

**APPENDIX 2:**  
**CODE OF ETHICS**  
**HRA PHARMA**

Entry into force: 1 March 2018

***DREAMING, DARING, SHARING***

***Believing that integrity is the foundation of the longevity and success of our activities, our dedication to healthcare is consistent with one of the most stringent ethics policies, which is mindful and respectful of the needs of individuals, society and the environment.***

***This Code of Ethics, which is applicable to all the entities of the HRA Pharma Group\*, establishes the commitments we make as a responsible corporate citizen to stakeholders in order to conduct business ethically.***

\* The HRA Pharma Group comprises the companies Hera and Laboratoire HRA Pharma and their subsidiaries.

## TABLE OF CONTENTS

SCOPE .....	3
PRINCIPLES AND OBJECTIVES .....	3
RULES OF CONDUCT .....	4
1. HEALTH AND INTERESTS OF PATIENTS AND CONSUMERS .....	4
2. HEALTH, HYGIENE AND SAFETY .....	4
3. EQUITY AND QUALITY OF WORKING RELATIONSHIPS.....	5
4. PRIVACY .....	5
5. FREEDOM OF EXPRESSION AND COMMUNICATION .....	5
6. HUMAN RIGHTS .....	5
7. RESPECT FOR THE ENVIRONMENT.....	6
8. INTEGRITY, LOYALTY AND TRANSPARENCY.....	6
8.1. CONFLICTS OF INTEREST .....	6
8.2. CORRUPTION.....	6
8.3. COMPETITION.....	7
8.4. ECONOMIC SANCTIONS .....	7
IMPLEMENTATION OF THE CODE OF ETHICS .....	7
1. DOCUMENTATION CONCERNING ETHICS.....	7
2. ORGANISATIONAL STRUCTURE DEDICATED TO ETHICS.....	8
3. TRAINING.....	8
4. SANCTIONS .....	8
5. EVALUATION OF EFFECTIVENESS.....	8
6. REPORTS.....	8
7. CONTACTS .....	9

## SCOPE

This Code of Ethics applies to all HRA Pharma managers, corporate officers, staff members, casual staff (in particular trainees and temps) and external partners (in particular service providers, agents, representatives and subcontractors).

## PRINCIPLES AND OBJECTIVES

HRA Pharma's activities and products have an impact on the lives and well-being of men and women every day. For that reason, HRA Pharma places ethics at the core of its business.

This Code sets out the ethical principles that should guide the professional choices of the members of HRA Pharma and steer the Company's activities, whether its actual healthcare activities or in the context of its relationships with third parties including in particular patients, consumers, health professionals, public authorities or external partners, otherwise referred to as "stakeholders" for the purposes of this Code.

Responsibility, exemplarity, respect for the rights of individuals, environmental protection, patient and consumer interests, transparency, integrity and loyalty are the fundamental principles that guide our ethical commitment to stakeholders.

**Responsibility:** in addition to strict compliance with the ethical laws, regulations and principles that govern our activities worldwide, as a healthcare company, we are committed to conducting our activities in a responsible manner with respect to our stakeholders.

**Exemplarity:** more than a principle, this is a duty that ensures the credibility of our actions both within our company and with respect to stakeholders.

**Respect for individuals:** we endeavour to create a working environment based on mutual respect and trust both in relations between the Company and its employees, and between the employees themselves. These principles also apply in our relationships with stakeholders.

**Primacy of the needs and interests of patients and consumers:** as a player in healthcare, our core focus is the improvement of patients' outcomes and of consumers' well-being, as well as the development of innovative solutions to meet their needs worldwide in compliance with the applicable regulations.

**Respect for the environment:** being committed to an active approach to environmental protection, we always seek to incorporate environmentally friendly practices in the context of our activities by means of a sustainable and supportive development policy.

**Transparency:** whether in research or in day-to-day engagement with healthcare professionals, patients, consumers or public authorities, we have a responsibility to act with transparency.

**Integrity and loyalty:** we undertake not to adopt behaviours that may corrupt the relationships between individuals and entities or undermine free competition.

These ethical principles, which are key to our healthcare mission and to our corporate social responsibility and environmental commitments, are notably consistent with the principles contained in the United Nations Global Compact Charter, which HRA Pharma has committed to respect since 2012.

HRA Pharma's respect for these ethical principles is key for its international development, economic longevity, image and reputation. It should be guaranteed in all circumstances.

The Code of Ethics cannot provide details of all of the possible situations in which an employee may be exposed to a risk. Every employee should therefore use their own common sense in applying these principles by referring to the existing rules and directives and, if necessary, by seeking the advice of their managers or the Ethics Adviser.

