

OUR CREDO & CODE OF CONDUCT



Our Credo

We believe our first responsibility is to the doctors, nurses and patients,
to mothers and fathers and all others who use our products and services.

In meeting their needs everything we do must be of high quality.

We must constantly strive to reduce our costs
in order to maintain reasonable prices.

Customers' orders must be serviced promptly and accurately.

Our suppliers and customers must have an opportunity to make a fair profit.

We are responsible to our employees, the men and women who work with us.

Everyone must be considered as an individual.

We must respect their dignity and recognize their merit.

They must have a sense of security in their jobs.

Compensation must be fair and adequate, and working conditions clean, orderly
and safe.

We must be mindful of ways to help our employees fulfill their family responsibilities.

Employees must feel free to make suggestions and complaints.

There must be equal opportunity for employment, development
and advancement for those qualified.

We must provide competent management,
and their actions must be just and ethical.

We are responsible to the communities in which
we live and work and to the world community as well.

We must be good citizens - support good works
and charities and bear our fair share of taxes.

We must encourage civic improvements and better health and education.

We must maintain in good order the property we are privileged to use,
protecting the environment and natural resources.

Our final responsibility is to our stockholders.

Business must make a sound profit.

We must experiment with new ideas.

Research must be carried on, innovative programs developed
and mistakes paid for.

New equipment must be purchased, new facilities provided
and new products launched.

Reserves must be created to provide for adverse times.

When we operate according to these principles,
the stockholders should realize a fair return.

IN YOUR EVERYDAY BUSINESS ACTIVITIES, ASK YOURSELF:

- IS THE ACTION LEGAL?
- IS THE DECISION OR ACTION I AM GOING TO TAKE IN LINE WITH OUR VALUES AND CODE?
- HAVE I UNDERSTOOD THE RISK AND THE POSSIBLE IMPLICATIONS OF WHAT I AM DOING?
- IF NECESSARY, HAVE I SOUGHT ADVICE TO HELP ME MAKE AN INFORMED DECISION?
- HAVE I CONSIDERED ANY POTENTIAL IMPACT ON COMPANY'S REPUTATION?
- HOW WILL I FEEL IF THE ACTION I TAKE TODAY IS FEATURED IN THE NEWSPAPERS OR ON TELEVISION TOMORROW?

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WHO IS THE CODE FOR AND WHAT DOES IT MEAN IN PRACTICE?

THIS CODE APPLIES TO ALL OUR DIRECTORS, OFFICERS, EMPLOYEES.

Our business activities touch many people's lives, including patients, physicians, shareholders, employees, regulators, partners, those who pay for healthcare and the communities around us. Maintaining the trust and confidence of these groups means ensuring that our high level values are translated into consistent and appropriate behavior worldwide.

Everyone is required to be aware of, and conduct their activities in accordance with this Code, all supporting policies and applicable codes, and the laws and regulations of the countries in which we work and do business. We must operate to the highest of the standards required by these various authorities, and always have due regard to national legislative requirements, as a minimum, and to circumstances where the laws of more than one country may apply.

Managers are responsible for providing appropriate support to enable their teams to understand the requirements of this Code, the relevant supporting policies, the laws and regulations of the countries in which they work, and how they should be applied in practice. Managers are also responsible for providing assurance on these matters to the Board of Directors of Company. These responsibilities reinforce our core value of Integrity and High Ethical Standards. In addition, we could suffer substantial reputation harm and financial consequences, including the imposition of criminal and/or civil fines and other penalties, for failure to comply with the laws and regulations of the countries in which we do business.

The following sections of this Code outline our core commitments – what they mean and how they should be actively implemented at all levels within the Company.

You must also be prepared to exercise good judgment and common sense in deciding the right actions to take, because this Code and our supporting policies cannot cover every situation that may arise. You should ask questions if you are unclear about any aspect of this Code, or if you are not sure how to respond to an issue that the Code does not address.

You must also promptly report any known, suspected or observed violations of laws, regulations, this Code or supporting policies of which you become aware.

ANY FAILURE TO COMPLY WITH THIS CODE, ITS SUPPORTING POLICIES, OR THE LAWS AND REGULATIONS OF THE COUNTRIES IN WHICH YOU WORK, WILL BE FULLY INVESTIGATED AND APPROPRIATE ACTION TAKEN. THIS MAY INCLUDE RE-TRAINING, DISCIPLINE, OR OTHER CORRECTIVE ACTION, UP TO AND INCLUDING TERMINATION OF EMPLOYMENT, DEPENDING ON THE CIRCUMSTANCES. VIOLATIONS OF LAW CAN ALSO RESULT IN IMPOSITION OF CRIMINAL AND/OR CIVIL FINES AND OTHER PENALTIES DEPENDING ON APPLICABLE LAW.

We are committed to working only with contractors, such as suppliers, joint venture or co-promotion partners, and research or licensing partners, who embrace standards of ethical behavior that are consistent with our own.

We are committed to market, sell, promote, provide information about, and advertise the products it commercializes in Vietnam in full compliance with the Ministry of Health requirements.

OUR CUSTOMERS

PATIENT SAFETY AND BENEFIT

WE ARE COMMITTED TO MINIMISING THE RISKS AND MAXIMISING THE BENEFITS OF EACH OF OUR MEDICINES – THROUGHOUT THEIR LIFE-CYCLE.

Safety and efficacy are core considerations.

We provides healthcare professionals and others with the benefit/risk information they need to make prescribing decisions.

We continue to monitor all our medicines for side effects, including those that may not have been identified during the research and development process. We notify the appropriate authorities about side effects of which we become aware and co-operate with them in taking any necessary action.

The storage and distribution of our products must be conducted in accordance with all applicable internal and external standards.

The Company also works to combat the growing problem of counterfeit drugs, which can adversely affect the health and wellbeing of millions of people worldwide.



QUICK REFERENCE

- ✓ Comply with all applicable procedures designed to promote product safety, efficacy and quality.
- ✓ Report any incidents of non-compliance.
- ✓ Report any possible adverse effects relating to our medicines through the established procedures.
- ✓ Report any counterfeit or suspected counterfeit drugs through the established procedures.

Our fundamental responsibility is to deliver effective medicines that are as safe as they can be for those who take them. All medicines have possible side effects. The benefits of a medicine therefore have to be weighed against its risks.

PROVIDING INFORMATION ABOUT OUR PRODUCTS

WE ARE COMMITTED TO HIGH ETHICAL STANDARDS WHEN PROVIDING INFORMATION ABOUT OUR MEDICINES AND OTHER PRODUCTS.

We use a wide variety of communications channels, ranging from contact through sales representatives to the internet. Whatever the method used, we must communicate information accurately, effectively and in a proper manner.

The information we provide to support the safe use of our products, whether through publications and promotional materials or in response to enquiries received, must be supported by scientific evidence and approved through the Company's established review and approval procedures. We must only promote licensed products and only for their approved uses.

Our sales and marketing practices worldwide must meet or exceed the minimum standards set by applicable laws, regulations and codes.

QUICK REFERENCE

- ✓ Only provide information about our products if you are authorized to do so. this includes communications about our products on the internet or in other electronic media.
- ✓ Promote our products in an ethical, fair and balanced way.
- ✓ Use only promotional materials and other product information that have been approved through our internal review procedures.
- ✓ Publish information about our products in line with Company standards and procedures.
- ✓ Comply with the IFPMA Code of Pharmaceutical Marketing Practices, local laws, regulations and applicable codes of marketing practice and our own, often more strict, local codes.
- ✓ Do not engage in direct to consumer/direct to patient communications unless permitted by local laws.

Product information includes any information, material or activity, promotional or non-promotional, designed to inform healthcare professionals and organizations, patients, investors, the media and others about the characteristics and use of our products.

INTERACTIONS WITH HEALTHCARE PROFESSIONALS AND ORGANISATIONS

IN ALL OUR INTERACTIONS WITH HEALTHCARE PROFESSIONALS AND ORGANISATIONS, WE MUST OBSERVE HIGH STANDARDS OF INTEGRITY AND HONESTY.

All our interactions with healthcare professionals and organizations must be intended to ensure the effective use of our medicines and to enhance patient care. This can include advancing medical research, enhancing medical knowledge or practice management, or gathering necessary feedback about our medicines.

We must only engage the services of healthcare professionals and organizations when they are legitimately needed, and we must not pay more than an appropriate market rate for the services rendered.

We must not enter into business relationships or offer or provide gifts, hospitality or anything else of value, to induce or reward favorable decisions about our products and services.

We must always provide information about our products to healthcare professionals and organizations in accordance with the relevant provisions of this Code and supporting policies.

QUICK REFERENCE

- ✓ Comply with the IFPMA Code of Pharmaceutical Marketing Practices, local laws, regulations and applicable codes of marketing practice and our own, often more strict, local codes.
- ✓ Only make payments to healthcare professionals and organizations when there is a written contract in place.
- ✓ Do not offer payments, gifts, hospitality, entertainment or anything else of value if it could constitute a bribe to a healthcare professional or organization.

