

Helsinn Group

Third Party Code of Conduct and Ethics



 **HEL SINN**

Helsinn Third Party Code Of Conduct And Ethics

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1. Introduction

At Helsinn S.A. (together with its subsidiaries, "Helsinn"), everyone is committed to act in an ethical manner and to comply with all applicable laws, regulations, and codes, always. These principles have been incorporated into Helsinn's Code of Conduct and Ethics, the Sustainability Policy as well as other policies and procedures which everyone must follow within the Helsinn Group.

In turn, Helsinn expects the same commitment from all business partners and to work only with Third Parties that endorse the same principles and commitments. In other words, Helsinn expects third parties to act in an ethical manner and to operate in compliance with applicable laws, regulations, and codes, always.

This Third-Party Code of Conduct and Ethics (the "Third Party Code") describes the principles and commitments expected of our Third Parties in the conduct of their business. Such expectations are an important component of Helsinn's Third Parties evaluation and selection process, in line with Helsinn's policies and procedures (specifically the Code of Conduct and Ethics and the Sustainability Policy).

The Third-Party Code does not replace local law.

Breach of any of the provisions of this Third-Party Code may result in consequences, up to potential termination of the contractual relationship, in line with the applicable laws, regulations and codes.

Third parties are also expected to apply these principles and commitments to the partners with whom they work in providing goods and services to Helsinn ("Subcontractors"). Third Parties must select Subcontractors accordingly and must implement systems and controls to monitor their compliance. Third Parties remain accountable for the actions of their Subcontractors in providing goods and services to Helsinn.

For the purposes of this Third Party Code, the term "Third Party" includes any natural person or legal entity with whom Helsinn interacts and who poses, due to the nature of their business, a level of Ethics & Compliance or bribery risk, whether third parties conduct business in cooperation with or on behalf of Helsinn (e.g., distributors, local agents, contractors, CROs, market research agencies, CMOs, consultants, etc).

2. Procedure

Helsinn manages Third Parties through careful selection and performance monitoring. Any proposed engagement of new Third Parties must be coordinated by the relevant department requesting the new Third Party and in consultation with the Compliance Department.

If a Third Party learns of any breach of this Third-Party Code, it must inform Helsinn without delay.

If any breach is confirmed, the Third Party must remediate such breach and regularly report the status of such efforts to Helsinn until full and durable remediation is achieved.

Helsinn has the right and the possibility to audit its Third Parties to test compliance of their related activities with this Third-Party Code and the relevant contractual commitments. Helsinn expects full cooperation on such audit efforts from its Third Parties. Third Parties must also cooperate with investigating regulatory agencies, as required by the applicable laws, regulations, and codes.

Workers of Third Parties can report actual or potential breaches of this Third-Party Code at helsinn.ethicspoint.com. All reports will be treated with confidentiality, respect, and non-retaliation, in accordance with Helsinn's own standards on issue-reporting.

3. Scope

This Third-Party Code applies globally to all Helsinn Third Parties and all Helsinn Directors and employees ("Personnel") in relation to their engagement with Third Parties.

4. Ethical and Legal Standards

The conduct of all Helsinn Personnel must be based on and comply with ethical and legal standards, demonstrating integrity, transparency and reliability when conducting business on behalf of Helsinn.

These principles are similarly expected of our Third Parties. This Code sets the minimum ethical and legal standards to observe, and more restrictive requirements may apply at the local level.



5. Compliance Programs

Third Parties that conduct business in cooperation with or on behalf of Helsinn or interact with public officials on behalf of Helsinn (e.g., partners, market access agencies) must enact and operate under adequate and effective compliance programs to comply with this Third-Party Code, and their legal and ethical requirements, as they deem appropriate for their organization. Such programs strive to ensure that the Third-Party Code is applied effectively and is mirrored by actual business reality. Such Third Parties must allocate appropriate resources to this effect, including:

- Risk assessment efforts to identify and manage the key risks affecting Helsinn-related activities.
- Policies, procedures, processes, and systems as needed to address such risks.
- Regularly training their workers on these ethical and legal expectations.
- Open lines of communication and mechanisms for reporting concerns, including an anonymous reporting platform.

