsinn have a duty to protect the assets, resources, systems and infrastructure of Helsinn and, as applicable, its business partners, and to use them in an adequate and appropriate way.
2. Confidentiality must be preserved in relation to all sensitive information and business secrets. In addition, all intellectual property rights or its business partners should be maintained with further protection. Helsinn implements the highest standards to ensure that intellectual property and confidential information are managed and protected adequately to safeguard Helsinn interests and to ensure compliance with legal and/or contractual obligations.

# Q&A

- 
3. Helsinn directors, officers, employees, agents, contractors, and more generally all those who contribute to the achievement of Helsinn's objectives, having a knowledge of confidential information belonging to Helsinn or to a third party, shall not disclose such information to others, or use it in any improper way or in any way other than for the purpose for which such confidential information has been originally communicated or acquired.
  4. Helsinn directors, officers, employees, agents, contractors, and more generally all those who contribute to the achievement of Helsinn's objectives, must take all reasonable measures available to them to protect confidential information and prevent any unauthorized use thereof.

**I am working with a joint venture partner and I've become aware that our partner is on the verge of a major scientific breakthrough. I want to purchase some stock in our joint venture partner. Can I?**

No. You cannot use information gained through your employment with Helsinn before the information is known publicly, to buy or sell the securities of any other company with which Helsinn has or maybe considering a relationship. Nor can you give inside information to anyone else so that they can trade.



## L. SOCIAL MEDIA

---

**Inappropriate use of social media can pose risks to Helsinn's confidential and proprietary information and can jeopardise Helsinn's compliance with applicable laws.**

1. Social media is defined as websites that permit user-generated content, or in any way provide the user with an opportunity for publicly available exchange or comment, including but not limited to: social networking services (e.g. Facebook, Twitter, MySpace, LinkedIn); blogs (both posts and comment threads), wikis (e.g. Wikipedia); message boards, bulletin boards or forums; YouTube; and chat rooms.
2. Helsinn respects the right of any employee to maintain a blog or post a comment on social media sites. However, Helsinn is also committed to ensuring that the use of such communications does not detract from its business by maintaining Helsinn's identity, integrity, and reputation in a manner consistent with its values and policies. Any corporate social media activity should adhere to the transparency and necessary disclosure principles.



---

3. Media or press contacts made through blogs or other social media sites regarding Helsinn, its products, employees, partners, vendors, customers, or competitors should be referred for permission, coordination and guidance to Helsinn's Communication Office, the General Counsel and /or the Compliance Office.

# Q&A

## What should I expect after I report a concern to the Compliance Office?

The Compliance Officer's intention is to respond efficiently to all questions and reported concerns. If your report requires investigation, the Compliance Office will conduct the investigation and, where possible and appropriate, provide periodic status updates. However, because of confidentiality concerns, detailed information about matters will be shared only with those who "need to know."

## M. REPORTING ACTUAL OR SUSPECTED COMPLIANCE VIOLATIONS

---

All reports of actual or suspected violations of the Code must be made to the Group Compliance Officer immediately upon discovery.

1. The Group Compliance Officer may be notified in person, via mail, by telephone or via e-mail as follows:
  - a. **In person or via mail:**
    - Group Corporate Governance and Compliance Officer
    - P.O Box 357,6915
    - Pambio-Noranco (Lugano), Switzerland
  - b. **Via email:** [compliance@helsinn.com](mailto:compliance@helsinn.com)
  - c. **By telephone:** +41 91 985 21 99
2. It is the responsibility of all directors, officers and employees of Helsinn and its subsidiaries and affiliates to abide by this Code and to report any

---

actions or situations that they reasonably believe or suspect violate the Code. Reasonable judgement must be exercised to avoid baseless allegations.

3. Anonymous reports will be accepted to the Compline (Helsinn's compliance support line), but those making a report are encouraged to identify themselves in case more information is needed during the investigation. To the extent possible, the confidentiality of the person filing the report will be maintained. However, identity may have to be disclosed to conduct a thorough investigation, to comply with the law and to provide accused individuals their legal rights of defence.



## N. IMPLEMENTATION

---

**Any violation of this Code may lead to disciplinary action or other measures, which may include reprimands, warnings, demotion or termination of employment.**

1. Respect of the principles and rules established by this Code is mandatory and each director, officer and employee must read, understand and comply with this Code.
2. All directors, officers and employees must receive a copy of this Code. This Code will be included in training programs for employees, agents and contractors to help ensure that it is fully understood and correctly implemented.
3. Helsinn will investigate all reported possible Code violations promptly, thoroughly, impartially, and with appropriate confidentiality, and take timely and appropriate action, as warranted, on the basis of the results of any such investigation. Such action may include reprimands, warnings, demotion or termination of employment

- 
4. Helsinn shall have processes and resources necessary to implement this Code and to continuously verify compliance with this Code by all interested subjects.
  5. In the implementation of this Code, each company within the Helsinn Group shall take into account all local laws and regulations respectively applicable, and shall implement internal procedures and rules necessary to ensure full application of and compliance with this Code.
  6. The Board of Directors of each company within the Helsinn Group will adopt all necessary resolutions for the approval and implementation of this Code.

# REFERENCES

---

LAWS and CODES which may be applicable in the implementation of the Code. The below list is not exhaustive.

1. The Swiss Federal Law against Unfair Competition
2. The Swiss Criminal Code
3. The Swiss Code of Obligations
4. The Irish Prevention of Corruption (Amendment) Act 2010
5. U.S. Foreign Corrupt Practices Act
6. U.N. Convention against Corruption
7. Federal Anti-Kickback Statute
8. The U.S. PhRMA Code
9. The Pharma Code in Switzerland
10. Pharma Cooperation Code
11. The European Pharma Code
12. U.S. Food, Drug and Cosmetic Act
13. U.S. Health Insurance Portability and Accountability Act 1996
14. EU Data Protection Directive
15. European and U.S. Sunshine Acts
16. Anti-Trust and Competition Laws
17. Healthcare Laws
18. Privacy Laws
19. FDA Laws and Regulation

For further information please contact the Compliance department.

# ACKNOWLEDGEMENT AND COMPLIANCE STATEMENT

---

I have received, read, and understand the Helsinn Code of Business Conduct and Ethics and I agree to comply with the specific requirements contained therein. I further understand that Helsinn has the right to modify, revoke, suspend, terminate, or change any of the provisions contained in this document or any of its related policies, procedures or regulations at any time with or without prior notice to me.

Finally I understand that I cannot rely on any previous oral or written statement of mine that contradicts the current statement in this document.

Name & Signature

Date

.....





Building quality cancer care together

### Helsinn Healthcare S.A.

Via Pian Scaiolo 9  
6912 Lugano/Pazzallo – Switzerland  
tel. +41 (0) 91 985.21.21  
fax +41 (0) 91 993.21.22  
e-mail: info-HHC@helsinn.com

Printed on recycled paper Fedrigoni  
Cover: Freelife Vellum 260 g  
Inside: Freelife Vellum 120 g



HELSINN GROUP CODE OF BUSINESS CONDUCT AND ETHICS: THE HELSINN CODE FOR CARING