Interactions with healthcare professionals and organizations include all meetings, communications, research and service arrangements, including product promotion, speaking engagements, advisory board meetings, consulting agreements, conferences, congresses and symposia.

PREVENTING BRIBERY AND CORRUPTION

OUR DIRECTORS, OFFICERS AND EMPLOYEES, AND OTHERS WHO ACT ON COMPANY'S BEHALF, MUST NOT OFFER, PAY OR ACCEPT BRIBES.

We must not offer or give money or anything else of value either as an inducement to make, or as a reward for making, any decision favorable to the interests of Company.

This includes providing such benefits to government officials (including those from national and local governments and those serving in public international organizations) and other healthcare professionals and organizations, patients, suppliers, charities and patient groups, whether companies or individuals.

We also do not permit agents, contractors, advisors or other third parties working on our behalf to engage in this type of conduct.

As well as not offering bribes, we must also not accept them. See "Avoiding Conflicts of Interest" on page 12 for more information.

QUICK REFERENCE

- ✓ Never make or authorize payments or gifts in order to obtain or retain business or to secure an improper advantage. Never ask or permit third parties to do so on your behalf.
- ✓ It is acceptable to engage the services of healthcare professionals and organizations, and provide modest and customary meals and gifts, as long as they comply with any local laws and applicable codes and our supporting policies (including page 8 of this Code).
- ✓ Make sure all gifts, activities and conduct are of a nature that would not be open to misinterpretation if publicly disclosed.
- ✓ Pay particular attention to relationships with third parties; visits to our facilities; sponsoring people to attend events or meetings; consulting arrangements; post-marketing studies; gifts and hospitality, and facilitating payments.
- ✓ Report any suspicion of potentially corrupt behavior.



Offering or making payments to government officials to obtain favorable treatment, to secure business, or to obtain an improper advantage is a crime in every country in which we do business, whether such payments are in cash or in kind. It is also a crime in many countries to make these types of payments to government officials of another country, and also a crime in most jurisdictions to pay commercial bribes to persons who are not government officials.

OUR EMPLOYEES

EMPLOYMENT PRINCIPLES

WE ARE COMMITTED TO PROMOTING AND MAINTAINING A CULTURE OF RESPECT AND EQUAL OPPORTUNITY, IN WHICH INDIVIDUAL SUCCESS DEPENDS SOLELY ON PERSONAL ABILITY AND CONTRIBUTION.

We value highly the diversity of skills and abilities that a global workforce brings to our business. We are committed to supporting diversity in our workforce and in our leadership and to developing all the talent within our organization.



All decisions about recruitment, hiring, compensation, development and promotion must be made solely on the basis of a person's ability, experience, behavior, work performance and demonstrated potential in relation to the needs of the job.

The harassment of any our employee or anyone with whom we do business, is unacceptable.

Any person who believes that they or others have been subject to unlawful discrimination or harassment should report the incident and circumstances to their manager, a Human Resources manager or other senior manager, who will arrange for the incident to be investigated appropriately and impartially.

QUICK REFERENCE

- ✓ Encourage diversity and creative potential, recruit and promote on the basis of merit and support the continuous development of people's skills and abilities.
- ✓ Behave towards others with integrity, honesty, courtesy, consideration, respect and dignity.
- ✓ Contribute to maintaining a working environment in which any form of harassment is unacceptable.
- ✓ Report any inappropriate conduct directed towards you or others.

We support the principles set out in the UN Declaration of Human Rights, and our policies detail our high standards of employment practice. These include respecting diversity and, as a minimum, complying with national legal requirements regarding wages and working hours. We also support the International Labor Organization's standards regarding child labor and minimum age.

PROTECTING PERSONAL INFORMATION

WE ARE COMMITTED TO PROTECTING ANY PERSONAL INFORMATION COLLECTED OR HELD DURING THE COURSE OF OUR BUSINESS ACTIVITIES, BY ENSURING HIGH STANDARDS OF DATA PROTECTION WORLD-WIDE.

We must collect, use and retain only as much personal information as we need for legitimate business, human resources or scientific purposes, or to satisfy any legal requirements. Where required by law, we must also obtain appropriate consent to such collection and use, and inform individuals about the purposes for which their personal information may be used.

Once its purpose has been fulfilled, personal information must be destroyed in accordance with our legal obligations and Company document retention policies.

We must only share personal information with affiliates and third parties if they have a legitimate need to know it, and only if we are reasonably assured that they will suitably safeguard the information once it is in their hands, or if required by law.