All Third Parties are expected to prepare and maintain financial records for all matters related to Third Parties' business with Helsinn, including the proper accounting for all payments and expenses made on behalf of Helsinn, or out of funds provided by Helsinn. Records must be complete, accurate, legible, transparent and reflect actual transactions. Third Parties must not use any "off the books" or similar funds.

6. Anti-Corruption

Third Parties must comply strictly with relevant anti-corruption laws and regulations such as Article 102 of the Swiss Criminal Code, the U.S. Foreign Corrupt Practices Act, the UK Bribery Act and the Irish Prevention of Corruption (Amendment) Act 2010 and other international and local laws dealing with the bribery of government and/or non-government officials and officers. All Third Parties must not offer or accept bribes or other forms of unlawful incentives to/from business partners to retain or gain an advantage in obtaining business. No intermediaries, such as agents, advisers, distributors, or any other business partners, may be used to commit acts of bribery. Third Parties must not offer to or accept from Helsinn Personnel any payment or other form of unlawful incentive to retain or obtain business.

When required by laws, regulations and code, Third Parties engaged in relevant activities must disclose transfers of value to healthcare professionals, healthcare organizations, patient groups or any covered recipient, in the context of Helsinn-related activities.



6.1 FACILITATION PAYMENTS

No facilitation payments are allowed, irrespective of whether local law permits them.

6.2 GIFTS, HOSPITALITY AND ENTERTAINMENT

The provision or receipt of gifts, hospitality, and entertainment in so far as it is connected to the Third Party's business relationship with Helsinn must be modest, appropriate and infrequent, given openly and transparently and must be customary in the industry. Such provision must not be capable of influencing any business decision by the Helsinn Personnel.

Gifts, hospitality and entertainment must never be offered to or provided by the Third Party with the intent of causing the recipient to do something favoring Helsinn or to refrain from doing something disadvantaging Helsinn.

Gifts in the form of cash and gifts that are cash-equivalent are prohibited.

6.3 GRANTS AND DONATIONS

Grants and donations are only given if the Third Party and/or Helsinn do not receive, and are not perceived to receive, any tangible consideration in return. Third Parties must not make any such grant or donation on Helsinn's behalf or in connection with its relationship with Helsinn, without express prior written consent from Helsinn.

6.4 POLITICAL CONTRIBUTIONS

Third Parties must not make any political contributions on behalf or in connection to its business relationship with Helsinn or with any expectation of direct or immediate return for Helsinn.

6.5 PUBLIC OFFICIALS

Any relationship between Third Parties and public officials must be in strict compliance with the rules and regulations to which they are subject (i.e., any applicable rules or regulations in the particular country relating to public officials or that have been imposed by their employer).

Any benefit conveyed by a Third Party to a public official related to goods/services being provided to Helsinn must comply with the applicable laws, regulations and codes and be approved by Helsinn in advance and in writing and be fully transparent, properly documented, and accounted for.

7. Debarment

Third Parties must not at any time, use in any capacity, in connection with the supply of its good and/ or performance of its services to Helsinn, the services of any person debarred or proposed for debarment under any applicable law, otherwise disqualified or suspended from performing clinical research study or otherwise subject to any restrictions or sanctions by its national or any other regulatory authority or professional body.

8. Conflicts Of Interest

Third Parties must avoid conflicts of interest, whether potential, actual or perceived, in their relationship with Helsinn and other related business partners. If a Third Party's employee is a family relation of a Helsinn Personnel or has any other relationship with a Helsinn Director or employee that may constitute a conflict of interest or may have the appearance of being a conflict of interest, the Third Party must immediately disclose this to Helsinn in writing for an effective and prompt remediation.

9. Fair Competition

Third Parties must conduct their business consistent with fair competition and must comply with all competition and antitrust laws, regulations, and codes. They must employ fair business practices and not engage in abuse of dominant position, concerted practices or other unlawful agreements with competitors, distributors, suppliers, or other entities.

