



ZUELIG PHARMA

making healthcare more accessible



CODE OF CONDUCT

CEO'S MESSAGE

Zuellig Pharma's reputation as a valued healthcare partner for our stakeholders is built on a long history of dedication to upholding the highest standards of ethics and conduct, with a reputation for delivering with integrity, trust and resilience.

Our efforts to make healthcare more accessible have a huge impact on the lives of many in the region. It is important for everyone to take personal responsibility in abiding by our values and complying with policies and procedures in the work we do every day. This allows us to continue delivering our best to patients, business partners, customers, employees and government officials around the region.

The Zuellig Pharma Code of Conduct is a guide to help you understand how you can live up to our core values of integrity and trust, collaboration, innovation, passion for excellence, and personal growth. It outlines your obligation to comply with regulations, adhere to the principles outlined and demonstrate the integrity and trustworthiness that our stakeholders have come to rely on.

I am confident that you will continue to uphold the highest ethical standards and deliver on our mission of making healthcare more accessible, as we have done for so many years.



JOHN GRAHAM
CHIEF EXECUTIVE OFFICER
ZUELLIG PHARMA



CONTENTS

- | | | | | | |
|----------|---|-----------|---|-----------|--|
| 1 | INTRODUCTION
<u>p4</u> | 9 | CONFLICTS OF INTEREST
<u>p13</u> | 17 | PROTECTING CONFIDENTIAL INFORMATION
<u>p21</u> |
| 2 | CODE OF CONDUCT
<u>p5</u> | 10 | POLITICAL & CHARITABLE CONTRIBUTIONS
<u>p14</u> | 18 | PRIVACY OF PERSONAL INFORMATION
<u>p22</u> |
| 3 | COMPLIANCE WITH LAWS, REGULATIONS AND CODES
<u>p6</u> | 11 | PUBLIC DISCLOSURES
<u>p15</u> | 19 | TRADING ON INSIDE INFORMATION
<u>p23</u> |
| 4 | ASKING QUESTIONS & REPORTING VIOLATIONS
<u>p7</u> | 12 | ENVIRONMENT
<u>p16</u> | 20 | INTERNATIONAL TRADE REGULATIONS
<u>p24</u> |
| 5 | A POSITIVE WORKPLACE
<u>p9</u> | 13 | INTERACTIONS WITH HEALTHCARE PROVIDERS
<u>p17</u> | 21 | SAFEGUARDING PROPERTY & INVENTORY
<u>p25</u> |
| 6 | PATIENTS AND PATIENT GROUPS
<u>p10</u> | 14 | HANDLING HEALTHCARE INFORMATION
<u>p18</u> | 22 | FINANCIAL REPORTING & RECORDS
<u>p26</u> |
| 7 | GOVERNMENT RELATIONSHIPS
<u>p11</u> | 15 | COMPETING FAIRLY
<u>p19</u> | | DO THE RIGHT THING
<u>p27</u> |
| 8 | GIFTS, HOSPITALITY & OTHER BENEFITS
<u>p12</u> | 16 | CLIENT, CUSTOMER & OTHER KEY RELATIONSHIPS
<u>p20</u> | | |

1

Q:

This Code covers more areas than my local policies and procedures. In some cases, my local policies and procedures are more detailed. Is this ok?

A:

This Code is designed to outline our broad principles of business conduct. Your local policies and procedures should be consistent with this Code, therefore, you can follow both. The stricter of the two prevails. If you have any questions, you should discuss them with your manager, HR, Compliance Officer or a member of your management team.

Collaboration

Passion for Excellence

Innovation

Personal Growth

Integrity & Trust

INTRODUCTION

Honesty and integrity are our time-tested standards, and your responsibility

This Code reflects our commitment to being a good corporate citizen and conducting our business affairs in an ethical manner. That goal cannot be achieved unless each of you individually accept responsibility to promote honesty and integrity. Any activity that calls into question our reputation must be avoided. This Code establishes what we expect from you.

We cannot anticipate every situation that may create an ethical issue, and understand that not every situation is black and white. The key to compliance with the Code is exercising good judgment. This means following the spirit of this Code and the law, doing the "right" thing and acting ethically when the law is not specific.

In our mission to "make healthcare more accessible", it is important to remember the core values that provide a foundation for the way we do business: Integrity & Trust, Collaboration, Passion for Excellence, Innovation and Personal Growth. Built upon unwavering integrity, trust is the essence of Zuellig Pharma's history. We must uphold our integrity and the trust placed in us in all actions we take.

We are a large company, operating in various cultural, political, and economic environments. There are a number of pressures that push us to excel. While meeting goals and expectations are very important, they must always be accomplished within our values framework.

This Code outlines the broad principles of legal and ethical business conduct under which we do business. The Code may be supplemented, but not replaced, by more detailed policies and procedures. Every person who represents Zuellig Pharma, its affiliates and subsidiaries, is expected to understand and comply with the provisions of this Code.

Violations of this Code, including failures to report potential violations, will not be tolerated and will be viewed as a disciplinary matter that may result in action, including termination of employment.



We must use good judgment and common sense, and apply the highest standards of ethical conduct to everything we do

2

Q:

The law in my country permits me to do something but the Code does not. What should I do?

A:

We fully recognize that laws vary from country to country and require employees and anyone representing Zuellig Pharma to comply with all local laws. However, to the extent the Code includes higher standards, we require adherence to those standards. General rule of thumb, the strictest standard prevails.



No one has the authority to require anyone to act contrary to this Code

CODE OF CONDUCT

Understand and comply with our Code of Conduct

This Code of Conduct provides essential guidelines you need in order to understand your responsibilities, including your obligation to comply with the law and to advise Zuellig Pharma management of anything that is not in compliance with the law or this Code.

WHO DOES THIS APPLY TO?

The Code applies to all Zuellig Pharma entities, subsidiaries, divisions and affiliates, and includes full-time, part-time, contract, hosted and temporary employees. It applies while working on our premises, at offsite locations where our business is being conducted, at Company-sponsored business and social events or at any other place where you are a representative of the Company.

IT IS EVERYBODY'S RESPONSIBILITY TO:

- Understand this Code.
- Conduct all Zuellig Pharma business in compliance with applicable laws and regulations and Company policies, including this Code.
- Take breaches of the law or this Code seriously and always report them.
- Avoid compromising our integrity to achieve goals.
- Ask questions or seek guidance from your managers when in doubt.

Managers set an example for other employees and are often responsible for directing the actions of others. Every manager is expected to take the necessary actions to ensure compliance with this Code, to provide guidance and assist employees in resolving questions on the Code, and to encourage employees to express any concerns regarding compliance with this Code.

RESOLVING DIFFICULT ISSUES:

At times, you may face an issue you have difficulty resolving. Ask yourself these questions about how you plan to resolve it:

- Is it ethical and legal?
- Is it consistent with our policies and this Code?
- Is it consistent with our mission and values?
- Can I explain this to my family and friends?
- How would I feel if it was published in the news?

COMPLIANCE WITH LAWS, REGULATIONS AND CODES

Understand the laws, regulations and codes that apply to both you and Zuellig Pharma

Q: How do I know what laws and regulations I need to know about?

A: You should discuss with your manager about the laws and regulations that apply to your job. In addition, you should also discuss with HR, Legal Department and Compliance to ensure other applicable laws, regulations and codes are made known to you.

This Code reinforces that we are committed to following all applicable laws, regulations and codes to protect the Company and its employees.

We are committed to full compliance with all applicable laws, regulations and codes, both in letter and spirit. Numerous laws, regulations and codes define and establish obligations which Zuellig Pharma and all of its full-time employees, part-time, contract, hosted and temporary employees must comply with. Violations of laws, regulations or codes may subject Zuellig Pharma to serious consequences such as legal and financial sanctions, civil damages, criminal prosecution and damage to our reputation.

WHAT LAWS DO WE NEED TO FOLLOW?

We follow all laws, regulations and codes in every country that apply to our Company, our business and our employees. All employees must have a working knowledge of the laws, regulations and codes applicable to their jobs and must ask their manager if they have any questions.

EXAMPLES OF LAWS THAT MAY APPLY TO YOU:

- Corruption
- Environment
- Privacy and Data Protection
- Competition
- Employment
- Insider Trading
- Anti-Money Laundering
- International Sanctions and Embargoes
- Healthcare

WHAT HAPPENS IF WE DON'T FOLLOW THE LAW?

Violations of laws or regulations may give rise to your own individual criminal or civil liability. You could also be subjected to disciplinary action and potentially lose your job. You may also subject Zuellig Pharma to civil or criminal liability.



Always ask questions if you are unsure about complying with Laws, Regulations and Codes and any other legal requirements



4

ASKING QUESTIONS & REPORTING VIOLATIONS

You have a responsibility to report

WHAT SHOULD I DO IF I THINK A VIOLATION HAS OCCURRED?

If you believe a violation of this Code has occurred or you have become aware of conduct that may be contrary to the Code, always try to discuss this first with your manager. Your manager has an obligation to either take action to resolve the issue or escalate it. If you have discussed it with your manager and you feel the issue has not been resolved, or if the violation involves your manager and you do not feel comfortable discussing it with your manager, then you can contact your manager's supervisor, your HR, your Compliance Officer or your General Manager.

WHAT HAPPENS IF I FEEL UNCOMFORTABLE TALKING TO MANAGEMENT OR THEY HAVE NOT RESOLVED THE ISSUE?

We encourage you to speak up using the Speak Up communication channels provided to you (see next page). The Speak Up telephone lines and website are operated by an independent third-party provider and will not be traced or recorded. The Speak Up telephone lines and website allow you to voice your concerns, confidentially and anonymously. The third-party provider will pass your concerns, but not your name if you choose to remain anonymous, to our Corporate Compliance Group.

SHOULD I TRY TO INVESTIGATE SOMETHING MYSELF?

Don't try to investigate or resolve a matter on your own. Your responsibility is to report a violation or concern. We take your reports seriously and will thoroughly investigate all reported violations or concerns. Please leave your contact information if you feel comfortable doing so and cooperate fully in any investigation.

WILL I GET IN TROUBLE IF I REPORT A VIOLATION?

No retaliation will be taken against anyone who reports an alleged violation of any law or policy, including this Code, in good faith. Anyone who retaliates may be subject to civil, criminal, and administrative penalties as well as disciplinary action, up to and including termination of employment. Remember, you have the option to use the Speak Up communication channels by telephone, email or website channels. The Speak Up telephone lines and website are operated by an independent third-party provider if you feel uncomfortable discussing an alleged violation with local or regional management, and can do so anonymously.

WHO SHOULD I ASK QUESTIONS CONCERNING THIS CODE?

You should talk to your manager first. However, if you do not feel comfortable talking to your manager, you may also talk to your manager's supervisor, your Compliance Officer, your HR or your General Manager.

Note: Your HR may provide you with a translated copy of this Code. However, please note that the English version prevails.

You have a responsibility to ask questions and to report any actual or suspected violations of this Code in order for us to build a better company. Your actions can make a difference



HOW TO REPORT VIOLATIONS OF THIS CODE?

The Speak Up channels listed below are available

You can make a report through the Speak Up channels by web, email or toll-free phone call, in English or your local language. All reports can be made anonymously.



WEB

zuelligpharma.ethicspoint.com

You will be given the choice to select English or your local language.



E-MAIL

zpspeakup@zuelligpharma.com



TOLL-FREE TELEPHONE

Telephone numbers for all of our countries can be found at **www.zuelligpharma.com/about-us/ethics-compliance**.

In addition, the telephone number(s) for your country are displayed prominently in all Zuellig Pharma facilities.

Calls will be answered by our independent hotline provider. When you call, tell them you are from Zuellig Pharma. If you do not speak English, please ask for an interpreter to join the call. Please stay on the line and do not hang up as your report is very important.



5

Q:

One of my colleagues sends jokes to our team. The jokes often have sexual undertones and upset me and other members of my team. What should I do?

A:

Ask the person to stop sending such emails and report the matter to your manager or HR. Sending jokes with material containing racial, sexual or offensive undertones is a form of harassment and will not be tolerated.



Each of us must be treated with respect and dignity in the workplace

A POSITIVE WORKPLACE

Each of us has a right to work in a respectful and safe environment

This Code sets out how we maintain our moral obligation to treat people with dignity. By creating a positive workplace, we will be able to hire and retain good employees and have a productive workforce.

Our employees are required to create and maintain a working environment that reflects the Company's core values. All employees must treat each other with honesty, openness and trust; you are all responsible for maintaining the highest level of integrity and respect for others. Respect also means valuing each other's differences and opinion and not treating others in a harassing or threatening manner.

DISCRIMINATION & HARASSMENT

Never discriminate based on race, religion, gender, sexual orientation, age, national origin, disability or marital status. Everyone has a responsibility to ensure that unlawful discrimination and harassment, including sexual harassment, are not tolerated in our workplace nor part of any employment-related decisions, such as:

- Recruitment
- Training
- Hiring
- Disciplining
- Compensation
- Promotion

If you have any questions about discrimination or harassment, please contact your manager or HR.

WORKPLACE SAFETY

We are also committed to providing a safe and clean environment so that everyone can conduct business in an efficient and productive manner. Employee safety is a top priority and we work diligently to protect the health and safety of our workforce by ensuring effective training and protective measures are in place. Everybody is required to enforce and support our safety policies.

DRUG USE AND ALCOHOL

Using, selling, possessing or working under the influence of illegal drugs or alcohol at Zuellig Pharma is prohibited.

EMPLOYEE PRIVACY

Always protect peoples' privacy. Zuellig Pharma respects the personal information and property of employees. Access to personal information or employee property is only authorized for appropriate personnel with legitimate reason to access such information or property.

6

QUESTION 1

Q: Can we create a program that will support Patient Groups and in return we will use them to endorse or promote our products?

A: No. Any interaction with Patient Groups should not be intended to influence them.

QUESTION 2

Q: During an event with Patients, we collected their information (name and contact number) so we could send them materials about our ethical/ prescription products. Is this allowed?

A: No. Interaction with Patients and Patient Groups with promotional intent to recommend and prescribe ethical drugs / prescription products is prohibited.

PATIENTS AND PATIENT GROUPS

We consider Patients and Patient Groups as an important stakeholder of Zuellig Pharma

As a company, we strive to support patients through patient adherence programs, affordable medicines, disease management and other patientcare solutions with the aim of improving patient health and providing a better quality of life. Zuellig Pharma is committed to working with patient groups to deepen our understanding about patients and their needs as we provide education and support services for patients in various therapeutic areas.

Each employee is expected to adhere to the following when interacting with patients:

- Only authorized and approved employee / personnel should interact with patients
- Sales Representatives are not allowed to interact with patients or their authorized caregivers
- Only patients of doctors enrolled in Zuellig Pharma programs who have signed patient consent forms may be engaged

All employees are expected to maintain the highest ethical standards in dealing with patient groups, thus respecting their independence as a group without undue influence. When working with patient groups, the nature of the involvement of the Company should be documented and clear at the outset.

Interactions with patients and patient groups must comply with all relevant government laws, regulations, codes, including pharmaceutical industry association guidelines, and Zuellig Pharma policies.

If you have questions on how to deal with patients and patient groups, you should seek the help of your manager, Medical, and/or Compliance.



The Company shall respect the right of a patient to privacy and confidentiality



Q:

I have a relative at a government hospital who can help us win a tender for one of our clients. He says he can help “informally” influence the Hospital Tender Committee and does not want anything in return. Is this ok?

A:

Zuellig Pharma conducts business with integrity, fairness, and transparency. You should politely refuse your relative's offer as it may appear to involve improper influencing of government officials.



Always exercise the highest ethical, moral, and legal standards when dealing with government employees, customers and officials

GOVERNMENT RELATIONSHIPS

Doing business with the government

It is important to ensure our interactions with governments are open, transparent and do not violate anti-corruption and anti-bribery laws. This Code outlines our approach to dealing with government officials and employees.

Because of the nature of our business, our employees come into regular contact with various government and regulatory agencies and state-owned enterprises. We value our excellent relationships with governments and will work fairly and honestly with them. Dealing with government officials always requires special consideration and care — particularly when you are giving or receiving gifts and hospitality. Therefore, you are required to understand what you can or cannot do under the Gifts, Hospitality & Other Benefits section of this Code.