We must give special consideration to any additional applicable requirements before sensitive personal information is collected or used, or where information is transferred or processed outside its country of origin, because it may become subject to different laws with different or competing requirements.

QUICK REFERENCE

- ✓ Comply with all data protection and associated laws applicable to the countries in which we gather and hold personal information.
- ✓ If you are in doubt as to the proposed use of personal information, you should seek further advice and approval from a data privacy specialist before collecting, accessing or using such information.
- ✓ Obtain approval from a data privacy specialist before transferring personal information outside its country of origin, or giving other markets electronic access to it.
- ✓ Do not record things about people that you would be embarrassed to say to them directly.

Data protection laws regulate the collection, storage, use and disclosure of personal information about individuals. This can include information about employees, customers, patients, clinical study subjects and employees of third parties.

AVOIDING CONFLICTS OF INTEREST

WE MUST NOT ALLOW PERSONAL OR FAMILY INTERESTS TO INFLUENCE OUR PROFESSIONAL JUDGEMENT.

We must never accept anything of value, if it would constitute either an inducement to make, or a reward for making, any decision favorable to the interests of a third party.

We must not accept gifts or hospitality that may compromise our independence or judgment regarding a third party. This includes hospitality or entertainment with a value that exceeds locally established limits, that is not customary or that is otherwise likely to be seen as inappropriate.

Whilst we are free to make personal financial investments and to maintain social relationships with people we meet through business activities, our business relationships must not create any interests that may conflict, or have the potential to conflict, with those of Company.



QUICK REFERENCE

- ✓ Avoid situations where your loyalty may become divided.
- ✓ Do not enter into situations in which your personal or family interests may conflict with those of company.
- ✓ Declare any potential conflicts of interest and seek advice from your line manager.
- ✓ Report any business dealings between we and companies or organizations in which you have, or a family member or an individual you treat as a family member has, a management role or financial interest.
- ✓ Do not use your position at Company for personal benefit or to benefit a family member, friend or associate.
- ✓ Do not pay a third party more than a contractually agreed, market-based price or fee for goods or services provided.
- ✓ Do not accept gifts, hospitality or other entertainment of a nature that would be open to misinterpretation if publicly disclosed.

A conflict of interest is created when an activity, interest (financial or personal) or association of an employee directly or indirectly compromises his or her independence or judgment, causing the interests of the employee or another person to influence a business decision inappropriately.

OUR SHAREHOLDERS

PROTECTING COMPANY PROPERTY AND RESOURCES

OUR PROPERTY AND RESOURCES MUST BE USED ONLY FOR THE PROPER ADVANCEMENT OF OUR BUSINESS AND NOT FOR PERSONAL GAIN, NOR FOR ANY FRAUDULENT PURPOSE.

Our duty to our shareholders includes making the best use of the Company's property, money and other resources.

As part of our strategic commitment to driving operational excellence, we must ensure that our property, resources and information systems are protected and kept secure at all times from unauthorized use, damage, disclosure, diversion or removal, whether through accident, improper act or breach of trust.

As part of this, everyone has responsibility for protecting the Company's electronic systems, communications network and computing resources, as well as preserving the integrity and confidentiality of Company information.

QUICK REFERENCE

- ✓ Act appropriately and responsibly with regard to Company's property and resources.
- ✓ Exercise due care when spending the Company's money and making financial commitments on its behalf.
- ✓ Report promptly any potential improper action against Company's property and resources, so that appropriate action can be taken.
- ✓ Only use Company's property and resources for non-work related activities to the extent permitted under applicable supporting policies.
- ✓ Involve the Legal Department in any contractual matter that relates to a material right, obligation or liability.
- ✓ Subject to your local law, you should not have any expectations of privacy when using the Company's electronic systems for non-work related activities.



Property and resources include physical assets, intangible assets and confidential information. Physical assets are items such as materials, supplies, equipment and cash, while intangible assets include intellectual property, information assets, brand value and employee time and talents.

COMMUNICATIONS, DISCLOSURES AND RECORDS

WE ARE COMMITTED TO COMMUNICATING WITH INTEGRITY, TO DISCLOSING INFORMATION IN A TIMELY AND APPROPRIATE MANNER AND TO MAINTAINING ACCURATE COMPANY BOOKS AND RECORDS.

All our communications, through whatever channel, must be fair, accurate, timely and appropriately authorized. All employees must be mindful of situations in which they may be perceived to be communicating on the Company's behalf.

Company's policy is to disclose information in a timely manner, as necessary, to comply with all relevant legal and regulatory requirements. All such disclosures must be accurate and not misleading, with no material omissions. This policy applies to all information, whether favorable or unfavorable to Company.

