# Code of Conduct for Suppliers

# Purpose

As an international pharmaceutical company, Nordic Group B.V. (“NORDIC PHARMA”) is committed to ensuring that its business practices conform to all applicable laws, regulations and ethical business standards and principles. NORDIC PHARMA also advocates for a culture of responsibility, integrity and sustainability.

NORDIC PHARMA is committed to its core values in respect of human rights, labour and environmental practices, both within its organisation and through its business relationships. In particular, NORDIC PHARMA has a zero tolerance for all forms of corruption, modern slavery and child labour, whether public or private.

As a supplier to NORDIC PHARMA, you are an integral part of the NORDIC PHARMA ecosystem and therefore a key contributor to one of its objectives to continuously improve the way supply chains are managed.

This Code of conduct defines the basic requirements on suppliers and third-party intermediaries of NORDIC PHARMA concerning how business is conducted between NORDIC PHARMA and its suppliers, also covering suppliers acting on behalf of NORDIC PHARMA. It also tackles NORDIC PHARMA’s values and principles in line with internationally recognised standards and conventions. The Code of conduct is shared with Suppliers to enhance a common understanding of our business requirements. NORDIC PHARMA reserves the right to reasonably change the requirements of this Code of Conduct in line with any changes to its policies.

# Scope and expectations

This Code of conduct applies to all suppliers, agents, intermediaries, consultants and contractors (“Supplier”), including affiliates, officers, employees, subcontractors, agents and intermediaries of Suppliers.

Suppliers are expected to:

* Operate in full compliance with all applicable laws, rules, guidelines and industry codes.
* Firmly adhere to ethical principles of labour, environment, health and safety, and management systems.
* Integrate, communicate and apply these principles in a manner consistent with their own rules.
* Recognize the importance of diversity and inclusion by strict adherence to all local laws, regulations and policies specific to equal opportunity and non-discrimination.
* Ensure its workplace is free from violations of the law including any type of prohibited discrimination.
* Be aware and respectful of cultural differences, beliefs and the challenges associated with interpreting and applying these principles globally; understand that the methods for meeting these expectations may vary and must be consistent with the local laws, values and cultural expectations of the different societies of the world.
* Integrate the principles into a continual improvement approach that improves awareness, sensitivity and inclusiveness which advances performance over time.

# Compliance with the code of conduct

Suppliers will ensure that this Code of Conduct is communicated to all their Supplier Representatives and will take reasonable steps to ensure compliance by Supplier Representatives, including by taking immediate action in cases of non-compliance. Breaches of this Code of Conduct may result in a decision by NORDIC PHARMA to terminate any contract with Supplier.

# Ethical business practices

Suppliers and Supplier Representatives will not, directly or indirectly, including through an agent or other intermediary, engage in corrupt, fraudulent, collusive, anti-competitive or coercive practices in bidding for, or performing, a contract or activity for NORDIC PHARMA. For these purposes:

"**Corrupt practice**" means the offering, promising, giving, receiving, or soliciting, directly or indirectly, anything of value or any other advantage to influence improperly the actions of another person or entity;

"**Fraudulent practice**" means any act or omission, including a misrepresentation, that knowingly or recklessly misleads, or attempts to mislead, a person or entity to obtain a financial or other benefit or to avoid an obligation;

"**Coercive practice**" means any act or attempt to influence improperly the decisions or actions of a person or entity by impairing or harming, or threatening to impair or harm, directly or indirectly, such person or entity or their property;

"**Collusive practice**" means an arrangement between two or more persons or entities designed to achieve an improper purpose, including influencing improperly the actions of another person or entity;

"**Anti-competitive practice**" means any agreement, decision or practice which has as its object or effect the restriction or distortion of competition in any market.

## Fair competition

Suppliers and Suppliers Representatives are expected to participate in procurement processes in a manner that is transparent, fair, accountable, and honest, including by complying with all applicable laws and regulations regarding fair competition as well as recognized standards of good procurement practice.

## Transparency

Suppliers and Suppliers Representatives are expected to respond to solicitations in an honest, fair, and comprehensive manner, accurately reflecting their capacity to satisfy the requirements set out in the contract documents. They are expected to follow all the rules established for each procurement process, and only enter contracts if they can and will fulfil all obligations of the contract.

## Corruption and other forms of improper payments

Suppliers and Supplier Representatives will not solicit, offer, give or receive, or promise or represent to offer, give or receive, fees, gratuities, rebates, gifts, commissions, or other payments considered as improper.

## Use of information

Information, data, know-how and documents obtained in the course of performing a contract for NORDIC PHARMA, must under no circumstances be made available to any third parties for the purpose of giving existing or potential Suppliers a preferential position or advantage in relation to any procurement processes for NORDIC PHARMA, without the prior written consent of NORDIC PHARMA.

