



Code of Conduct for Gufic's Supplier

As a pharmaceutical company, GUFIC BIOSCIENCES LIMITED, and its group companies (collectively "GUFIC") conduct a wide array of activities in the global health care marketplace, including manufacturing, research, medical and other education, marketing and sales. The activities are subject to numerous legal and ethical standards, many of which are unique to the health care industry. Gufic aims to operate in a manner that reflects high ethical standards and is committed to complying with all applicable laws, regulations and other legal requirements in every country in which Gufic operates. Accordingly, Gufic seeks to conduct business with third-party suppliers who share our commitment to high ethical standards and who operate in a responsible and ethical manner.

Scope and applicability

The Code is applicable to all suppliers, including, but not limited to those individuals and organizations that directly or indirectly provide services, raw materials, active pharmaceutical ingredients, components, finished goods or other products (hereinafter together referred to as Suppliers) to Gufic.

General Responsibilities

Gufic relies on an innovative and competitive supplier base to provide it with products and services which will meet its business requirements.

Suppliers are treated fairly and equitably. All employees are expected to act at all times in accordance with good business judgment for the benefit of the Company and to avoid activities that could create a conflict of interest or appearance of such a conflict.

Suppliers in turn are required to comply with the guidance provided in this Code of Conduct in order to be considered a supplier in good standing and as a condition of continuing a business relationship with Gufic. Suppliers' integrity and honesty impact the character of Gufic as well.

Suppliers are encouraged and expected to seek guidance or raise concerns to Gufic related to potential violations of this Code of Conduct or applicable Gufic's policies. By accepting our business terms and agreeing to do business with Gufic, all suppliers are agreeing to comply with this Code of Conduct.

Good Manufacturing Practices (GMP) Quality.

Where applicable, any third party supplying Gufic with GMP Materials must comply with the minimum quality requirements as mutually agreed upon with Gufic. Suppliers must ensure appropriate communication mechanisms between the quality organizations of Gufic and the supplier, to ensure materials supplied to Gufic comply with Gufic requirements. A supplier is expected to furnish all labour, supervision, machinery, equipment, materials, supplies, licenses, permits, and all other requirements necessary to perform the services in compliance with this code of conduct. That supplier will conduct all activities concerning the products in accordance with the agreed-upon quality criteria, and applicable supply agreements executed between the supplier and Gufic. The supplier shall have in place a quality system to manage and control their operations in adherence to the current Good



Manufacturing Practices (cGMP) wherever applicable, and other applicable local laws and regulations guiding materials for use in the manufacture of pharmaceutical products, where applicable.

Business Conduct and Ethics

Suppliers shall conduct their business in an ethical manner and act with integrity. The ethics elements include:

Intellectual Property: Comply with the intellectual property ownership rights of Gufic, including but not limited to copyrights, patents, trademarks and trade secrets; and manage the transfer of technology and know-how in a manner that protects intellectual property rights.

Trade: Comply with all applicable trade controls, as well as all applicable export, re-export, and import laws and regulations.

Antitrust: Conduct business in full compliance with antitrust and fair competition laws that govern the jurisdictions in which they conduct business.

Business Records: Honestly and accurately record and report all business information and comply with all applicable laws regarding their completion and accuracy. Create, retain and dispose of business records in full compliance with all applicable legal and regulatory requirements. Demonstrate honesty and integrity in discussions with regulatory agency representatives, government officials, etc.

Business Integrity, Reputation and Fair Competition: Corruption, extortion and embezzlement are prohibited. Suppliers shall not pay or accept bribes or participate in other illegal inducements in business or government relationships.

Confidentiality: Never communicate externally, including in marketing presentations, about Gufic's prospects, performance or policies nor disclose Insider Information without prior written approval from Gufic. Insider Information can be defined as a non-public fact regarding the plans or condition of a publicly traded company that could provide a financial advantage when used to buy or sell shares of the company's stock. Additionally, suppliers must safeguard Gufic's confidential or proprietary information.

Anti-Corruption: Never participate in bribes or kickbacks of any kind, whether in dealings with public officials or individuals in the private sector. Gufic is committed to observing the standards of conduct and the anticorruption and anti-money laundering laws of the countries in which Gufic operates. Suppliers must comply with all applicable anti-corruption and anti-money laundering laws, including the FCPA, as well as laws governing lobbying, gifts, and payments to public officials, political campaign contribution laws and other related regulations.

Marketing and Promotional Practices: All marketing and promotional materials and activities must conform to high ethical, medical, and scientific standards, and comply with all applicable laws and regulations. All suppliers engaged in marketing and promotional practices are expected to know, understand and comply with all applicable legal and regulatory requirements. Promotional materials and activities that mention the products or services of third parties (e.g. Gufic competitors) must fairly and accurately represent these products and services.



Privacy: Suppliers shall protect the confidentiality and security of Personally Identifiable Information (PII) by ensuring implementation of appropriate safeguards. Use and disclosure of PII must be limited to those purposes for which it was received to ensure that individuals' privacy rights are protected.

Payments to Third Parties: Many countries have adopted transparency legislation or codes that require the retention and reporting of payments made to doctors and other health care providers, patient organizations, hospitals, teaching institutions and other medical organizations. Suppliers who make such payments (for example, Clinical Research organizations) are expected to retain such records and provide them to Gufic in a manner that enables Gufic to meet its reporting requirements under these laws.

Labor

Labor Suppliers shall be committed to fair treatment of their employees and to treat them with dignity and respect. Gufic expects suppliers to comply with all legal and regulatory requirements pertaining to the fair and equitable treatment of employees including:

- 1. Freely Chosen Employment:** Suppliers shall not use forced, bonded or indentured labor, involuntary prison labor or human trafficking.
- 2. Child Labor and Young Workers :** Suppliers shall not use child labor. The employment of young workers below the age of 18 shall only occur in non-hazardous work and when young workers are above a country's legal age for employment or the age established for completing compulsory education. Employee files should be maintained with adequate data to verify ages of employees.
- 3. Non-Discrimination :** Suppliers shall provide a workplace free of harassment and discrimination. Harassment or discrimination for reasons such as race, colour, age, gender, sexual orientation, ethnicity, disability, religion, political affiliation, union membership or marital status is not condoned or tolerated. Gufic expects suppliers to share its commitment to equal opportunity in employment and its commitment to employee diversity.
- 4. Fair Treatment:** Suppliers shall provide a workplace free of harsh and inhumane treatment. This includes, but is not limited to, any sexual harassment, sexual abuse, corporal punishment, mental or physical coercion or intimidation of workers.
- 5. Wages, Benefits and Working Hours:** Suppliers shall pay workers according to applicable wage laws, including minimum wages, overtime hours and mandated benefits as per custom of the country of employment. Suppliers shall communicate with the worker the basis on which they are being compensated in a timely manner. Suppliers are also expected to communicate with the worker whether overtime is required and the wages to be paid for such overtime. Suppliers shall keep accurate records regarding employee working hours and vacation hours. Open communication and direct engagement with workers to resolve workplace and compensation issues is encouraged.
- 6. Freedom of Association :** Suppliers shall respect the rights of workers, as set forth in local laws, to associate freely with one another. Workers shall be able to communicate openly with management regarding working conditions without threat of reprisal, intimidation or harassment.



Environment, Health & Safety

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

Environmental Authorizations: Suppliers shall comply with all applicable environmental regulations. All required environmental permits, licenses, information registrations and restrictions shall be obtained and their operational and reporting requirements followed.

Waste and Emissions: Suppliers shall have systems in place to ensure the safe handling, movement, storage, recycling, reuse, or management of waste, air emissions and wastewater discharges. Any waste, wastewater or emissions with the potential to adversely impact human or environmental health shall be appropriately managed, controlled and treated prior to release into the environment.

Spills and Releases: Suppliers shall have systems in place to prevent and mitigate accidental spills and releases to the environment. Suppliers shall provide a safe and healthy working environment, including for any company-provided living quarters. The Health and Safety elements include:

- Worker Protection:** Suppliers shall protect workers from over exposure to chemical, biological, physical hazards and physically demanding tasks in the work place and in any company provided living quarters.

- Process Safety:** Suppliers shall have programs in place to prevent or mitigate catastrophic releases of chemicals.

- Emergency Preparedness and Response:** Suppliers shall identify and assess emergency situations in the workplace and any company-provided living quarters, and minimize their impact by implementing emergency plans and response procedures.

Hazard Information: Safety information relating to hazardous materials including pharmaceutical compounds and pharmaceutical intermediate materials shall be available to educate, train and protect workers from hazards.

Management Systems

Suppliers shall have a quality management system in place to facilitate continual improvement and ensure compliance with the principles outlined in the Gufic's Supplier Code of Conduct. Suppliers are encouraged to maintain conformance with all the applicable laws and regulations. Quality Management System elements include:

- 1. Commitment and Accountability**

Suppliers shall allocate adequate financial, human, and technical resources.

- 2. Legal and Customer Requirements**

Suppliers shall identify all applicable laws, regulations, rules, ordinances, permits, licenses, approvals, orders, standards and relevant customer requirements and ensure compliance with them.



3. Risk Management

Suppliers shall have mechanisms in place to determine and control risks in all areas addressed by this document. Suppliers shall have adequate financial resources to assure business continuity and maintain financial solvency.

4. Documentation

Suppliers shall maintain documentation necessary to demonstrate conformance with these principles and compliance with applicable laws, regulations, rules, ordinances, permits, licenses, approvals, orders, standards and relevant customer requirements.

5. Fraud Prevention and Reporting

Suppliers shall implement robust fraud prevention and reporting programs. Suppliers are required to report all fraud involving Gufic business, regardless of materiality.

6. Continual Improvement

Suppliers are expected to continually improve by setting performance objectives, executing implementation plans and taking necessary actions to correct deficiencies identified by internal or external assessments, inspections and management reviews.

7. Communication

Suppliers shall maintain open and direct communication with appropriate Gufic business functions, including Purchasing. Suppliers shall notify Gufic prior to making any change that may affect conformance to defined requirements, product quality, or a regulatory filing outlined within a supply agreement and/or quality agreement.

Conflicts of Interest

A conflict of interest exists whenever there is a competing interest that may interfere with our ability to make an objective decision and act in the best interest of Gufic. Gufic, along with suppliers, are expected to use good judgment and to avoid situations that can lead even to the appearance of a conflict that may undermine the trust others place in us.

Suppliers that do business with Gufic shall not have any competing interest that may interfere with their ability to make objective decisions to act in the best interest of Gufic. Good judgment is expected as well as avoiding the appearance of a conflict of interest.

All suppliers shall notify Gufic immediately in the event of a potential or actual conflict of interest. This Code of Conduct may be amended by Gufic from time to time, and all updates are effective immediately upon posting. The Supplier Code of Conduct is posted on Gufic's website at www.gufic.com.



Gufic Supplier's Adherence to Code of Conduct

I have read and understood the contents of this Policy and adhere to abide by the same.

ACCEPTED