We must maintain proper Company books and records to provide an accurate picture of our business activities and financial position. We must not falsify or inappropriately alter Company records, and we must only destroy records in accordance with relevant supporting policies.

We must not record sales artificially to boost performance or otherwise. We must only sell products pursuant to bona fide orders underpinned by bona fide market demand, and we must only record such sales once the product has been shipped and an invoice submitted.

QUICK REFERENCE

- ✓ Ensure that all communications, whether print, web-based or verbal, comply with all appropriate internal and external standards, and have received appropriate internal approval before release.
- ✓ Do not communicate on behalf of the Company unless you are authorized to do so. This includes communications about the Company or our products on the internet or in other electronic media.
- ✓ Promptly communicate potentially material, non-public information to the Company for a judgment on its disclosability and approval prior to any disclosure.
- ✓ Preserve records that are relevant to investigations or litigation involving the Company or its employees.
- ✓ Communications are any internal or external messages about Company or our products, including any that may be deemed to be made by us or on our behalf. They include press releases, advertisements and promotional materials. Disclosures are statements published or submitted by the Company to its shareholders, regulators, the media and other third parties. Records include contracts, accounts, batch records, and financial and non-financial documents.

PROTECTION OF COMPANY INFORMATION

Information is an important Company asset that must be protected. The loss of confidential information can be extremely damaging to our competitive position. Examples of confidential information include, but are not limited to, pricing, formulations, research results, manufacturing methods, financial data and marketing and sales strategies and plans.

We do not disclose any confidential Company information without a valid business purpose and proper authorization by management. Each of us is responsible for protecting the confidentiality of Company information.

General guidelines for protecting confidential Company information include:

- ✓ Not discussing sensitive Company business in public;
- ✓ Using password protection on computer files (and not sharing your password with other employees);
- ✓ Securing sensitive information in locked files and cabinets;
- ✓ Securing sensitive information on laptop computers while traveling;
- ✓ Exercising caution when using speakerphones and cellular phones;
- ✓ And finally: when you are in doubt about the confidential nature of information, treat it as confidential.

Even after we leave the employment of the Company, we are obligated to maintain the confidentiality of Company information and return all documents and files (including electronically stored information).

OUR SUPPLIERS

SELECTION OF SUPPLIERS

We select goods and services that best contribute to the long-term well-being of the Company. We choose our suppliers based on price, quality, delivery, service, diversity, reputation, environmental and business practices. We also expect our suppliers to support the core labor standards set out by the International Labor Organization prohibitions against child and forced labor.

TREATMENT OF SUPPLIERS

We treat our suppliers and subcontractors with fairness and integrity. We respect the terms and conditions of agreements with suppliers and we honor our commitments. We strive to pay on time and are careful to protect the confidential and proprietary information of our suppliers.

To ensure that all suppliers are given an opportunity to compete for our business, we obtain competitive bids where it is feasible to do so.

RECEIVING GIFTS

As a common business courtesy, we may receive occasional gifts, provided that:

- ✓ The gift is of nominal value (e.g., pens, note pads, calendars, etc.);
- ✓ Doing so is legal; and
- ✓ The gift is neither intended nor likely to be perceived by others to improperly influence our business decisions.

Occasionally, there may be times when refusing a gift would be impractical or embarrassing. In those rare instances where the gift is of substantial value, accept the gift on behalf of the Company, report it to your manager and turn the gift over to your local/regional finance director, who will handle its disposition.

ACCEPTING MEALS AND OTHER HOSPITALITY

We may accept occasional meals or hospitality, provided that it is:

- ✓ In the course of a bona fide business relationship;
- ✓ An accompaniment to an educational or business event/function;
- ✓ Legal;
- ✓ Consistent with applicable industry codes;
- ✓ Consistent with Company policies and procedures;
- ✓ Not likely to be perceived as an attempt to improperly influence business decisions; Not embarrassing to the Company if it were to receive public scrutiny.

OUR COMMUNITY AND SOCIETY

HUMAN RIGHTS

We believe in the fundamental dignity of every human being and in respecting individual rights. We are committed to respecting human rights as recognized by the principles of the United Nations Global Compact and as defined in the United Nations Universal Declaration of Human Rights and its subsequent changes, the International Covenant on Economic, Social and Cultural Rights, the International Covenant on Civil and Political Rights, the OECD Guidelines for Multinational Enterprises and the core labor standards set out by the International Labor Organization, both within our workplace and more broadly within our sphere of influence. We have policies and management systems in place to ensure that we do so.