DEALING WITH GOVERNMENT OFFICIALS

You must never make any payment or provide any other thing of value (including gifts, hospitality, or promises or offers to provide anything of value) directly or indirectly to a government official for the purpose of obtaining or retaining business or securing an improper advantage.

You must also never make any facilitation payments to government officials or employees to expedite routine government actions they are already bound to perform, e.g. processing papers. These are also known as “grease” payments.

EXAMPLES OF GOVERNMENT OFFICIALS:

- Any official or employee of a government hospital or government healthcare institution (e.g. procurement officer)
- Any official or employee of a government agency or regulatory authority (e.g. Ministry of Health, Customs, Tax, Food and Drug Administration, etc.)
- Any political candidate or member of a political party.
- Any government official acting in that capacity for a commercial enterprise.

WHY IS THIS IMPORTANT?

It is Company policy to comply with all applicable laws and regulations on contact and dealings with government officials and to adhere to high ethical, moral and legal standards.

NEVER:

- Improperly record any payments to government agencies.
- Use third parties, consultants or agents to accomplish what we cannot do legally or properly.

GIFTS, HOSPITALITY & OTHER BENEFITS

Make sure gifts are politely declined and gift giving is approved

Q: A supplier sent you a Christmas hamper to thank you for purchasing goods and services from them. What should you do?

A: All third parties are to be reminded of our No Acceptance of Gifts policy. In this case, you should politely decline and return the hamper to the sender.

Gifts, hospitality or other benefits provided to commercial parties can also be illegal

Any form of gifts from third parties must be politely declined

In order to maintain our ethical standards and meet our obligations relating to anti-corruption and anti-bribery laws, all employees must ensure that gifts, hospitality and other benefits are not given to inappropriately influence our interactions with third parties. You must never give or request anything of value which might influence (or even appear to influence) the bona fide business relationship between you and another party.

In addition, it is Zuellig Pharma's policy that accepting gifts from third parties is strictly prohibited.

We recognize that giving gifts and hospitality is often a common business or cultural practice intended to strengthen and build long term relationships. Giving common courtesies (such as an occasional and inexpensive business meal or non-monetary gift of a nominal value) to customers, clients, suppliers, sub-contractors and other parties you do business with is permitted in certain situations.

All gifts and hospitality must be:

- Reasonable in value
- Infrequent in nature
- Transparent and open
- Not given to influence or obtain an unfair advantage
- Respectful and customary

Cash or cash equivalents (e.g. gift cards, certificates and coupons) should never be given or received.

Corruption is illegal and subject to criminal penalties. You must not give any bribes, kickbacks or other benefits to any person or company to attract or retain business.

These guidelines apply to both commercial, government and state-owned enterprise relationships. Relationships with governments always require special consideration and care, so ensure that you understand your responsibilities and local laws and regulations.

Fees, commissions and other amounts paid to outside consultants, agents or other third parties must never be used with the intent to circumvent these guidelines.

Stricter rules are applied regarding gifts and hospitality provided to healthcare providers such as the prohibition of giving gifts to healthcare providers.

Contact your manager or Compliance Officer if you have any questions or concerns about a gift, hospitality or other benefit, or this guideline.

CONFLICTS OF INTEREST

Always avoid conflicts of interest

Q: My sister is a part owner of a packaging material company bidding for Zuellig Pharma's business. Is this ok?

A: Your sister's company may bid for our business. However, you must disclose this relationship to your manager and not be involved in the bidding selection process.

Occasionally something may occur that causes conflict between your interests and those of Zuellig Pharma. It is important for you to understand situations where this can happen and how to deal with them.

You are expected to avoid situations that may conflict with the interests of Zuellig Pharma. A conflict of interest can occur when your personal interests interfere in any way, or even appear to interfere, with the interests of Zuellig Pharma. In other words, you must not take advantage of your employment with Zuellig Pharma for personal gain, or take any actions or have any interests that make it difficult for you to perform your work objectively and effectively, or that interfere with your judgment in the course of your job.

If you think you may have a conflict, actual or potential, you must always discuss the details with your manager. Remember to always report a potential conflict of interest to your manager or HR and get any necessary approvals. We will work together with you to address the conflict and your concerns.

EXAMPLES OF POTENTIAL CONFLICTS OF INTEREST:

INVESTMENTS

Holding an investment (directly or indirectly) in a competitor, supplier, customer, distributor, client or other company that does business with Zuellig Pharma that would appear to impair your judgement of what is in Zuellig Pharma's best interest.

OTHER EMPLOYMENT/ SERVICES

You or a family member being employed, providing services to or representing a competitor, supplier, customer, distributor, client or other company that does or has the potential to do business with Zuellig Pharma.

PERSONAL RELATIONSHIPS

Conducting business with any competitor, supplier, customer, distributor, client or other company that is owned or controlled by a relative, family member or close friend. Also, hiring a relative, family member or close friend.

USE OF ZUELLIG PHARMA ASSETS

Using Zuellig Pharma monies, facilities, equipment, know how or personnel for any other business or personal endeavors.

GIFTS/HOSPITALITY/ THINGS OF VALUE

Accepting (directly or indirectly) anything of value from a competitor, supplier, customer, distributor, client or other company – particularly where the purpose is (or could appear to be) to improperly influence a business decision or relationship. Zuellig Pharma strictly prohibits the acceptance of gifts from third parties.

ZUELLIG PHARMA BUSINESS OPPORTUNITIES

Taking advantage of any business opportunity and competing with Zuellig Pharma by providing services, purchasing or selling any property or diverting from Zuellig Pharma any business opportunity in which Zuellig Pharma has or is likely to have an interest.

You have a responsibility to avoid situations where your personal interests interfere with Zuellig Pharma's interests

POLITICAL & CHARITABLE CONTRIBUTIONS

Business not politics

To ensure we provide value, invest effectively, and do not make political or charitable contributions to gain improper advantages, this Code provides guidance on how these types of contributions should be made.

Zuellig Pharma is committed to making a positive contribution in the communities where we do business. It can be very rewarding to participate in the civic life of your community, and we encourage you to do so. As part of that commitment, we maintain a corporate philanthropy program to support organizations and activities in those communities. We do not, however, support political candidates or parties, religious or fraternal organizations.

Q: Can I raise money at work for a political party?

A: Generally, volunteering to work on a political campaign in your own capacity is allowed. However, you cannot conduct political activities, such as fund raising, at work.



Always ensure contributions to our community are given in an open and transparent manner

POLITICAL DONATIONS

No Company funds or services may be paid or furnished to any political party or any candidate for public office. Although employees are permitted to make personal contributions, the Company will not reimburse you for your own contributions.

CHARITABLE CONTRIBUTIONS

We support many charities with the aim of positively impacting the health and livelihood of people around Asia. All donations must be transparent and approved to ensure that our donations are given in a clear and open manner to those that need them most.

ALWAYS REMEMBER:



All political and charitable donations must be pre-approved.



Never allow Company's funds, property, facilities, or employee time to be used for, or be contributed to political campaigns or political practices under any circumstances.



You should always be careful when you are asked to make a political or charitable contribution, and ensure that any such contribution is without improper intent to influence or obtain an unfair advantage.

DONATIONS

Q:

I am going to make a comment on my Facebook or other social networking sites about some recent employees investigated for stealing company property. Will I get in trouble?

A:

Yes. Making public comments about company investigations under this Code is not allowed. This includes making comments in your own Facebook site.

Keep our information within the Company

You are responsible for everything you post and everything you post will be a reflection of you and our organisation

PUBLIC DISCLOSURES

Only disclose with approval

Zuellig Pharma's public image is key to building trust with its employees, governments, clients, customers, other stakeholders, and the public. To ensure we maintain this trust, everyone needs to protect the Company's public image. It is therefore important that our public communications are carefully managed.

You are not authorized to speak on behalf of the Company in public. In addition, you are not allowed to publicly comment on the Company or issues related to our business without pre-approval from Corporate Communications. This restriction applies to:

- Commenting in blogs, chatrooms or in social networking sites
- Making comments in an open forum
- Speaking with media or journalists

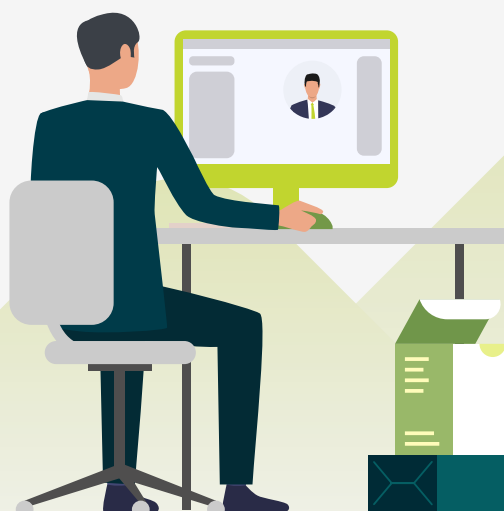
All requests for public comments should be referred to your manager.

You should also be aware that whilst this Code is a public document, issues that arise out of the Code (e.g. specific violations) are not public information and should not be disclosed outside of Zuellig Pharma.

SOCIAL MEDIA

Zuellig Pharma has no desire to interfere with your social networking activities. However, where such activities adversely affect your job performance, or job performance of other employees or Zuellig Pharma's business interests and reputation, Zuellig Pharma reserves the right to take appropriate action to protect Zuellig Pharma's reputation and interests.

Be aware that social media sites are increasingly monitored by clients, colleagues, customers and regulators alike.



ENVIRONMENT

Thinking about our future

Zuellig Pharma believes it has an ethical responsibility to protect the environment and comply with environmental laws and regulations. It is important for us to reinforce that commitment in this Code.

We are committed to the protection of the environment as part of every decision we make. Responsible environmental actions are not only important to our clients, customers, and other key stakeholders, it is the right thing to do. Our goal is to avoid any situation that may lead to unacceptable environmental or health hazards for employees, the public or the environment in general.

In addition, environmental laws in various countries apply to our operations. We are all responsible for complying with both the letter and spirit of applicable environmental laws and regulations, including the proper use and disposal of materials and waste, including:

- Solid and hazardous waste management
- Toxic substance control
- Expired or damaged inventory

Q:

I visited one of our warehouses recently and an employee told me we are not destroying expired pharmaceutical inventory in accordance with local environmental requirements. What should I do?

A:

We are all responsible for complying with environmental laws and regulations that apply to proper destruction of expired inventories. You should contact your manager, your HR, your Compliance Officer or your General Manager.

Respect for the environment where we operate is good business



INTERACTIONS WITH HEALTHCARE PROVIDERS

Highest standard of ethical manners must be applied when interacting with healthcare providers (HCPs)

Q:

I want to send some flowers to congratulate Doctor A for the opening of his new clinic. However, this is prohibited by the Zuellig Pharma Code of Conduct and IHCP Policy. Should I use my own money to pay for the flower?

A:

No. Gifts for the personal benefit of HCPs are prohibited and Zuellig Pharma employees cannot use their own funds for any purpose or in any manner where using Company funds would be prohibited.