## RULES OF CONDUCT

### **1. HEALTH AND INTERESTS OF PATIENTS AND CONSUMERS**

Patient and consumer safety is our overriding objective.

We therefore strive to apply the strictest hygiene and quality controls at each stage of the research, development, manufacture and marketing of our products.

We also do our utmost to foster dialogue with our patients and consumers.

In that respect, we undertake to provide patients and consumers with clear and precise information, and to comply with the applicable legislation on access to medical records.

We strive to comply scrupulously with informed patient consent procedures.

All clinical research is only carried out after obtaining the opinion of an ethics committee and in accordance with the applicable laws and regulations in force, and with the established procedures and operating methods.

We also respect the confidentiality of medical information and of personal genetic data in accordance with the laws in force, and we are opposed to the use of that data for purposes other than medical use.

### **2. HEALTH, HYGIENE AND SAFETY**

We ensure that our activities are carried out in compliance with the rules for the health protection, hygiene and safety of staff.

Employees should contribute individually and collectively to this policy by complying with the rules relating to hygiene, health and safety at work.

To this end, they should in particular report as quickly as possible to their line manager and/or to the human resources department any behaviours, events or accidents that may compromise the safety and sustainability of the working environment at HRA Pharma.

### **3. EQUITY AND QUALITY OF WORKING RELATIONSHIPS**

HRA Pharma pays attention to the development of its employees' skills and responsibilities, and to their working conditions.

HRA Pharma's employees should also always pay attention, both individually and collectively, to the quality of human relationships within work teams.

Believing that a healthy working environment is inextricably linked to the well-being of employees, we incorporate measures into our organisational management aimed at preventing psychosocial risks and especially all forms of harassment.

Similarly, we do not tolerate any form of discrimination in employment and in working relationships concerning gender, race, religion, origin, age, political orientation, sexual orientation, physical appearance, health or disability.

### **4. PRIVACY**

We ensure respect for the privacy of all employees and pay particular attention to the protection of personal data.

Personal data may only be collected, stored, processed and shared under the conditions established by the laws and regulations in effect in the country, and only for specified and legitimate purposes.

In the context of our activities, we undertake to preserve the confidentiality and security of personal data concerning employees, customers and commercial partners as well as data gathered during clinical trials.

### **5. FREEDOM OF EXPRESSION AND COMMUNICATION**

We place great importance on the freedom of expression of our employees.

We also ensure respect for the right of our employees to freely join, create and organise themselves in groups and trade unions, and to be represented by the institutions of their choice in the conduct of collective bargaining.

Everyone is responsible for the quality, accuracy and truthfulness of the information communicated both within and outside the Group, and should be careful not to communicate in a manner that would adversely affect HRA Pharma's image, reputation and interests.

HRA Pharma's employees should refrain from disclosing confidential information that comes to their attention over the course of their activities, as long as it has not been made public by HRA Pharma or unless prior express authorisation has been given by HRA Pharma.

Our employees should also comply with the rules for access to and archiving data and information in any medium whatsoever that they will have to process, and should respect intellectual and industrial property rights in all their forms, held by HRA Pharma or a third party.

### **6. HUMAN RIGHTS**

We undertake to respect and promote human rights in our sphere of activity.

HRA Pharma's employees and all of HRA Pharma's external partners should demonstrate vigilance and a personal commitment in this respect.

We refuse to use child labour and reject all forms of forced and compulsory labour.

Within our working environment, we treat our employees and partners with dignity and respect for individual freedoms.

## **7. RESPECT FOR THE ENVIRONMENT**

We put environmental protection at the heart of our activities and targets.

We aim to develop products and services that meet the needs of stakeholders today, while protecting the natural resources that will be required tomorrow.

We undertake to implement safe and environmentally friendly processes and products, while pursuing our objective of reinventing healthcare daily to meet the strictest qualitative requirements.

## **8. INTEGRITY, LOYALTY AND TRANSPARENCY**

The transparency of our activities should be guaranteed at every level of our organisation.

We have to be transparent in the communication of our products and in our relationships with doctors, healthcare institutions, patients, consumers and public authorities.

We also strive to provide transparent and truthful information to all stakeholders and to faithfully represent activities in our accounts.

### **8.1. CONFLICTS OF INTEREST**

We expect our employees to be free of any actual or potential conflicts of interest.

An employee may be in a situation of conflict of interest when their personal interest, or that of individuals or legal entities to which they are linked, is contradictory to or may be contradictory to the interests of HRA Pharma.

Any employee working simultaneously for HRA Pharma, a competitor, a customer or a supplier is in a situation of a conflict of interest or at risk of a conflict of interest.

In such circumstances, they should act in good conscience considering the duty of integrity, loyalty and transparency towards the Group, and refrain from being involved in certain situations of conflict of interest or, in case of doubt, consult the Ethics Adviser.