# Compliance with laws

Suppliers and Supplier Representatives will comply with all applicable laws and regulations in countries where they do business, as well as the publicized rules, regulations and policies of NORDIC PHARMA that apply to their areas of work and are shared with them. Suppliers and Supplier Representatives will ensure that payments received by them are not used to support, finance or promote violence, aid terrorists or terrorist-related activity or fund organizations known to support terrorism. Suppliers and Supplier Representatives will not engage in money-laundering activities. This includes any kind of activity which hides or is intended to hide the fact that funds have been obtained illegally or are connected with the proceeds of crime, e.g. through fraud or bribery or other illegal activity.

Supplier must comply with all applicable import and export control laws, regulations and sanctions of the country where Supplier resides, and any other country where transactions are conducted, including but not limited to import, export, re-export, transfer or disclosure. This includes any kind oif transaction of goods, software, technology or technical assistance, which might be subject to trade restrictions, regardless of the way of transfer. Supplier shall cooperate with NORDIC PHARMA regarding determination of applicable export control restrictions. In addition, Supplier shall operate in full compliance with other applicable trade and customs laws.

# Accuracy and access to business records

## Accuracy of records

All financial books and records must conform to generally accepted accounting principles. Records must be accurate in all material aspects and reflect all actual transactions and payments. The records must be kept for a minimum period of seven years after the date of last payment made under the contract.

## Access to records

Suppliers and Suppliers Representatives are expected to cooperate with NORDIC PHARMA and comply with any reasonable request, in the opinion of NORDIC PHARMA and other agents or representatives of NORDIC PHARMA to allow access to relevant staff and to inspect any relevant accounts and records and other documents relating to bidding for and performing contracts with NORDIC PHARMA.

## Cooperation

Suppliers and Suppliers Representatives will provide at all times any assistance requested by NORDIC PHARMA to enable NORDIC PHARMA to comply with any legal, regulatory or statutory requirement applying to it.

# Publicity and Advertising

Suppliers and Supplier Representatives will not, without NORDIC PHARMA’s prior written consent, (i) use NORDIC PHARMA’s name or logo in publicity or advertising; (ii) use their direct or indirect business-relationship with NORDIC PHARMA to imply an endorsement by NORDIC PHARMA of their Products and services, and (iii) make any representation or statement for or on behalf of NORDIC PHARMA.

# Full and Open Disclosure OF Conflicts of Interest

Suppliers will disclose to NORDIC- PHARMA, prior to entering into a contract or at any time during the performance of contract, whether they or any Supplier Representatives, are subject to any sanction or temporary suspension imposed by any major international financing institution or organization, such as the UN or World Bank Group. Suppliers will disclose to NORDIC PHARMA actual, perceived, or potential conflicts of interest involving the Supplier or any Supplier Representative ("Conflict of Interest"). NORDIC PHARMA considers a Conflict of Interest to be a situation in which a party has interests that could improperly influence that party's performance of official duties or responsibilities, contractual obligations, or compliance with applicable laws and regulations, and that such Conflict of Interest may contribute to or constitute a prohibited practice under this Code of conduct. To ensure that Suppliers under contracts with NORDIC PHARMA observe high standards of ethics, NORDIC PHARMA will take appropriate actions to manage such Conflicts of Interest if it determines that a Conflict of Interest has compromised, or risks compromising, the integrity of any procurement process. Suppliers are expected to notify NORDIC PHARMA as soon as they have knowledge of any integrity concern involving or affecting NORDIC PHARMA, whether or not it involves the Supplier or a Supplier Representative.

# clinical trials

When engaged in clinical trials on behalf of NORDIC PHARMA, all clinical trials shall be conducted in accordance with the global standards of Goods Clinical Practices, applicable local regulatory requirements and follow the ethical principles. It is therefore crucial that these trials are conducted with the utmost regard to health and safety of volunteer participants while respecting the interest of science and society.

# Product quality and supply chain integrity

Suppliers involved in the supply, manufacturing, packaging, re-packaging, testing, storage and distribution of materials/products on behalf of NORDIC PHARMA will ensure compliance with applicable quality regulations and Good Manufacturing Practices, Good Distribution Practices and Good Laboratory Practices requirements for the markets in which the products are manufactured, registered and distributed. Furthermore, suppliers shall ensure the integrity of their supply chain, avoiding counterfeiting and adulterations to protect products and patients, if applicable.

# Human rights and labour practices

## Human rights.

The Supplier declares and warrants to:

* Abide to internationally proclaimed human rights and avoids complicity with human rights abuses.
* Refuse to tolerate any unacceptable treatment of individuals such as sexual harassment or discrimination including gestures, language and physical contact, that is sexual, coercive, threatening, abusive or exploitative.
* Promote equal opportunities and treatment of employees, irrespective of skin colour, race, nationality, ethnicity, political affiliation, social background, disabilities, sexual orientation, marital status, religious conviction, gender or age.