We are committed to respecting the independent judgement of HCPs. Under no circumstances should we improperly influence HCP's prescribing practices or decisions. Employees and representatives may not provide anything of value, including a payment, gift, hospitality, sponsorship or other benefits to an HCP to inappropriately induce the HCP to approve, prescribe, recommend, promote, purchase, supply and/or administer any medical products or services.

All value exchanges, including meals, hospitality, travel, accommodation, and service fees, between Zuellig Pharma and an HCP must be documented and in accordance with local laws and industry codes, as well as Zuellig Pharma's policies.

It is therefore important to the Company that our employees, especially those that have interactions with HCPs in their operations, understand the importance of acting with integrity and honesty in our relationships with HCPs.

All interactions with HCPs must comply with this Code and our Interactions with Healthcare Providers Policy (IHCP Policy) as well as our policies on Anti-Corruption and Anti-Bribery and Gifts, Hospitality & Other Benefits.

ALWAYS REMEMBER:



Patient benefits and scientific purposes come first



Comply with all applicable local laws and regulations, local industry codes standards, practices and applicable limits



Gifts or personal services for the personal benefit of HCPs are prohibited

Interact with HCPs in a manner that is transparent, with no hidden purpose or motives

When in doubt, refer to this Code and the IHCP Policy or reach out to your manager or Compliance Officer.

Q:

Your colleague developed and posted unapproved promotional materials for a soon-to-be-launched prescription product on his personal social media site. Is this okay?

A:

No. Most healthcare laws, regulations and codes have restrictions on the promotion of prescribed products in the public domain. Promotional materials must adhere to the Company's internal approval process with relevant functions – Regulatory Affairs and Medical – and must also comply with Communications guidelines before being publicly posted or published, including on social media sites.

Never use unapproved product information or misrepresent with false claims



HANDLING HEALTHCARE INFORMATION

Protecting the well-being and safety of patients

The health, safety and well-being of patients is our number one priority. Under applicable laws, regulations and local healthcare codes, product-related information must be truthful, and product-related claims must be fair and substantiated. The quality and safety of our products cannot be compromised. Clear reporting on dissatisfaction related to the use of products distributed, marketed or promoted by us, particularly on safety, quality and performance, helps us to take appropriate measures to mitigate the risks.

SCIENTIFIC, MEDICAL AND PROMOTIONAL MATERIALS

We maintain high standards of ethical promotion and scientific and medical communication in accordance with applicable laws, regulations and codes. Advertising as well as other forms of communication materials related to products must be truthful, and specific claims must be fair and substantiated. We must not misstate or overstate facts or deliver false or deceptive statements about our products or those of a competitor. Materials created for use in marketing must be reviewed and approved as required by applicable policies and procedures before their use. Employees must follow established processes for obtaining legal and regulatory approval prior to executing marketing activities.

ADVERSE EVENT REPORTING

Remember that adverse events reports may have significant consequences which must be taken seriously and acted upon promptly. All our employees must report to the relevant functions governing Pharmacovigilance, including but not limited to Regulatory Affairs, Quality Assurance etc. of any adverse events brought to their attention and related to the use of products distributed, marketed or promoted by us.



COMPETING FAIRLY

Compete fairly in the market

There are serious consequences for breaching competition laws, as well as damage to our reputation when we compete for business unfairly. It is essential that everyone understands how to behave when conducting Zuellig Pharma business.

Competition laws prohibit business practices that interfere with free and open competition and can involve competitors, suppliers, distributors or customers. The Company is committed to obeying both the letter and spirit of these laws. We always will lawfully compete in the marketplace and our commitment extends to the rights of our competitors, our customers and the community.

These laws are complex and vary considerably from country to country. If you have any questions, you should always ask your manager and Legal.

Q: At a recent industry conference, I met a former colleague who now works for a competitor. He began talking about ways we could reduce prompt payment discounts. What should I do?

A: You should tell your former colleague to stop discussing this topic, as it could appear to be an attempt to restrict competition and violate competition laws. You should also tell your manager about your conversation immediately.

ALWAYS REMEMBER:



Never discuss with a competitor our trade terms on pricing, discounts, payments or collections.



Never discuss with a client our pricing or discounts on another client's products.



Never divide up markets, territories or customers with a competitor.



Never restrict a customer from buying one product on the condition they must buy another. They must have the right to buy them separately.



Never gather competitive information in an unethical or illegal manner.

We must compete on the merits of our services and not engage in any form of unfair competition



CLIENT, CUSTOMER & OTHER KEY RELATIONSHIPS

Protect these relationships, they are key to our success

It is important that everybody understands the importance of acting appropriately in our relationships with clients, customers and other stakeholders.

If your job puts you in contact with any Company customers (or potential customers), clients or other stakeholders, it is critical for you to remember that you represent the Company and its values. Act in a manner that always creates value and helps to build relationships based on trust. We have provided healthcare services for many years and built up significant goodwill over that time. This is one of our most important assets and Company employees must act to preserve and enhance our reputation.

Clients, customers and other stakeholders are critical to our future. To create an environment where they have an incentive to work with the Company, they must be confident that they will be treated lawfully and in an ethical manner.

ALWAYS REMEMBER:



Treat all parties fairly and with respect, always try to create trust in all relationships.



Never attempt to influence clients, customers or other stakeholders in any way with a corrupt intent.



Protect the confidential information of clients, customers and other stakeholders.

Q: A product manager of a client asked me about our distribution terms with them, but he is not a “delegated authority” member dealing with the distribution agreement. Should I tell him the terms?

A: No. Such information should not be shared with the product manager. Confidential information must be protected and shared with only those who have a need to know and in accordance with the terms and conditions of the applicable commercial agreements.



Always act in a manner that builds a relationship based on trust and integrity

Q:

Our Account Manager for client “A” asked me about the pricing terms for client “B”. Can I give him the information?

A:

No. Such information would be confidential to client “B” and must be protected.



Protecting third party information is just as important as protecting Zuellig Pharma information

PROTECTING CONFIDENTIAL INFORMATION

Information is our competitive advantage

Confidential information is vital to our business and third-party relationships. This Code provides guidance on what it is and ways to protect it.

WHAT IS CONFIDENTIAL INFORMATION?

Confidential information is information about Zuellig Pharma that is not generally known or reasonably ascertainable. Often it has commercial value for the Company's business and provides an advantage over our competitors.

EXAMPLES OF CONFIDENTIAL INFORMATION

- Strategies
- Policies & Procedures
- Pricing & Costing Information
- Budgets
- Distribution Margins
- Marketing Information
- Business Processes & Information Systems
- Trade Secrets & Service Capabilities
- Contractual Terms & Other Sensitive Commercial Information
- Intellectual Property
- Sales Data
- Employee Salaries & Compensation
- Trade & Price Discounts
- Credit Terms & Payment/ Collections Methods

All employees are responsible for making sure adequate safeguards are in place to prevent the unauthorized disclosure or loss of confidential information.

We must protect confidential information we receive from third parties in the same way as we protect our information – as sensitive and not for general dissemination.

Contact your manager concerning any confidentiality breaches or if you have any questions about handling confidential information.

ALWAYS REMEMBER:



Only disclose confidential information to other employees who need to know such information



Don't encourage employees of a competitor, client, customer or supplier to disclose confidential information



If you hire a former employee of a competitor, client, customer or supplier, or work with someone who used to work for one of these parties, don't ask the person to improperly disclose confidential information



Never try to acquire the confidential information of others

PRIVACY OF PERSONAL INFORMATION

Keeping our promise to individuals' privacy

We have clear responsibilities to protect and preserve the privacy of Personal Information gathered from patients, HCPs, consumers, clinical trial subjects, clients, customers and employees. The highest standards of integrity must be applied when handling Personal Information.

We and our business partners are all accountable for protecting Personal Information and for processing them only within the boundaries of applicable laws and ZP policies and procedures.


WHAT IS PERSONAL INFORMATION?


Personal Information (sometimes referred to as personally identifiable information) is information that is about, or can be related to, an identifiable individual. Some examples of Personal Information:


- Name
- Gender
- Date of birth
- Telephone number
- Home or email address
- Passport or ID card number
- Medical history
- Prescription history
- Physician notations
- Genetic information
- Purchase history
- Bank account details
- Marital status
- Racial or ethnic origin
- Religious beliefs
- Offences or criminal convictions


We must make sure we comply with local laws whenever we collect, store, use, disclose and destroy Personal Information.


ALWAYS REMEMBER:


 Keep Personal Information strictly confidential and only use or disclose it in accordance with applicable laws and regulations and, when necessary, only after giving notice or obtaining the individual's consent.


 Take precautions to safeguard Personal Information.

 Properly destroy records containing Personal Information.

 Personal Information should not be disclosed to third parties except when we have the individual's permission or there is a legal reason to require otherwise.

 Collect Personal Information only for legitimate business purposes and keep it only as long as necessary.

 Copying Personal Information (hard or soft copy) or transferring/storing Personal Information on portable devices is prohibited unless there is an approved business need and the Personal Information has been password protected or encrypted.

 Share Personal Information only with individuals who have a legitimate need for it and will protect it properly.

Q:

What should I do if I accidentally lose my USB thumb drive which contained a patient's Personal Information?

A:

Report the incident immediately to the Data Privacy Officer in your country, as well as your direct supervisor. Storage of Personal Information on portable devices is prohibited unless there is an approved business need and the Personal Information has been password-protected or encrypted.



Always protect Personal Information as though your own information were being used

Q:

I am aware that one of our major clients is in the final phase of a clinical trial in preparation to launch a new product. Can I ask my wife to buy their shares?

A:

No. If you are aware of inside information about a client, you cannot use it to your personal advantage, or pass the information to others, such as relatives or friends, for them to profit on their behalf or your behalf.



You may not use 'inside' information to trade securities for your personal benefit

TRADING ON INSIDE INFORMATION

Trading on inside information is illegal and applies to all Zuellig Pharma employees

It is important for us to provide guidance on trading on inside information in this Code because it can result in you being subject to civil or criminal actions, and damage Zuellig Pharma's public image or its relationships with third parties.

During interactions with clients, customers, and other third parties, you may obtain material non-public or "inside" information that is commercially sensitive. Keep in mind that securities laws apply to everyone, not just employees of public companies. If you come into possession of inside information, you cannot profit from it by buying or selling securities yourself based on such inside information, nor can you pass on the information to others for them to profit themselves or to profit on your behalf.

INSIDE (MATERIAL NON-PUBLIC) INFORMATION

Information about a company that is not known to the general public and that a reasonable investor would consider important in making a decision to buy, sell or hold the company's securities. It may include information that something is likely to happen or even just that it may happen.

WHAT MIGHT BE CONSIDERED INSIDE INFORMATION?

- Projections of future earnings or losses.
- Anticipated growth rates.
- Negotiations, discussions, and agreements regarding significant acquisitions, orders or strategic relationships.
- Changes in management.
- Significant new products and product launches.
- Clinical trial results
- The gain or loss of a substantial customer or client.
- Information regarding securities offerings or other financing activities.

WHAT HAPPENS IF I TRADE SECURITIES BASED ON INSIDE INFORMATION?

Trading on the basis of inside information, or passing inside information to anyone else who trades (even if you receive no financial benefit), is a crime and can result in significant fines and/or imprisonment. Inside trading rules are strictly enforced. You may also be subject to disciplinary action by the Company, including termination of employment.

INTERNATIONAL TRADE REGULATIONS

Comply with applicable international trade regulations and export controls laws

In conducting business, international trade regulations or restrictions may be applicable to our business relations including but not limited to sanctions, debarment and exclusion. Zuellig Pharma therefore commits to comply with all applicable international trade regulations and restrictions on engaging in business with persons, entities or countries that are subject to sanctions or are listed on national or international sanction lists.

We must ensure that our employees and any persons or entities acting on our behalf check before forming any business relationship to avoid entering into business with or involving sanctioned individuals, entities or countries.

When in doubt whether international trade regulations apply to your business, consult with your manager and Legal

Q: Why do we need to comply with International Sanctions and Embargoes?

A: Sharing or shipping controlled items with people or companies from certain countries may require special licenses or may be prohibited altogether, and shipment of products to certain countries can be illegal.

Always remember to check international regulations before conducting business



SAFEGUARDING PROPERTY & INVENTORY

Company property and physical inventory under our care “is” our business

Q:

During a tour of our warehouse, a client's employee started to smoke a cigarette. How should I handle this situation?

A:

Smoking is not allowed in our warehouses. You should politely ask the client's employee to put out the cigarette and explain that we have a no smoking policy in the warehouse to protect our property, inventory and health of employees.



Company property and physical inventory are to be used for the Company's business, not for yourself or your family

Company property and physical inventory must be protected against loss. This Code outlines what you need to do to safeguard them.

Protecting Company property and physical inventory under our care is a key fiduciary responsibility of every employee, agent and sub-contractor.

Everybody is responsible for the proper use of Company property, both tangible and intangible, and should use them only for legitimate business purposes. Tangible property and inventory include, but are not limited to, our distribution centres, branches, pharmaceutical and other health-care related inventory, equipment, hardware systems, etc. Intangible property includes, but is not limited to, software supporting advanced warehouse systems, order fulfilment systems, emails, trade secrets, copyrights and trademarks, policies and procedures, etc.

Everybody must also safeguard Company property as well as physical inventory against loss, damage, misuse or theft.

Unauthorized alteration, destruction, use, disclosure, or distribution of Company property and physical inventory is a violation of this Code.

OUR EXPECTATIONS ARE THAT:

- You will comply with the levels of physical and systems' access controls that have been granted to you.
- You will exercise care for any Company property or physical inventory and use it responsibly.
- You will take prudent precautions to protect any Company property or physical inventory from theft or damage.
- You will never make use of unauthorised copies of official Company documents.
- You will never make or use illegal or unauthorized copies of any software.
- You will use all electronic communications, including email, text and instant messages, in a legal, ethical and appropriate manner.

FINANCIAL REPORTING & RECORDS

The accuracy and integrity of our Company records is essential

Q:

I have met my sales quota for the third quarter. A co-worker in Accounting tells me that I can move my remaining sales for this quarter to the next quarter. Is this okay? It is still the same amount of revenue for the year.

A:

This is not acceptable. Maintaining the accuracy and integrity of the nature of all revenue should never be compromised, as this may affect the manner in which management make decisions regarding the business.

Zuellig Pharma must have sound financial records and statements in order for management to make informed decisions and to meet the reporting and disclosure requirements of certain stakeholders. Our high-level expectations of how this should be achieved are set out in this Code.

We require that all transactions be properly recorded in accordance with the Company's accounting policies and all applicable laws and regulations. Employees must maintain records that are accurate, honest and represent the facts. You must never provide or enter information in the Company's books or records that intentionally misleads, misrepresents, misinforms, omits, or disguises the true nature of any transaction or result.

You are also expected to fully cooperate with independent and internal auditors and should immediately report any suspected violations or concerns to your manager.

Never mislead, misrepresent, omit or disguise the true nature of a transaction or result



DO THE RIGHT THING

As Zuellig Pharma approaches its second century, we recognize what has led us to our current position of healthcare leadership and trust: Our relentless commitment to do the right thing for our employees, clients, customers, communities and other stakeholders.

Our key value of unwavering integrity in every relationship we have and action we take is a beacon to everything we do. Use this Code of Conduct to help you make the right decisions. Whenever in doubt or unsure in what to do, use the resources listed in the Code of Conduct to help you navigate uncertainties.

Wherever we are located, we operate as a team, a Zuellig Pharma team. We face our challenges, overcome obstacles, celebrate our successes together. Collaborating and supporting each other – Employees, Clients, Customers, Business Partners, Communities and other stakeholders. That is how we succeed.





This Code of Conduct has been reviewed and approved by Interpharma Investment Limited's Board of Directors and is applicable to all employees and officers of the Zuellig Pharma Group affiliates.

The March 1, 2021 version supersedes all existing version.

VERSION CONTROL

FIRST VERSION	JANUARY 2010
SECOND VERSION	OCTOBER 2014
THIRD VERSION	JUNE 12, 2015
FOURTH VERSION	MARCH 1, 2021

Concerns regarding potential conflicts between a provision of this Code and local law should be escalated to the Compliance Officer assigned to your business or contact hellocompliance@zuelligpharma.com on your queries.

Translated versions of this Code have been prepared for our employees. However, please note that in the case of any ambiguity or conflict, the English version prevails.