10. Fair Promotion

Third Parties that engage in promotion in cooperation with or on behalf of Helsinn must ensure that their related materials and activities conform to high ethical, medical, and scientific standards, and comply with all applicable laws, regulations, and codes. Third Parties' promotion must be fair, balanced, substantiated, accurate and truthful and must be limited to the claims, indications and conditions of use approved by the relevant authorities.

Helsinn approves promotional materials prior to their use under the applicable Helsinn procedures.





11. Confidential Information

Confidentiality commitments must be entered into before any exchange of confidential information can take place; a Third Party's primary Helsinn contact will provide Helsinn's Confidentiality Disclosure Agreement, as needed. Third Parties agree to keep strictly confidential all information, data and know-how received from Helsinn and any other information of a secret or confidential character acquired and/or relating to Helsinn or any of its affiliated companies or other third parties and whether of a scientific nature or a commercial nature, as well as any and all information that, if disclosed, could violate the privacy of individuals or government regulations or statutes, could jeopardize the financial state of Helsinn, could injure its reputation, or could reduce its competitive advantage. Third Parties agree not to use said information for purposes other than those expressly provided in the agreements with Helsinn and not to disclose or transfer said information to third parties in any way whatsoever, unless otherwise agreed with Helsinn.

The confidentiality and non-use obligations shall remain in full force and effect for the term established and agreed with Helsinn.

Third Parties must agree with Helsinn in advance any public statements involving Helsinn, including on the Internet.

12. Trade Compliance

Third Parties must comply with all applicable import and export controls, sanctions, and other trade compliance laws.

Third Parties must not be involved in concealing the origin of funds or assets that are related to criminal conduct. They must commit to fight money-laundering and counterfeiting.

13. Quality

Third Parties are expected to commit to a culture of quality and regulatory compliance relevant to and appropriate for the services and goods they offer, and they must comply with all laws, regulations, and codes on quality standards relevant to and appropriate for the services and goods they offer.

When Third Parties are directly engaged in providing goods and services in the context of clinical trials for Helsinn, they must comply with the global standards of Good Clinical Practices, applicable local regulatory requirements and must follow the ethical principles that have their origin in the Declaration of Helsinki of the World Medical Association.

To the extent relevant to a Third Party's business, animals must be treated respectfully, with pain and stress minimized. Animal testing should be performed only after serious consideration to replace animals, reduce the numbers of animals used or refine procedures to minimize distress following the principles of the 3Rs (Replacement, Reduction and Refinement). Alternatives must be used whenever scientifically valid and acceptable to regulators.

Third Parties involved in the supply, manufacturing, packaging, testing, storage and distribution of drug products or active ingredients on behalf of Helsinn, must comply with the good manufacturing practices, good distribution practices, and requirements applicable to their activities. They must also permit on site audits as outlined in the relevant GMP agreements.

Third Parties must implement systems and processes to ensure full traceability of the products and services they provide, including of ingredients and raw materials.

14. Data protection and privacy

Third Parties must comply with all applicable national and international laws, regulations and guidelines relating to the protection of the private personal information and to have the proper organizational structure, processes and procedures to ensure the protection of personal information, in adherence to data protection laws' requirements, regarding the collection, use, transfer and subsequent disposal of personal information, along with applying appropriate technical and organizational security measures to prevent the occurrence of a security incident.

To the extent applicable, Third Party shall enter into a data protection agreement with Helsinn and/or undertake to be bound by clear terms and conditions regarding data protection and privacy obligations, including appropriate data processing provisions, where necessary, as well as provisions dealing with minimum information security requirements.



15. Security Measures

Third Parties must have adequate policies and procedures in place which address technical and organizational security safeguards and implement appropriate physical, technical, and organizational measures, consistent with generally accepted industry standards, which ensure a level of security appropriate to the harm that might result from accidental or unlawful destruction or accidental loss, alteration, unauthorized disclosure or access. Third Parties must take appropriate steps to confirm compliance with those minimum-security requirements.



16. Compliance with Cross-Border Transfer Restrictions

Third Parties must ensure that information remain protected and secure, especially when transferred to a country not deemed to provide an adequate level of protection. To this end, Third Parties must have adequate safeguards, rules, and procedures to ensure that any cross-border transfer of information is made in accordance with all applicable laws that govern cross-border data transmissions, as applicable.

17. Human Rights & Labour

Third Parties are expected to respect the rights of their workers and must comply with all relevant human rights and labour laws, regulations, and codes.

Third Parties must provide a workplace without abuses and harassment and must not require any labour which may have significant physically, psychologically, socially, or morally adverse effects on workers or expect any forced labour, including slavery and human trafficking.

Third Parties must pay fair wages in compliance with applicable legal standards and at a level sufficient for workers to live with dignity. Third Parties must not require workers to work to repay debts. Wage deductions should not be used as disciplinary measures and may be prohibited by the applicable local labour laws, regulations, and codes.

Third Parties must work in accordance with applicable legal and human rights standards.

Third Parties must treat migrant workers in the same way as local workers.

Third Parties must respect the right of their workers to communicate openly with management regarding their conditions of employment.

Third Parties must respect the land rights, customs, culture, and religion of indigenous people in the areas where they operate.

Third Parties must not use any form of labour from children who are less than 16 years of age, or below the local minimum working age, or below the age of compulsory education or the ages set out in the international labour organization core conventions (whichever is higher). Young people under the age of 18 must not carry out any hazardous work or which is likely to negatively impact their physical, mental, or moral health.

Third Parties must not engage in any form of modern slavery and human trafficking in their business or supply chains. When required by applicable laws, they must prepare, make public and communicate to Helsinn, a yearly modern slavery and human trafficking statement, setting out what due diligence steps they have taken to ensure modern slavery and human trafficking are not taking place in their business or supply chains.

18. Commitment to a Safe and Secure Working Environment

Third Parties must provide a safe and secure working environment in which staff adheres to commonly accepted standards governing personal conduct at work. Staff and guests must feel physically secure in the workplace.

Third Parties must maintain hygiene in the workplace and must provide their workers with, as a minimum, toilets, and safe drinking water.

Workers of Third Parties must be protected from overexposure to biological, chemical, and physical hazards in the workplace and be provided related preventive education, as applicable.

Third Parties must implement measures to avoid accident risks when operating machinery, and must provide their workers with necessary protective gear, and preventive safety education, as applicable.

19. Fair and Equal Treatment / Non-Discrimination

Helsinn expects Third Parties to engage in fair and equal treatment and non-discrimination toward their workers, including prohibiting any form of harassment or discrimination, on the basis of race, color, religion, nationality, age, sex, gender identity or expression, sexual orientation, physical or mental disability, physical appearance, genetics, medical or personal condition, marital status, pregnancy, parenthood, political opinion, trade union membership and/or any other characteristics protected by law.



20. Environment

Third Parties must recognize the importance of preserving the environment and strive to preserve biodiversity, control greenhouse gas emissions, reduce waste materials and drainage, save resources, recycle, and prevent pollution. They must operate through an environmentally responsible, sustainable, and efficient business planning to proactively respect the environment and minimize any adverse impact on it.

Third Parties must comply with all applicable laws, regulations and codes related to environment protection, including on licenses, reporting, energy consumption, water usage, use of hazardous materials, recycling, waste management, emissions, and discharges. When applicable to their activities, they must have systems and processes in place to prevent and mitigate catastrophic releases and accidental spills and releases of fuels, raw materials, biologicals, chemicals, and other hazardous materials.



21. Sustainability

Third Parties are encouraged to develop robust sustainability programs encompassing social, environmental, and economic values and creating real benefits for the environment and for all of their stakeholders (including, patients, families, employees and the communities in which they operate). In line with Helsinn's commitments included within its Sustainability Policy, Third Parties are encouraged to actively contribute to sustainable development and to evaluate their performance around sustainability and align – wherever possible – to best practices by participating to sustainability assessments and questionnaires.

22. Crisis Management

Third Parties must develop and implement appropriate business continuity and crisis procedures for their Helsinn-related activities. These procedures must be adequate to promptly recover and restore interrupted critical functions to minimize disruption to Helsinn, its business and its reputation.

If faced with a crisis, Helsinn expects its Third Parties to continue to operate with highest standards of ethical behavior.

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