## Labour practices

The Supplier declares to:

* Avoid all forms of forced and compulsory labour and refuse to employ or make anyone work against their will.
* Child Labour. Consistent with the provisions of the ILO Convention on the Worst Forms of Child Labour (Number 182), Suppliers must prohibit forced or compulsory labour in all its forms, including all forms of slavery or practices similar to slavery, such as the sale and trafficking of children, debt bondage and serfdom and forced or compulsory labour, including forced or compulsory recruitment of children for use in armed conflict; child prostitution and pornography; using children for illicit activities, in particular for the production and trafficking of drugs; and work which is likely to harm the health, safety or wellbeing of children.
* Wages and benefits. Suppliers must pay workers at least the minimum compensation required by local law and provide all legally mandated benefits. In addition to payment for regular hours of work, workers must be paid for overtime at such a premium rate as is legally required or, in those countries where such laws do not exist, at least equal to their regular hourly payment rate. Suppliers must not permit deduction from wages as a disciplinary measure nor permit any other deductions which are not provided by national law.
* Working Hours. Suppliers are expected to operate in consideration of the International Labour Organisation (ILO) standards regulating working, resting hours, maximum consecutive days of work and annual leave. Hours worked beyond the normal work week shall be voluntary and suppliers must provide a rest period of at least 24 consecutive hours in every seven day period to all their employees.

# Health, safety and environment

Suppliers shall operate in an environmentally responsible and efficient manner to minimize adverse impacts on the environment. Suppliers are encouraged to conserve natural resources, to avoid the use of hazardous materials where possible and to engage in activities that reuse and recycle.

The Supplier warrants that it will:

* Act in accordance with the applicable statutory and international standards regarding the environment.
* Have systems in place for management of waste prior to release into the environment.

1. **CORPORATE SOCIAL RESPONSIBILITY**

13.1 **CSR Warranties**. Supplier acknowledges that NORDIC PHARMA conducts its business based on a set of values and guidelines for action and behavior regarding and the environment, as set forth in its online Code of Conduct:  <https://www.nordicpharma.com/code-of-conduct/> and that these values and guidelines are consistent with a more general framework of fundamental principles to which Supplier adheres, as set forth in the (i) The International Labour Organization’s International Labour Standards (ii)The OECD Guidelines for Multinational Enterprises (iii) The Universal Declaration of Human Rights (iv)The United Nations Global Compact (collectively, the “Principles”).

13.2 **Supplier’s Values.** Supplier represents and warrants that it: (a) has adopted a written policy that sets out its values and guidelines for action and behavior regarding people (including, without limitation, clients, employees, communities impacted by its business activities, and shareholders) and the environment (the “Supplier’s Values) and (b) conducts its business in a manner that is consistent with the Principles.

* 1. **Compliance with CSR Laws.** Supplier is in compliance with, and requires its subcontractors and any person under its control to comply with, all applicable state, national, and international laws, rules and regulations relating to ethical and responsible standards of behavior, including, without limitation, those dealing with human rights (including, without limitation, human trafficking), environmental protection, sustainable development and bribery and corruption, including any legislation or regulation implementing the Principles (the “Rules”). Supplier has adopted and implemented appropriate and effective policies to ensure compliance with these Rules, including:

(a) the implementation of due diligence and data collection procedures reasonably designed to monitor compliance with the Rules;

(b) the establishment of internal review and accountability structures to oversee internal compliance with the Rules;

(c) the coordination of trainings and instructions for its employees, suppliers and subcontractors regarding compliance with the Rules;

(d) the requirement that its subcontractors certify their compliance with the Rules; and

(e) the implementation of regular subcontractor audits, either directly or through a third-party auditor, to monitor compliance efforts.

13.4 NORDIC PHARMA may request at any time from Supplier documents and evidence that Supplier is in Compliance with CSR Laws. NORDIC PHARMA notably reserves rights to audit Supplier (no more often than every 2-year), either directly or through a third-party auditor to monitor compliance efforts.

# Identification of concerns.

Suppliers shall encourage all its workers and subcontractors to report concerns or illegal activities without threat of reprisal, intimidation or harassment, and shall investigate and take corrective action if needed.

Any Supplier can reach at any time its counterparty at NORDIC PHARMA to report any concern or illegal activities.

Likewise, NORDIC PHARMA has put in place a whistleblowing platform which will enable Suppliers to disclose mismanagement, corruption, illegality, or any other wrongdoing or misconduct occurring. Thus, any Supplier can place an anonymous report in full confidence to NORDIC PHARMA Ethics Point platform hosted by an independent third-party hotline provider called Navex Global.

These channels are available 24 hours a day, 7 days a week.

A whistleblower may raise a relevant concern anonymously or not, through any of the following tools:

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| --- | --- |
| A black rectangle with a black background  Description automatically generated with low confidence | Shape  Description automatically generated with low confidence |
| The dedicated EthicsPoint online computer platform:  🡪 nordicpharma.ethicspoint.com | The smartphone/tablet Ethics Point platform  🡪nordicpharmamobile.ethicspoint.com |

Supplier name:

Supplier representative:

Supplier signature:

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Date: