



Norgine Business Code

**Issued by Norgine B.V.
Hogehilweg 7
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The Netherlands**

**Approved by the Norgine B.V.
Board of Directors on
15th September 2011¹**

¹ *The Norgine Code is also available in Dutch, French, German, Spanish, Italian, Portuguese and Arabic.*

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1. Why a Norgine Code of Conduct?

Norgine is committed to ethical conduct and transparency in all of its activities, to ensuring the quality and efficacy of its products and to promoting the excellence of all employees and third parties who act for or on behalf of Norgine. In practice this means striving to achieve superior performance in all of our business activities and in our relationships with employees, patients, healthcare professionals, hospitals, business partners, competitors, government agencies and all those with whom we interact on a daily basis.

The Norgine Code expresses our pledge to ensure that the Norgine Group is compliant with the letter and spirit of all laws and regulations governing its operations. The Norgine Code is applicable to the entire Norgine Group covering all its activities throughout the world. Compliance and acting in accordance with ethical principles is the responsibility of *everyone*, every employee at every level, every contractor and every contract sales representative, in all countries. It is the One Norgine approach, and it is good governance.

Norgine takes seriously its responsibilities to its stakeholders and the Norgine Code establishes the expected standards of performance. Failure to uphold these standards exposes Norgine to serious consequences including:

- criminal sanctions;
- significant fines of a civil and criminal nature;
- loss of reputation;
- termination of business relationships;
- exclusion from contracts; and
- many other negative consequences.

Individual employees who engage in unethical / illegal behaviour personally risk:

- fines;
- imprisonment;
- sanctions;
- Norgine disciplinary actions including termination of employment;
- loss of reputation; and
- many other negative consequences.

Violations of the Norgine Code will *not* be tolerated.

But even more important than avoiding negative consequences, compliance with the Norgine Code is mandatory because, quite simply, it is the right thing to do. Indeed it is the best way of ensuring that Norgine continues to help improve patient care by responsibly responding to and addressing patient needs and concerns.

The Norgine Code establishes the framework for achieving Norgine's mission to lead and to continue to lead the development of the European Speciality Pharmaceutical sector in order to research, develop, manufacture and commercialise innovative medicines for the benefit of patients, employees and other stakeholders. Our mission encompasses three core elements:

- To be the European partner of choice by ensuring that Norgine continuously operates in all our markets at the highest standard of quality expected of the pharmaceutical industry and by ensuring that we always honour our ethical obligations towards patients as well as customers, physicians, corporate partners and other stakeholders.

The Norgine Code sets out not only the standards to which we hold ourselves, but also the standards which our partners and future partners can expect from Norgine and what Norgine will require from all of its partners.

- Having built a unique pharmaceutical infrastructure across Europe, Norgine must leverage this investment by licensing in and acquiring new products to help improve patient care and sustain our sales growth.
- Norgine has a pipeline of Research and Development projects, which we seek to drive forward to create innovative products which we can sell through our European infrastructure and, where we own global rights, license out to partners in other major markets.

The Norgine Code expresses our focus on the types of innovation which we seek to develop, acquire, license in, partner or include in our R&D pipeline – namely innovation which seeks in a responsible manner to solve real unmet medical needs and to improve patient outcomes at an appropriate cost to society.

As we endeavour to achieve our mission we must do so through the application of consistently high standards of ethical conduct.

The Norgine Code is the result of a broad consultation process across the Norgine Group and a comprehensive consideration of all the activities of the company. I thank all of the contributors for their feedback and assistance. The overwhelming sentiment which emerged from this consultation was the belief that the Norgine Code should reflect the basic principles of **respect, fairness and integrity**, which Norgine has embodied for the past century, coupled with the recognition that **innovation and continuous improvement in quality** are fundamental to achieving our mission. The Norgine Code will evolve, but it will always embody best practice in the industry and the distinctive characteristics of Norgine's employees and partners.

The Norgine Code has been recommended by the Governance Committee and formally endorsed by the Board of Directors of Norgine B.V. and all other Norgine companies within the Norgine Group.

Let's work together to fully support the Norgine Code and to achieve our mission.



Peter Stein
Chief Executive Officer
Director, Norgine B.V.

2. Introduction – Your responsibilities

The objective of the Norgine Code is to establish broad fundamental principles which outline the way Norgine conducts its business and the responsibilities of all Norgine personnel (including employees, students, interns, contract sales representatives and contractors) world-wide, within all functional areas (collectively, “**Norgine Personnel**”). **All Norgine Personnel are subject to the Norgine Code, and the values set forth herein must be followed by all Norgine Personnel and third-parties acting on behalf of, or doing business with, Norgine.**

The Norgine Code is **not** designed to replace more detailed policies and standard operating procedures (SOPs) which are in place and govern the activities of Norgine Personnel and contractual partners. The guiding principles and core values of the Norgine Code supplement the interpretation of any other policies, guidelines and SOPs of Norgine, and in the event of one or more policies applying to a particular activity, the more stringent standard shall prevail.

Getting Help: There are mechanisms set forth below by which Norgine Personnel can seek clarification, request advice or raise concerns ([Getting help and advice / Speak Up](#) (Section 3)). Norgine encourages all Norgine Personnel to use them. Norgine Personnel **must** promptly raise any concerns about possible unethical, illegal or inappropriate conduct. All such reports will be promptly investigated and handled appropriately and sensitively. All good faith reporters will be protected to the fullest extent, preserving their anonymity, if requested, to the extent possible. There will be no retaliation or penalty for such reporting.

Norgine Line Managers: Norgine Line Managers are responsible for communicating the Norgine Code to their staff and ensuring that their staff receive guidance, training, support and assistance with respect to best industry practice and legal compliance relevant to their duties for Norgine. In addition, Norgine Line Managers must lead by example, serving as role models for the business, exemplifying and practicing ethical behaviour and legal compliance relevant to their job responsibilities.

Norgine Personnel: Norgine Personnel are responsible for upholding any laws, regulations, codes of practice, policies and procedures in the conduct of Norgine business, and in particular, those that apply to their job responsibilities. This is a vital element of everyone’s job objectives and a key component of the performance management of Norgine Personnel.

3. Getting help and advice / Speak Up

3.1. Policies and Procedures / Advice

The Norgine Code does not address every eventuality. If you are unsure about the appropriate behaviour, consider first the following questions:

- Is the contemplated behaviour in compliance with applicable laws, regulations and / or codes of practice?
- Is there a relevant Norgine SOP which addresses the issue?
- Is the behaviour consistent with the Norgine Code and its core values?
- Could the behaviour adversely impact Norgine's reputation if publicly known?
- How would you feel if the behaviour were known to your Line Manager? The Operations Team? Norgine stakeholders? The public?
- Applying good judgment and common sense, is there a preferred course of action?
- Based upon a consideration of the above questions, what action / alternative is in the best interests of Norgine?

If still in doubt, the next step is to contact your Line Manager for help and advice or your local HR representative.

3.2. Speak Up

It is the responsibility and obligation of Norgine Personnel to speak up when they have a good faith concern that someone working for Norgine (e.g. an employee or contractor) or on behalf of Norgine (e.g. a service provider or a partner) is not acting in a manner consistent with the values of the Norgine Code. Bear in mind that concerns should be raised, if possible, before problems arise. If you do not have all the facts but have a reasonable suspicion, raise the particular concern and provide all available facts. Norgine will then investigate in the manner appropriate to the circumstances. Do not wait.

Concerns should be raised with:

- your Line Manager; or
- your local HR representative.

If you are uncomfortable utilising these channels, please use any of these alternative methods:

- telephone hotline: +44 (0)1895 453 589
- email assistance address: nbc@norgine.com
- postal address: Norgine Limited, Norgine House, Widewater Place, Moorhall Road, Harefield, Middlesex, UB9 6NS, United Kingdom, attention: VP, Human Resources

These help lines are available to supplement other reporting channels. Reports on the telephone hotline may be made anonymously.

In addition, any suspected or actual financial fraud or wrongdoing must be immediately reported to your local Finance representative, or if anonymity is desired, the reporter can communicate via the telephone hotline listed above.

The requirement for all Norgine Personnel to comply with the Norgine Code *cannot* be overemphasised. Norgine Personnel, including managers and supervisors, who ignore prohibited conduct or who have actual or a reasonable belief that improper conduct has or may occur and who fail to make further inquiries or fail to correct the conduct, will be subject to disciplinary action.

3.3. Role of the Governance Committee

The Governance Committee is responsible for overseeing and monitoring the Norgine Code, providing guidance as appropriate. The Governance Committee reports to the Operations Team, providing the Operations Team with periodic evaluations on the status of the Norgine Code. As part of that responsibility, the Governance Committee ensures, among other things, that:

- the Boards of Directors of Norgine BV and all other Norgine companies within the Norgine Group regularly consider and continually endorse the Norgine Code;
- adequate policies and procedures are in place throughout the Norgine Group;
- the policies and procedures are communicated to Norgine Personnel;
- appropriate training and advice is provided for Norgine Personnel;
- the policies and procedures are effectively and consistently implemented throughout the Norgine Group;
- the policies and procedures are periodically reviewed; and
- the policies and procedures are amended as necessary or appropriate.

The Norgine Governance Committee will also oversee the [Certification](#) (Section 3.4) process described below and will cause periodic audits to be conducted and will report upon the findings to the Operations Team.

If after having utilised the [Speak Up](#) (Section 3.2) options set forth above further clarification is necessary as to whether a violation of the Norgine Code has occurred or if assistance is needed in relation to any other matter related to the Norgine Code, please contact any representative of the Governance Committee (membership listed on GENIE and on Norgine site notice boards), who will provide assistance and address the issue with the relevant Functional Head.

3.4. Certification

Norgine Personnel are required on an annual basis to certify that they have read and understood the requirements of the Norgine Code and that they agree to comply with the Norgine Code in all aspects applicable to such individual's role and responsibility within Norgine. The certification can be delivered electronically or by hard copy. Following implementation, the certification form will also require Norgine Personnel to confirm compliance with the Norgine Code to date.

4. Norgine products and service

Norgine has been in existence for over a century, continually striving to develop high-quality products and to improve patient welfare. Norgine's products and services are driven by and responsive to patients, working with them and other stakeholders to better understand and address their needs. Trust is the foundation of this relationship. Norgine Personnel must *always* remember this responsibility, functioning on this basis in all activities, whether they are engaged in research, manufacturing and supply, commercialisation, safety, quality or otherwise.

4.1. Norgine Research and Development

Compliance with relevant laws and regulations which govern research and development is the starting point and guiding principle. Norgine designs and conducts ethical clinical trials with responsible investigators and sites.

At the early stages of product development, Norgine recognises the importance of providing timely, accurate information to the medical and scientific community, especially about the results of clinical trials conducted on molecules resulting from its research and studies on existing products.

- Norgine Personnel comply with international standards of good practice, including the Declaration of Helsinki, Good Clinical Practice and Good Laboratory Practice.
- Norgine Personnel must ensure that all SOPs are followed when conducting clinical research and that all information is recorded, handled, and maintained in compliance with applicable data protection laws.

4.2. Product Safety, Quality and Excellence

Norgine's objective is to develop, deliver and support the safe use of innovative products and to deliver high quality services for its stakeholders. Quality is key to our continuing success and to maintaining our reputation.

4.3. Product Supply and Promotion

Norgine is committed to the ethical supply and promotion of its products in compliance with applicable legislation and codes of practice. Patient benefit and safety are of paramount importance.

5. Norgine assets

5.1. Use and Protection of Norgine Property

Norgine Personnel are responsible for the proper use and protection of Norgine's physical assets (e.g. computers, phones, photocopiers, machinery, car fleet, office supplies, etc.) and intangible assets (e.g. intellectual property, know-how, knowledge, etc.) which they have been provided or make use of or develop in the course of employment. Due care must be exercised at all times. This obligation also includes acting in Norgine's best interests when spending Norgine's money and approving business expenditures.

With respect, more particularly, to the use of Norgine's IT equipment and systems put at the disposal of Norgine Personnel, the following rules apply:

- Norgine Personnel are expected to utilise electronic mail sensibly. Downloading and / or forwarding obscene and / or offensive material is expressly prohibited.
- Computer technology and other systems must be used professionally and safely and principally for legitimate business purposes.

Occasional and only incidental use of the Norgine business Internet connection for private purposes is permitted, which permission may be revoked generally or in specific cases by Norgine at any time. Personal Internet use must be strictly limited in duration and must not interfere with job responsibilities. Norgine reserves the right to monitor use for legitimate business purposes in order to ensure appropriate use and transmission of information. For further information please see the IT Security Policy available on GENIE or upon request from your Line Manager.

All Norgine assets and proprietary information must be returned to Norgine at the end of employment. Confidentiality obligations, discussed more fully below in [Protecting Confidential Information / Intellectual Property](#) (Section 5.2), will continue after cessation of employment and the particular obligations will be clarified at the leaving interview.

5.2. Protecting Confidential Information / Intellectual Property

5.2.1. Confidential Information

Norgine Personnel are responsible for protecting confidential information under their care and responsibility. This is a continuing obligation, throughout the period of employment and thereafter. This obligation extends to Norgine's and third parties' confidential information and protection encompasses access to, maintenance of, and proper use of confidential information. Confidential information of Norgine includes, for example, information relating to Norgine's research and development projects and pipeline, manufacturing processes and procedures, suppliers, business plans

and strategy, merger or acquisition activities, regulatory strategy, and on-going legal matters.

Confidential information of third parties (e.g. know-how, data, business plans of potential suppliers, licensors, licensees, distributors, etc.) may only be used for the permitted purpose and strictly in accordance with the requirements set forth in the associated confidentiality agreement (e.g. for the agreed period).

Sensible precautions must be followed at all times by Norgine Personnel and breaches must be immediately notified to the relevant Line Manager or project manager.

- Norgine Personnel must act with care to ensure that confidential Norgine information is not made public through any act or omission (e.g. loss, theft, inadvertent disclosure, publication or otherwise).
- Equally so, Norgine Personnel must respect the valid, legally protected and enforceable property rights of third parties in confidential information and other property and only use this information in accordance with permitted use.

Norgine Personnel must take all appropriate measures to ensure that confidential information, in whatever format, is preserved, protected, maintained and stored in a safe place. Utilise the secure printing function when printing confidential information.

- Password protected sensitive documents containing confidential information.

If in any doubt regarding these obligations, seek clarification from the Legal Department or IP Department, or from your Line Manager.

5.2.2. Intellectual Property

Norgine's intellectual property is one of its most valuable assets, and protecting its IP is essential to its continued success and its ability to support the interests of all of its stakeholders.

- Norgine Personnel must contact the IP Department if they believe that there is a Norgine opportunity or issue regarding Norgine intellectual property rights.
- Contracts relating to the use of intellectual property rights (patents, trademarks, design rights, copyright, know-how and trade secrets) must be developed and agreed in close cooperation with the IP Department.

Similarly, the valid, legally protected and enforceable rights of third parties in their intellectual property must be respected at all times.

- Unauthorised duplication or impermissible use by Norgine Personnel of copyrighted materials of others, including journals, magazines, computer software and designs, is not permitted and is a violation of copyright law. Norgine Personnel must act sensibly and responsibly.

- Unauthorised use of trademarks, trade names, design rights and other similar rights of others is not permitted and is a violation of the relevant legislation.

Violations may result in litigation and / or significant financial and even criminal penalties for Norgine and the responsible individuals, and such actions would devalue Norgine's reputation.