### **8.2. CORRUPTION**

We undertake to conduct our activities with integrity and transparency, and will not tolerate any form of corruption.

Our employees should refrain from soliciting or accepting from a national or foreign public official or from any other legal entity or individual, directly or indirectly via a third-party intermediary, money, gifts, services or any other benefit, that would encourage them to carry out or not carry out an act that relates to their role or that could be facilitated by their activity or role.

We require that all our employees familiarise themselves and strictly comply with HRA Pharma's anti-corruption compliance policy, which is an integral part of the ethics and compliance measures of which this Code forms the foundation, and undertake training on the implementation of that policy.

We also expect our external partners to strictly comply with the anti-corruption compliance rules of that policy.

**8.3. COMPETITION**

We comply with the rules of free competition and maintain fair and honest relations with our competitors, customers and suppliers in strict compliance with contractual undertakings and the applicable laws and regulations.

Our employees should refrain from any practices that would infringe competition law such as, in particular, anti-competitive agreements or abuse of a dominant position in the market.

To this end, we expect all our employees to strictly comply with HRA Pharma's competition law compliance policy, which is an integral part of our ethics and compliance measures, and undertake training on the implementation of that policy.

**8.4. ECONOMIC SANCTIONS**

We aim to act in compliance with laws and regulations on economic sanctions.

Our employees should demonstrate increased vigilance when carrying out cross-border operations with countries under embargo, or involving an individual or legal entity against which economic sanctions have been or may be taken.

All our employees should adhere to HRA Pharma's policy on compliance with regulations on international sanctions and undertake training on the implementation of that policy.

**IMPLEMENTATION OF THE CODE OF ETHICS**

**1. DOCUMENTATION CONCERNING ETHICS**

The following documents, which are an integral part of our ethics arrangements, apply to all members of HRA Pharma and its external partners:

- the Code of Ethics, the foundation of the ethics and compliance measures;
- the internal policies, in particular the anti-corruption compliance policy and the policies on compliance with competition law and regulations on economic sanctions;
- the reporting procedure;
- all the procedures and memoranda relating to HRA Pharma's ethics.

## **2. ORGANISATIONAL STRUCTURE DEDICATED TO ETHICS**

Firstly, HRA Pharma's management ensures the implementation of the Code of Ethics.

The Ethics Adviser ensures the implementation and correct application of HRA Pharma's ethics and compliance measures. They shall disseminate and assess the ethics measures and organise the related training. The Ethics Adviser is also responsible for the provision of information and advice both to employees and to HRA Pharma's managers and executives.

The Ethics Adviser ensures the documentation, recording and archiving of all data relating to the implementation of HRA Pharma's ethics and compliance measures.

The Ethics Adviser deals with the admissibility of reports made in relation to HRA Pharma's activity in accordance with the reporting procedure.

The Ethics Committee, otherwise known as the "Risk Management Compliance Board", is composed of HRA Pharma's Ethics Adviser, Head Pharmacist, Human Resources Director, Legal Director and Commercial Director.

It participates in any risk or crisis management situation relating to HRA Pharma's activities and in the context of the reporting procedure for the verification of the report.

Managers also have a particular responsibility in the implementation and assimilation of the Code of Ethics by the Group's employees under their responsibility.

## **3. TRAINING**

Training sessions on the implementation of HRA Pharma's ethics rules are regularly organised for teams.

## **4. SANCTIONS**

Inappropriate conduct under this Code of Ethics may lead either to the imposition of disciplinary measures against HRA Pharma's employees in accordance with the internal regulations of the relevant Group company, and through application of the law and regulations in effect, or in the suspension of external partners through the termination of contractual relationships.

## **5. EVALUATION OF EFFECTIVENESS**

HRA Pharma's management will undertake an assessment of the ethics and compliance measures by means of an annual internal or external audit and using statistical information, it being understood that the information will never enable the persons concerned in the report to be identified.

## **6. REPORTS**

The consistency and effectiveness of HRA Pharma's ethics and compliance measures are enhanced through the implementation of a reporting procedure within HRA Pharma.

**Do you wish to submit a report?**

Consult the reporting procedure and contact the Ethics Adviser in writing:

**Valérie Breon Normand | [compliance@EthicHRA.com](mailto:compliance@EthicHRA.com) HRA Pharma Head Office | 15 rue Béranger | 75003 Paris | France**

## **7. CONTACTS**

### **Questions?**

Contact the Ethics Adviser:

**Valérie Breon Normand | [v.breon-normand@HRA-PHARMA.COM](mailto:v.breon-normand@HRA-PHARMA.COM) | +33 (0) 1 40 33 65 98**