In all of our operations:

- ✓ We condemn the use of forced labor and exploitative child labor and expect our suppliers to respect this principle as well;
- ✓ We respect employees' lawful freedom of association;
- ✓ We compensate our employees to ensure that basic needs are met and provide our employees with the opportunity to improve their skills and capabilities;
- ✓ We do not discriminate at any level of the organization on the basis of race, gender, age, religious beliefs or any other legally protected characteristic; and
- ✓ We provide a safe and healthy work environment.

These standards demand respect for all individuals and consideration of the interests of all of those affected by and involved in our business. We also create work environments where free discussion can take root that respects the opinions of all employees, as well as reward creativity and innovation.

SAFETY, HEALTH AND THE ENVIRONMENT

WE ARE COMMITTED TO CARRYING OUT OUR BUSINESS IN AN ENVIRONMENTALLY RESPONSIBLE MANNER, AND TO PROMOTING A SAFE AND HEALTHY WORKPLACE FOR ALL OUR PEOPLE WORLDWIDE.

We manage our environmental impact and seek to continuously improve the sustainability of our activities by, among other things, economizing on our use of non-renewable energy and raw materials; minimizing the amount of waste we generate, and minimizing any adverse environmental effects associated with our products.

The Company also works to identify, mitigate and monitor existing and emerging risks to the environment associated with our business activities, as well as to the health and safety of our employees and others who visit or work on our premises, and to the communities in which we operate.

We go beyond legal minimums to proactively reduce the potential for exposure to chemical, biological, physical and other hazards in the workplace; reduce the risk of other accidents in our research and manufacturing facilities; promote safe driving, and help our staff to manage their health and wellbeing.

We also aim to promptly and effectively respond to, investigate and share learning from incidents that resulted in, or had the potential to result in, serious illness or injury or environmental harm, and to take any appropriate corrective action promptly.

Everyone is expected to integrate safety, health and environmental considerations into their day-to-day work activities. Line managers also have a duty to provide their teams with a safe and secure business environment, including building awareness of potential security risks and how they should be managed.

QUICK REFERENCE

- ✓ Take personal responsibility for safety and health and for understanding how your work may affect the environment.
- ✓ Understand the hazards associated with your work, manage the risks responsibly and only undertake work for which necessary safety and health training has been provided.
- ✓ Seek to continually improve and reduce the environmental impact of your activities (eg avoid unnecessary business trips).
- ✓ Actively participate in energy-saving and waste reduction programmes.
- ✓ Promptly report accidents, incidents of non-compliance, or any other matter posing a threat to safety, health or the environment.

Safety and health include the prevention of illness and injury and the promotion of wellbeing in the workplace. Safety and health laws and regulations exist to safeguard the working conditions of employees, and of visitors to business premises.

We are committed to minimizing any adverse environmental effects from our activities and products, while working to reduce our consumption of natural resources and otherwise operating in an environmentally sustainable manner.

COMMUNITY SUPPORT, PRODUCT DONATIONS AND PATIENT GROUP SUPPORT

OUR FOCUS IS ON ACTIVITIES THAT BRING BENEFIT IN WAYS THAT ARE CONSISTENT WITH OUR BUSINESS OF IMPROVING HEALTH AND QUALITY OF LIFE, AND PROMOTING THE VALUE OF SCIENCE.

We are committed to making a positive contribution to our local communities through charitable contributions, sponsorships and other initiatives.

We also respond to humanitarian appeals with financial and/or product donations, where there is a demonstrated public health need. We conform to the WHO Guidelines for drug donations and only donate our medicines through reputable, non-governmental organizations or well defined government programmes, where we are confident that the medicines will reach their intended recipients and will be used appropriately.

We support the work of patient groups, through the provision of financial and in-kind assistance that seeks to enhance patient welfare. Our relationships with patient groups must always comply with relevant legal and regulatory requirements, as well as applicable codes and our own supporting policies.

QUICK REFERENCE

- ✓ Provide support to your community in accordance with relevant guidelines.
- ✓ Use the proper approval and management procedures for the donation of medicines.
- ✓ Ensure that any relationship with a patient group is transparent and based on trust and a shared objective to improve patient healthcare.
- ✓ We encourage employees to participate in local community initiatives, but any potential conflicts of interest must be avoided (see page 12).

RAISING A CONCERNS AND RECEIVING CONCERNS

We hire employees with sound character and judgment, whom we trust will act responsibly. However, there may be times when we need to raise concerns about behavior that we believe violates the Company's values and standards. If you observe such behavior, you have an obligation to discuss it with the appropriate parties. Doing so will provide the Company with the opportunity to address the concern and to correct the problem. The reporting process is flexible, allowing you to raise concerns through a variety of channels. In many situations your manager is the best first resource.

INVESTIGATION OF POSSIBLE MISCONDUCT

The Company takes all allegations of misconduct seriously. We will confidentially investigate all reports of alleged misconduct to determine if any law, regulation, policy or procedure may have been violated. The fact that you do not hear much about reports of alleged misconduct reflects how well confidentiality is maintained during the ethics reporting and investigation process.

ANONYMITY AND CONFIDENTIALITY

When you contact the Company to raise an issue, you may remain anonymous, although you are encouraged to identify yourself, since doing so will facilitate communication. Should you choose to identify yourself, the Company will make every reasonable effort to keep your identity confidential in a manner consistent with conducting a thorough and fair investigation as may be required under the law. To assist the Company in maintaining confidentiality, however, it is imperative that you practice discretion and refrain from discussing with colleagues or coworkers.

RETALIATION

Employees who raise concerns help the Company to correct problems before they grow. We will not tolerate retaliation against any employee for raising a business practices issue in good faith. Raising a concern in "good faith" means that you have made a genuine attempt to provide honest and accurate information even if you are later proven to be mistaken. The fact that an employee has raised concerns in good faith, or has provided information in an investigation, cannot be a basis for denial of benefits, termination, demotion, suspension, threats, harassment or discrimination. Similarly, employees who work with those who raise concerns should continue to treat them in a courteous and respectful manner and should not engage in behavior that might alienate or intimidate colleagues. This protection extends to anyone giving information in relation to an investigation.

If you or others have been retaliated against, you should report this behavior to your supervisor or the Company. The Company takes allegations of retaliation seriously, and we will review all complaints of retaliation and threatened, attempted and actual retaliatory action.

Please note that the Company reserves the right to discipline anyone who knowingly makes a false accusation, provides false information to the Company or has acted improperly.

I observed misconduct but I am concerned to report it because I fear retaliation. What steps will the Company take to protect me?

If you report your concerns honestly and in good faith, we will take action to protect you from retaliation. The specific steps will vary from case to case and may include disciplining anyone who engages in retaliatory actions, ongoing monitoring of the situation or other safeguards. If you believe that you may have experienced retaliation, you should contact the Company immediately.

MANAGEMENT RESPONSIBILITIES FOR CREATING A SAFE-TO-SPEAK-UP CULTURE

Fear of retaliation is one of the most frequently cited reasons why employees do not report misconduct. All of us have a responsibility to create an atmosphere that facilitates open discussion around issues that may impact the reputation of the Company and that makes it easy to raise concerns about possible misconduct. Managers in particular need to allow for free discussions and questions about situations where employees feel there may be violations of the Company standards or any applicable laws.

Open communication between managers and employees is essential to create a “safe-to-speak-up” culture. Actions that managers can take to foster an open communication environment include:

- ✓ Regularly discussing the Company’s values and standards at team meetings.
- ✓ Being accessible to employees and maintaining an “open door.”
- ✓ Periodically reminding employees to bring possible concerns forward to you as their manager, or to another Company resource.
- ✓ Supporting employees who choose to consult other Company resources instead of coming directly to you.

GUIDELINES FOR RAISING CONCERNS

It is never easy to raise concerns about possible misconduct. It requires courage and integrity. Listed below are some general ideas on how to discuss your concern with your management:

1. Schedule a specific time with your manager or another Company resource to discuss your issue.
2. Discuss your issue calmly and professionally.
3. Highlight the risks to the Company and the potential impact of the particular misconduct.
4. Acknowledge (when appropriate) that you may not have all of the information or facts relevant to the issue.
5. State any concerns that you may have about the confidentiality of your report. (If you are concerned about confidentiality, be careful when sharing information with other colleagues who might inadvertently disclose information.)
6. Thank the individual for their time and their attention to the issue.

Of course, following the above guidelines is not what is most important—rather, it’s actually coming forward with concerns in whatever manner is most comfortable to you. When you honestly and truthfully raise a concern, you help protect the Company, your workplace and ultimately your colleagues and yourself. By speaking up, you become a partner in doing the right thing.

GUIDELINES FOR RECEIVING CONCERNS

Your reaction when an employee brings forward a concern is extremely important. It will either encourage an open communications environment where employees feel safe to discuss important issues, or it will have a discouraging effect on future communications and workplace morale. Listed below are some general ideas on how to respond when an employee raises a concern:

1. Ensure you have enough time to adequately discuss their concern. If not, schedule an alternate time and communicate to the employee that your desire to do so is to ensure that they and their issue have your full attention. Meet with the employee at a location that allows for a private and undisturbed conversation, such as your office or a conference room.
2. Listen as much as possible. Try to avoid becoming defensive or attempting to cut off the discussion or defending the Company or an individual before having heard all of the facts.
3. Remain calm and professional.
4. Ask for clarification and additional information, but do so in a way that the employee does not feel intimidated or defensive. Useful additional information includes identification of other individuals who share the concern or who may be aware of the situation, the number of instances the employee has observed the behavior, documents that may be available to support the concern and the names of other individuals the employee has shared the concern with. This last point is important in helping to protect the confidentiality of the employee who is raising the concern.
5. Do not feel that you must give an immediate response. Many times it is better to reflect on the employee's concerns and respond later with your thoughts on the issue.
6. Tell the employee that the Company takes reports of misconduct very seriously and that the appropriate people will look into the matter. Assure the employee that you will get back to them about the issue; typically 30 days is a good time frame for a response.
7. Thank the individual for bringing the issue to your attention.

Just as important as your immediate reaction, however, is how you follow up and how you treat the employee afterwards.

Depending on the nature of the concern, you may need to involve additional Company resources to resolve or investigate the issues. You may need to research Company policies or involve the appropriate management level or a subject matter expert to resolve the situation. If the concern raised is about a potential compliance violation, you should contact your local compliance person to discuss and obtain advice about how to properly look into the issues raised. Once you have all of the information to proceed on the issue, act in a timely fashion to bring the issue to a conclusion. Ensure that you document your actions and decisions, as well as the information you may have obtained.



Either the manager who received the concern, or the person overseeing the investigation into the concern, should always respond within 30 days to the employee who raised the concern, even if there is no new information to share, and then continue to update the employee in 30-day intervals. In many cases you may not be able to provide substantive information to the employee about the issue.

Nonetheless, it is important to provide an update on the process to assure the employee that the matter is being taken seriously. This will encourage employees to raise concerns in the future and contribute to a safe-to-speak-up culture. When you update the employee, use this opportunity to ask if the employee has experienced any form of retaliation as a result of coming forward.

Please consider that many employees who raise concerns are particularly sensitive to perceived slights or perceived retaliation following a report of misconduct. It is imperative that you continue to treat employees with dignity and respect, including the following:

- ✓ Evaluate based on actual performance.
- ✓ Provide meaningful assignments.
- ✓ Share information needed to get work done.
- ✓ Involve in social functions.
- ✓ Treat with courtesy and in the same way as before.
- ✓ Reinforce the positive action of coming forward at the next performance evaluation.

DEFINITIONS

- ✓ Applicable codes refers to those codes that Company has formally adopted, or with which it is otherwise obliged to comply.
- ✓ Company, we, us and our refer to Exela BioScience company and its associates.
- ✓ Confidential information refers to any and all confidential and/or proprietary information or material belonging to or in the possession of any member of the Company Group. It may be oral, visual, in writing, in the form of or contained in materials, or in any other form. It includes any information or material in any way related to Company's (a) financial information, business plans, projections or strategies, property, business practices and relationships, processes, systems, methods of operation or marketing plans, (b) research, development or other investigative activities, (c) regulatory practices, procedures or policies, (d) products, specifications, formulae, ingredients, pricing policies, marketing plans, product costs or promotional activities, (e) customer, supplier or employee information or agreements, (f) medical, scientific or other technical information, (g) corporate, strategic, commercial, license or other agreements or (h) inventions, innovations, improvements, know-how, trade secrets or other proprietary information.
- ✓ Contractor refers to any supplier or other third party with whom or which we have a contract.
- ✓ Healthcare professionals and organizations refers to any persons who or which may prescribe, administer, recommend, purchase, pay for, reimburse, authorize, approve or supply any product or service sold or provided by Company. It includes:
 - ✓ Any members of the medical, dental, pharmacy or nursing professions, or relevant associated administrative staff; and/or
 - ✓ Hospitals and other care organizations, health insurers (including managed care organizations), pharmacies, and formulary or benefit administrators, and relevant staff at such entities.
- ✓ Material refers to information that would be considered influential in making a decision to buy or sell securities.
- ✓ Person refers to any natural person (ie an individual) or legal person (eg a company).
- ✓ Supplier refers to any person providing Company with goods or services, including vendors and consultants.
- ✓ Supporting policies refers to any and all Company policies, codes, standards and procedures.