6. Execution and approval / Legal authority and management authority

6.1. Legal Authority

The Board of Directors (or other legal representatives where applicable) of each of the Norgine companies within the Norgine Group has entrusted designated individuals with the *legal authority* to act on behalf of the relevant Norgine company in specific functional areas and within stated limits. The list of designated signatories possessing *legal authority* is available on the Global Legal site of GENIE or, alternatively, you can contact any member of the Legal Department for assistance.

Functional Heads are responsible for periodically reviewing and promptly communicating to the Legal Department any changes required to the scope or level of legal authority of any designated Norgine Personnel resulting from, among other things, changes in roles or responsibilities, retirement, termination of employment or otherwise.

The existence of this execution authority is an essential operational control which must be strictly followed. Authorised Norgine Personnel must act faithfully and strictly within the authority granted. Norgine Personnel responsible for facilitating execution of contracts should familiarise themselves with the designated authorised Norgine signatories of the relevant Norgine legal entities. If in any doubt, please contact a member of the Legal Department.

6.2. Management Authority

The Finance Department of Norgine has established financial operational controls and management approval processes with designated Norgine Personnel possessing the *management authority* to approve legitimate business expenses up to specified financial limits. All purchases of goods or services must be approved *prior* to commitment by an authorised Norgine employee within the approved spending limits. Before any order is placed with a supplier, the procedure is that a purchase order must be raised and approved in E1, provided however, *in exceptional circumstances and with the written approval of a senior management member*, an order may be placed or services may commence prior to the raising and approval of a purchase order. In these *exceptional circumstances*, the purchase order must be raised and approved in E1 as soon as reasonably possible thereafter. Treat this process as if the expenditure were your own, acting in a sensible and responsible manner.

All of these policies and procedures must be strictly observed. By-passing the system and failing to follow the policy is *never* acceptable. Further clarification may be sought from the Finance and/or Legal Department of Norgine.

7. Integrity

7.1. Integrity of Norgine Personnel

All Norgine Personnel must be aware of and comply with all laws, regulations and codes of practice governing their activities as well as relevant Norgine SOPs. Moreover, when travelling abroad in the course of employment Norgine Personnel must ensure that they are aware of local laws, customs and practices, and must act sensibly and in a respectful and compliant manner. For example, certain behaviour such as the manner of greeting, other aspects of etiquette, for example in relation to eating or drinking, the use of particular words or phrases, and wearing certain types of clothing which are appropriate in one country may cause offence or discomfort or be misinterpreted in another country. In addition, certain actions such as the consumption of alcohol or smoking may be acceptable in one country but not in another. This list is not exhaustive, but is intended to raise awareness of issues which may arise in relation to foreign travel and transacting business abroad. Please seek advice in advance from your Line Manager or local HR representative if clarification or additional information is necessary.

Norgine Personnel must perform their respective job responsibilities professionally and in the best interests of the Norgine Group, scrupulously avoiding taking advantage of any benefit or personal interest, either directly or indirectly, for their own account or for the account of others.

- In the course of your employment, whether in your “home country” or abroad, you are representing Norgine. Project the best possible image at all times.

7.2. Conflicts of Interest

Norgine expects that all Norgine Personnel will be free from actual, apparent or potential conflicts of interest in the performance of his or her job responsibilities for Norgine. While Norgine appreciates the need for personal and outside interests, Norgine Personnel must not have any personal interests that conflict with the interests of Norgine or that might influence or appear to influence their judgment whilst properly performing their job responsibilities.

- Norgine Personnel must promptly disclose to their Line Managers any actual or perceived conflicts of interest between their personal interests and Norgine’s. Norgine Personnel must exercise all reasonable endeavours to avoid conflicts of interest.
- It is recognised that Norgine Personnel engage in personal activities outside of their working relationship for Norgine. In this capacity, Norgine Personnel must:

- avoid utilising the Norgine name or any other attribute associated with Norgine for personal benefit or the benefit of any other person;
- not utilise Norgine knowledge or information gained during the course of employment to obtain benefit for themselves or for the benefit of any other person; and
- not commit Norgine, directly or indirectly, to any form of support or to use his or her position within Norgine in support of political activities. Personal political activities must be completely separate from Norgine, which are separately addressed below in [Personal Public Policy & Political Activities](#) (Section 9.5.2). Political activities are activities directed toward the success or failure of a political party, a candidate for political office, a party policy, cause or ideology, and / or any other activities similar to or included within the foregoing.
- Norgine Personnel, unless expressly permitted in their written contract, may not undertake any other business or act as an employee or agent on behalf of any other company, or have a financial interest in any other business excluding only i) positions disclosed to and approved in writing by an authorised signatory of the relevant Norgine company employer and the relevant Line Manager, ii) community voluntary activities, and iii) bona fide investment holdings of shares or other securities.

7.3. Insider Trading and Information

Norgine is a privately held company whose shares are not publicly traded. In this context, therefore, “insider information” is material, non-public information about Norgine, its business partners or potential business partners which a reasonable person would consider important in deciding whether to buy or sell shares of the business partner or acquisition target.

Norgine Personnel may not communicate externally (e.g. through the media, external speaking engagements, social media or publications, etc.) about Norgine’s performance or projects or confidential information / proprietary information without appropriate authority.

- Norgine Personnel in possession of insider information through their employment are prohibited (directly and indirectly) from making investment decisions, whether to buy or to sell, on the basis of this information. Insider information must remain confidential and utilised only for authorised purposes.
- Norgine Personnel in possession of such information must take reasonable steps to protect this information. It is strictly forbidden for Norgine Personnel to tell friends or family about insider information.
- Norgine Personnel contravening these restrictions will be subject to disciplinary action. Trading on the basis of such material non-public information is a criminal offence and individuals may be fined and/or imprisoned.

7.4. Gifts and Hospitality

Norgine has policies and procedures governing the giving and receiving of gifts and hospitality. These policies have been developed to be in conformity with specific laws, codes of practice and customs of the countries in which the Norgine Group conducts business. Compliance is compulsory.

As a general principle, gifts and hospitality must serve a legitimate business purpose, be proportionate, and consistent with governing laws and codes of practice. Lavish gifts and excessive hospitality are *never* acceptable, whether given or received. Norgine Personnel may give and accept gifts and hospitality that are lawful and ethical and which are in the best interests of Norgine's business objectives.

Inappropriate *acceptance* of gifts can create conflicts of interest, or the appearance of a conflict, the effect of which is to call into question the recipient's business judgment and integrity and to jeopardise Norgine's business interests and reputation. Norgine Personnel must *never* in the course of their employment solicit gifts or entertainment from any third party.

The inappropriate *giving* of gifts may be a criminal offence and a violation of applicable laws and codes of practice, exposing both Norgine and the individual to significant fines and loss of reputation.

- Norgine Personnel must avoid actual and apparent impropriety.
- If in doubt about the appropriateness of giving or accepting a gift or hospitality, Norgine Personnel must seek advice from their Line Manager or local HR representative.

7.4.1. Guidance Tips

Consider whether the proposed gift or hospitality is:

- lawful, compliant with applicable codes of practice, and ethical;
- customary and reasonable in value;
- occasional (isolated individual instances may be appropriate whereas repeated offerings / instances of giving may be unacceptable);
- in Norgine's best interest and in support of Norgine's mission. It should not be considered a personal bonus or entitlement of the job.

Further considerations:

- What is the purpose of the gift or hospitality?
- How will it be viewed by your Line Manager and others within Norgine?
- What impact, if any, will it have on your business judgment in the future with respect to the services and / or relationship with the giver?

All of Norgine's business dealings must be at 'arms-length'.

The acceptance of gifts and hospitality must in all circumstances be disclosed in accordance with Norgine's policies and procedures. Norgine Personnel who send gifts or provide hospitality which have not been previously approved in accordance with procedures will not be reimbursed. Inappropriate behaviour will be dealt with under Norgine disciplinary procedures.

7.5. Travel

Norgine has policies and procedures governing company-reimbursed travel, meetings, and entertainment which must be *strictly* followed by all Norgine Personnel. Generally speaking, Norgine will reimburse Norgine Personnel for the reasonable costs of business travel if the travel is necessary to fulfil a business purpose in accordance with Norgine policies.

Norgine has a 'duty of care' to look after the health, safety and well-being of Norgine Personnel, as far as possible. Norgine takes this responsibility very seriously.

- Norgine Personnel must plan and undertake business travel sensibly, discussing objectives and the proposed schedule with respective Line Managers and matrix managers, as appropriate, ensuring that relevant persons within Norgine are aware of these plans.
- When considering combining personal travel with Norgine business travel, Norgine Personnel must consult with and receive the prior approval of the respective Line Manager.

8. Norgine integrity in business dealings

8.1. Bribery and Corruption

Norgine is committed to upholding high standards of ethical conduct and to complying with applicable anti-corruption laws in all the territories in which it conducts business.

- Corruption is dishonest or fraudulent conduct which distorts the free market and behaviour which, when engaged in by a company, threatens its economic standing and harms its reputation.
- Bribery is a form of corruption which involves giving someone a financial or other advantage to encourage that person or entity to perform their functions or activities improperly or to reward that person or entity for having already done so. Improper advantages include illegal rebates, bribes, kickbacks, under-the-table payments and any other similar inappropriate material benefit.
- Norgine operates a strict Zero Tolerance policy of corruption and bribery.

In many of the countries in which the Norgine Group operates corruption is a crime irrespective of whether the act takes place in their jurisdiction or in another country.

Norgine condemns bribery and corruption and will not tolerate bribery or corruption, whether conducted directly by Norgine Personnel or indirectly through the use of agents or other intermediaries. This directive applies to dealings with individuals acting on behalf of government agencies or public institutions as well as private companies and individuals, such as healthcare professionals, patient organisations, agents and suppliers.

No amount of potential profit can justify corruption, and no one within Norgine will be adversely affected by any loss of an apparent business opportunity or any delay arising from conforming to the Norgine Code.

- Norgine does not engage in and will not tolerate bribery or corruption in its business activities.
- Norgine will not tolerate bribery or corruption by its business partners for or on its behalf.

8.2. Facilitation Payments

Norgine Personnel may not offer, approve or receive any financial or non-financial incentives (gifts, loans, discounts, excessive hospitality, etc.) or make facilitation payments (directly or indirectly) to governmental officials or employees, political parties, or to any other third parties (directly or indirectly) in breach of any applicable law or regulation.

- “Facilitation payments” are a form of bribery made with the purpose of expediting or facilitating the performance by a public official or private representative of a routine action or service (e.g. customs clearance of goods, granting a permit, licence or other official document that qualifies a person to do business or processing government papers such as a visa or work permit). It is money or other monetary benefit given to hasten the recipient’s decision or performance of services, excluding official and clearly stated “Fast Track” / premier services.

While in some countries it may be considered normal to provide small unofficial payments under certain circumstances, this practice is *illegal* in most countries and is, in general, prohibited under the Norgine Code.

Norgine Personnel **must** inform their Line Manager immediately if a facilitation payment is requested or required. The decision to authorise a facilitation payment may only be made in *exceptional circumstances* following a thorough consideration of the particular facts. Exceptional circumstances could include violence or threats to the safety or well-being of Norgine Personnel. The payment must be approved in writing by a member of the Operations Team with supervisory responsibility for the payment and the payment must be properly recorded in Norgine’s books of account.

8.3. Norgine Standard for Payments

As a general rule, payments may be made if:

- i. explicitly allowed by the applicable laws of the relevant country (e.g. VIP, premium or expedited services),
- ii. it is consistent with local custom and practice,
- iii. the payment is appropriate and proportional to the performance of legitimate services,
- iv. the payment is properly recorded on Norgine's and the recipient's books of account, and
- v. the payment, if publicly disclosed, would not subject Norgine to criticism or damage its reputation.

8.4. Fair Competition

Norgine supports free, robust and open competition and promotes all efforts to encourage fair competition. All Norgine companies abide by the competition and antitrust laws of the countries in which they engage in business.

Norgine Directors, Line Managers and all others with supervisory authority are responsible for ensuring that all Norgine Personnel and third parties acting on behalf of Norgine are aware of, and comply with, this obligation. Disciplinary action will be undertaken against Norgine Personnel who intentionally or negligently violate this policy, and such actions may constitute a criminal offence.

Specifically and without limitation, Norgine Personnel and third parties acting on its behalf may not engage in the following prohibited activities with competitors:

- price-fixing (including subsidies, reductions, etc.);
- bid-rigging;
- market-sharing / allocation (by geographical region, customer, etc.);
- sharing of commercially sensitive (non-public) information (e.g. costs of goods and services, profits, profit margins); and
- agreements to limit production.

Norgine competes actively and fairly in the marketplace and will not tolerate anti-competitive conduct.

8.4.1. Guidance Requirements

Because of the complexity of the law in this area, all agreements with competitors or other third parties which foreseeably may have a negative effect on competition must be reviewed and confirmed by legal counsel. Clauses in this category include:

- exclusivity clauses;
- pricing clauses;
- tie-in provisions;

- territorial restrictions; and
- price discrimination

All competitive intelligence activities must be carried out ethically, fairly and strictly in accordance with applicable laws and regulations. Appropriate sources of information include websites, approved data service providers, advertisements, customer relationships, patient organisations and other similar means.

- Norgine Personnel may not utilise competitor information which has been improperly obtained even if such use would be of economic benefit to Norgine.

Competition laws may prohibit or restrict agreement on the pricing practices of distributors, wholesalers or customers. Any discussions on this subject must be approved by the Norgine Legal Department.

8.5. Accurate Reporting and Accounts / Recordkeeping

It is essential that books, records and reports are maintained up-to-date and in all respects according to Norgine Finance Policies, SOPs and applicable laws and accounting procedures. Norgine's books, records and reports must clearly and accurately reflect the nature of the underlying transactions with sufficient detail. This includes, but is not limited to, expenses, revenues, research test results, production and quality data, clinical trial data, and other corporate information.

Norgine exercises its best efforts to supply its auditors and stakeholders with a true and fair view of its financial situation. No undisclosed or unrecorded liabilities or assets may be established or maintained.

- Functional areas must maintain and retain records and information in compliance with legal, financial and regulatory requirements.
- Falsifying or misrepresenting records and other information may constitute fraud, with the possibility of significant penalties both for Norgine and the individuals involved in the illegal activity.
- Norgine Personnel must never destroy documents relevant to threatened or pending governmental or judicial proceedings.

Contact your local Finance Department representative, a member of Global Finance, your Line Manager or the Legal Department if there are any queries or doubts as to what information is required and the manner of presentation.

8.5.1. Guidance Tip

Remember at all times that you are representing Norgine and should be acting in its best interests.

8.6. Data Privacy

Norgine respects the privacy of Norgine Personnel and will exercise all reasonable and appropriate care to ensure that sensitive personally

identifiable information is not publicly disclosed and is protected and only used and retained in accordance with applicable laws and regulations.

Norgine's obligations extend to data on third parties with whom Norgine has relationships (e.g. physicians and other healthcare professionals, patients and patient organisations, and representatives of the scientific community).

- All Norgine Personnel must be aware of and comply with the legal processes and procedures which govern the work being performed in the relevant countries.
- Norgine Personnel must not collect, process, use, disclose, or store personally identifiable information unless there is a legitimate business purpose.
- Norgine Personnel must exercise the appropriate degree of care to ensure the proper collection, processing, use, disclosure, storage and transfer of personally identifiable information.

9. Norgine's relationships

9.1. Business Partners & Suppliers

Norgine expects its business partners to endorse and to consistently perform in accordance with high standards in the conduct of their respective businesses. As part of the due diligence and approval process of with the relevant department, Norgine Personnel are accountable for selecting and conducting business with responsible suppliers and partners. Norgine selects and works only with partners and suppliers who embrace high ethical standards and which deliver quality services in accordance with all contractual obligations including compliance with applicable laws and regulations.

- Norgine Personnel must conduct an appropriate level of due diligence on all prospective partners prior to undertaking any work with a prospective partner.
- Prior to the commencement of services, all work with third parties must be agreed in an appropriate form of contract, examined and executed in accordance with the appropriate internal Norgine rules and procedures. All contracts must be monitored to ensure contractual obligations are fulfilled and amended as appropriate.
- All Norgine contracts must contain provisions obligating the third party to comply with applicable laws and regulations and to provide the relevant service in a professional and ethical manner. Failure to comply with these contractual obligations shall constitute a breach enabling Norgine to, among other remedies, terminate the agreement.
- If Norgine Personnel become aware that these high standards of performance are not being met, for whatever reason, this information must immediately be communicated to the responsible Norgine contact or to your Line Manager, who will then be

responsible for communicating this information to appropriate Norgine Personnel.

- In situations involving contractual noncompliance, the responsible Norgine contact must, following consultation with relevant senior management within Norgine who may be impacted, promptly request appropriate remedial action from the partner or supplier. If these steps are not undertaken within a reasonable period of time, and without prejudice to other actions which may be commenced, Norgine's contract with the relevant business partner or supplier may be terminated in accordance with the contract with the oversight of the Norgine Legal Department.

9.2. Patient Groups and Healthcare Professionals

Norgine's relationships with Patient Organisations and Healthcare Professionals must conform to applicable laws and regulations and the governing local codes of practice and be driven by patient needs. All Norgine Personnel interactions must be conducted transparently and with integrity recognising the independence of all parties.

- A written contract must be drawn up for all collaborations with Patient Organisations and for services provided by Healthcare Professionals certified or examined in accordance with the appropriate internal Norgine approval procedures.
- The written contract must clearly set forth the nature of the relationship, services to be rendered, terms of compensation and the duration of the agreement. Norgine is required to publish in an appropriate manner all support, financial and non-financial, given to Patient Organisations.
- All fees paid to Healthcare Professionals shall be for appropriate and necessary services rendered, proportionate to the work undertaken and time required, and consistent with prevailing market rates. Time for preparation of material and disruption to usual duties may be reimbursed provided this is specified in the written contract.

9.3. Regulatory and Governmental Authorities

Norgine operates in a highly regulated industry, and takes seriously its responsibility and the responsibility of Norgine Personnel to comply with all applicable rules and regulations governing the research and development, manufacturing and supply, and commercialisation of its pharmaceutical products. With all Norgine products, Norgine Personnel must observe all requirements in relation to its activities, including the conduct of pre-clinical and clinical trials, and the manufacture, testing, storage, import, export and commercialisation of its products. In particular Norgine carefully monitors its activities to ensure that it meets or exceeds the regulations governing trials and the production, promotion and distribution of Norgine products, including:

- Good Laboratory Practices;
- Good Clinical Practices;

- Good Manufacturing Practices;
- pharmacovigilance and materiovigilance reporting requirements;
- labelling, prescribing information and information for patients;
- publicity and promotion, including the distribution of samples; and
- regulation of the price of pharmaceutical products by regulatory authorities.

Due to the myriad of complicated regulations governing Norgine's activities, issues of compliance with the requirements of governmental agencies may occasionally arise in the course of business. Norgine will cooperate fully with all governmental requests for information and official inquiries in accordance with applicable laws and regulations.

As appropriate, procedures may be established to ensure appropriate handling of official inquiries, and Norgine expects all Norgine Personnel to assist fully and honestly. Responses may only be made by authorised representatives of Norgine and only after appropriate internal approval to ensure accuracy and completeness.

- Management must be informed as soon as possible of any regulatory or governmental compliance issues so that remedial action may be undertaken and the associated risks can be properly managed.
- Notices of intended regulatory inspections or other governmental visits must be notified without delay to the appropriate Functional Manager and Corporate Quality. If in any doubt, contact your Line Manager.

9.4. Marketing and Promotional Activities

Norgine complies with all applicable legislation and codes of practice regarding the promotion of medicines, including without limitation the content of promotional materials, the use of samples, content of websites, meetings with Healthcare Professionals and Patient Organisations, and the distribution of materials.

- In addition to being compliant with applicable legislation, all marketing and promotion of pharmaceutical products must be consistent in all respects with Norgine policies to ensure high ethical standards and industry best practice. Promotional material and communications must be accurate, balanced and substantiated.
- Promotional activities must be transparent and comply with the EFPIA Code of Practice in EEA Countries and the IFPMA Code of Pharmaceutical Marketing Practices in all other territories, applicable local laws, regulations and applicable codes of marketing practice and in all cases must be consistent with the approved uses listed in the product labelling.

9.5. Public Policy and Political Activities - Charitable Contributions

9.5.1. Norgine Public Policy and Political Activities

Any public policy or political activity undertaken by or on behalf of Norgine and any political contribution made for or on behalf of Norgine must be in accordance with the principles of the Norgine Code. Political contributions are defined as any gift, money or other item of material benefit made directly or indirectly to a candidate or politician or a political campaign or a political party.

All public policy and political activities / political contributions must be lawful and are subject to the *prior written approval* of the Chief Operating Officer. Approved contributions must be accurately recorded in Norgine's books and records.

Norgine Personnel and third parties acting on behalf of Norgine must disclose in a transparent manner that they represent Norgine. Activities should not be undertaken which are or which may appear to be inappropriate or which may be interpreted as a violation of anti-bribery and corruption legislation.

9.5.2. Personal Public Policy and Political Activities

Personal political activities engaged in by Norgine Personnel are completely separate from and should always be distinguishable from Norgine's activities. Please see Section 7.2 above [Conflicts of Interest](#) for further guidance.

9.5.3. Charitable Contributions

Norgine is committed to supporting registered charities in the territories in which it operates. Decisions as to whether or not a particular charity will be supported by Norgine must be made in accordance with Norgine policies. Norgine Personnel who recommend a particular charity for sponsorship or other support should first consult his / her General Manager, who in turn will, if appropriate, seek approval from the Chief Operating Officer. All charitable contributions, whether in the form of direct financial assistance or a benefit in kind (e.g. donations of product, equipment, etc.) are subject to the prior written approval of the Chief Operating Officer. Charitable contributions are accurately recorded, monitored and evaluated to ensure all such payments are appropriate.

9.5.4. Media Contact

Contact with and responses to news media and public discussions of Norgine's objectives and business activities in whatever format is restricted to authorised Norgine Personnel and must be conducted strictly in accordance with Norgine's policies and procedures.

Participation by Norgine Personnel in online communications, whether in a personal capacity or as a representative of Norgine,

must be in a manner consistent with the principles of the Norgine Code and Norgine's social media policy.

10. Respect and fairness – Social awareness

10.1. Employment at Norgine

10.1.1. Health and Safety

Norgine has a 'duty of care' responsibility for all Norgine Personnel. In furtherance of this obligation, Norgine takes all reasonable and prudent steps to provide Norgine Personnel with a safe and healthy environment in which to work. Norgine also supports programs designed to promote the safety and well-being of Norgine Personnel. The policies and procedures are periodically reviewed and tested to ensure that they are fit for purpose and that the interests of all relevant stakeholders are appropriately addressed. Norgine Personnel will be provided with appropriate safety information and thorough training to protect them from foreseeable safety risks associated with their job.

- All Norgine business units are required to integrate health policies and procedures into HR strategy and business processes. Health and safety is a primary objective.
- It is the responsibility of all Norgine Personnel to ensure that these policies and procedures are strictly followed at every Norgine site. All safety and environmentally hazardous conditions must be immediately reported to the local Health and Safety representative or local HR representative.
- Norgine Personnel are encouraged to periodically review the health and safety policies, procedures and guidelines that apply to their work.

Norgine Personnel are encouraged to identify and promptly report any health and safety concerns to their Health & Safety representative so that investigation and any appropriate steps can be implemented in a timely fashion.

- If an incident / accident occur, Norgine Personnel must immediately notify the site Health & Safety representative.
- All laws and regulations must be observed when handling hazardous materials.

All Norgine Personnel must be aware that violation of laws and regulations concerning health and safety and the environment are *serious* and may be subject to significant civil or criminal penalties both for the individuals concerned and for Norgine.

10.1.2. The Workplace Environment

The workplace environment at all Norgine sites should be a pleasant and supportive environment for all Norgine Personnel.

- Norgine Personnel should interact at all times with each other and with all other stakeholders in a courteous and respectful manner.
- All communications, whether made in writing or conveyed orally, should be delivered professionally.
- Emails and all written correspondence should be measured in language, responsive, clear and courteous. Follow the Norgine e-mail guidelines on GENIE.
- Norgine Personnel are responsible for upholding Norgine values of respect for all employees, contractors and other Norgine stakeholders.
- Norgine operates a strict Zero Tolerance policy of harassment or discrimination in the workplace. Instances or suspected incidents should be promptly reported to the local HR representative for investigation.

It is important to remember that dress and behaviour at all Norgine sites is important and should at all times be suitable for the occasion. As well as for the benefit of all Norgine Personnel, visitors are often present, and conduct should reflect the importance of projecting a professional image.

10.1.3. Equal Opportunity and Development

Norgine supports and manages an equal opportunity and development programme. All employment related matters, including without limitation, recruitment, promotion, training, compensation and benefits, and discipline are made fairly on the basis of qualifications, performance record, abilities and other objective criteria.

Norgine will not tolerate discrimination or harassment based upon race, religion, creed, national origin, sex, marital status, disability, age or any other relevant category. Norgine draws upon the diversity of its workforce, which is one of its many strengths.

The continued success of Norgine depends upon developing and promoting the talents of Norgine Personnel and rewarding all individuals fairly. This is central to the One Norgine ethos.

10.1.4. Environmental Impact

Norgine shall utilise all reasonable and prudent efforts to minimise the environmental impact of its activities, avoiding or minimising the use of hazardous substances and when practically feasible, promoting waste recycling and re-use.

Norgine policies and procedures are designed to comply with all country regulations and recommendations relating to environmental protection in force within the countries in which it carries out activities. The Norgine manufacturing sites are run strictly in accordance with the permitted activities.

Norgine welcomes suggestions for improving existing policies and procedures in this area. If you have any suggestions, please contact your local Facilities Manager.