



Xellia Pharmaceuticals Business Partner Code of Conduct

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01. Introduction

At Xellia Pharmaceuticals (“Xellia”), we are committed to conducting business responsibly, ethically, and in compliance with applicable laws, regulations, rules, and standards, and our own Code of Conduct. With commitments to sustainability principles to ensure a sustainable development through engagements¹, we are fully committed to supporting and respecting human rights, labor regulations, protecting the environment, and preventing corruption in line with the fundamental principles as laid down in this Xellia Pharmaceuticals Business Partner Code of Conduct (the “Code”).

The Code applies to all external and commercial stakeholders in our value chain, including suppliers, distributors, agents, contract manufacturers, and other business partners (collectively referred to as “Business Partners”). We expect all Business Partners to uphold these or equivalent standards in their operations, value chain, and interactions with Xellia, including using their best efforts to require their suppliers to implement these or equivalent standards.

The Code is built on Xellia’s core values, applicable laws, regulations, rules, international principles and standards, and expectations from our stakeholders. The Code does not replace local laws and regulations nor collective bargaining agreements, and Business Partners are first and foremost expected to ensure compliance with applicable laws and regulations. If this Code differs from applicable laws and regulations, the highest standard shall be applied.

¹ Xellia commits to its sustainability principles to ensure sustainable development through memberships and engagements with the following organizations and sustainability initiatives: Antimicrobial Industry Alliance, EcoVadis, UN Global Compact, UN Women’s Empowerment Principles, International Labor Organization (ILO) - Declaration on Fundamental Principles and Rights at Work, UNFCCC 2015 Paris Agreement, Universal Declaration of Human Rights, PSCI - Pharmaceutical Supply Chain Initiative, and 2030 Agenda and the UN SDGs.



02. Ethical Business Practices

Business Partners shall conduct their business in an ethical manner and act with integrity, and we require Business Partners to:

- Comply with all applicable laws and regulations in jurisdictions where they operate.
- Prohibit and prevent bribery, corruption, fraud, embezzlement, extortion, money laundering, terrorist financing and other financial crime in any form.
- Ensure fair competition and comply with applicable competition and antitrust laws and regulations.
- Take adequate measures to avoid conflict of interests, ensure to manage conflicts of interest appropriately, and declare any conflict of interest that may affect the performance of tasks or provision of goods or services to Xellia.
- Protect confidential information, trade secrets, and intellectual property of Xellia and its Business Partners, and safeguard customer information.
- Maintain transparency and accuracy in financial and non-financial reporting, including keeping accurate books and records.
- Promote animal welfare by using alternatives to animal testing, minimize the number of animals used for testing, and use only accepted testing methods in accordance with all applicable laws and standards.
- Have adequate compliance measures in place, including policies, procedures, risk management systems, internal controls, training of employees, grievance mechanisms, etc., to ensure adherence to the Code and ethical business practices.

2.1 Anti-Bribery and Corruption:

Xellia has zero tolerance for any form of bribery and corruption and requires that no Business Partner working with or on behalf of Xellia participates in any form of bribery or corruption, including facilitation payments. Business Partners shall not offer inappropriate financial or material benefits, such as expensive gifts or entertainment, to Xellia representatives in an attempt to influence business decisions.

2.2 Interactions with Healthcare Professionals and Healthcare Organizations:

In all interactions with healthcare professionals and healthcare organizations, Business Partners shall comply with applicable laws, regulations, standards, professional requirements and industry codes of conduct or practice.

2.3 Anti-Fraud:

Business Partners shall not commit or engage in any forms of fraudulent activity and are expected to actively work against any fraudulent business conduct.

2.4 Anti-Money Laundering and Terrorist Financing:

Business Partners are expected to use their best efforts to prevent money laundering and terrorist financing. Business Partners shall comply with all applicable anti-money laundering laws and regulations and is prohibited from any direct or indirect engagement with terrorists.

2.5 Fair Competition and Antitrust:

Xellia promotes fair competition and expects the same from its Business Partners. Business Partners shall conduct business fairly and in compliance with applicable competition and antitrust laws and regulations.



03. Human Rights and Labor Standards

Business Partners shall be committed to upholding human rights, which include labor and other rights, and to treat people with dignity and respect. Business Partners shall:

- Respect internationally recognized human rights, including those outlined in the UN Guiding Principles on Business and Human Rights (UNGPR) and the International Labor Organization (ILO) conventions.
- Prohibit forced labor, child labor, and human trafficking in all business activities.
- Ensure that young workers under the age of 18 and above the legal age for employment do not carry out hazardous work.
- Ensure fair wages, benefits, working hours, and conditions in line with applicable labor laws and international standards.
- Promote diversity, equity, and inclusion, and ensure fair treatment of workers and a workplace free from discrimination or harassment.
- Ensure to provide a workplace with no discrimination for reasons such as race, color, age, pregnancy, gender, sexual orientation, ethnicity, disability, religion, political affiliation, union membership or marital status.
- Ensure to provide a workplace with no harassment, harsh or inhumane treatment, including any sexual harassment, sexual abuse, corporal punishment, mental or physical coercion or verbal abuse of workers and no threat of any such treatment.
- Ensure freedom to express concerns without fear of retaliation, retribution, or loss of job.
- Respect and support the rights of all workers to associate freely, join or not join labor unions, collective bargaining, seek representation, and join workers' council.





04. Environmental Responsibility

Business Partners shall operate in an environmentally responsible and efficient manner to minimise adverse impacts on the environment and natural resources. In particular, Business Partners shall:

- Comply with applicable environmental laws and regulations.
- Obtain and maintain all required environmental permits, licenses, information registrations and restrictions, and their operational and reporting requirements adhered to.
- Implement sustainable business practices, including responsible resource consumption, waste management, water management, and pursuance of sourcing renewable energy.
- Ensure safe handling, movement, storage, disposal, recycling, reuse, or management of waste, air emissions and wastewater discharges.
- Work to reduce carbon footprint in line with global climate action goals and applicable reporting standards.
- Seek to minimize environmental harm and prevent pollution in all operations, including preventing and mitigating accidental spills and releases to the environment and adverse impacts on the local community.
- Support sustainable sourcing and circular economy initiatives.



05. Health, Safety, and Well-being

Business Partners shall provide a safe and healthy working environment, and shall:

- Comply with applicable occupational health and safety regulations and adopt best practices for risk mitigation.
- Ensure a safe and healthy work environment for all employees and contractors, including protection from exposure to chemical, biological, physical hazards, and physically demanding tasks in the workplace and in any company provided living quarters.
- Promote employee well-being through fair labor practices, work-life balance, and mental health initiatives.
- Provide sufficient training and educational material to workers to protect workers from dangerous exposures, including hazardous materials.
- Have in place management processes to identify the risks from chemical and biological processes and to prevent or respond to catastrophic release of chemical or biological agents.
- Identify and assess emergency situations in the workplace and minimize their impact by implementing emergency plans and response procedures.
- Ensure that adequate management systems are in place to minimize the risk of adversely impacting the rights of patients, subjects and donors, including their rights to health and access information directly.
- Promote extension of health and safety measures to Business Partners' contractors and subcontractors.



06. Responsible Supply Chain and Sourcing

Suppliers are required to:

- Explicitly acknowledge and adhere to the principles in this Code.
- Ensure that Xellia can verify compliance with the Code through Xellia's Responsible Sourcing Questionnaire and Supplier Sustainability Audit (Visit) programme.
- Ensure that non-conformities with the Code are identified and addressed through appropriate controls.
- Ensure transparency and traceability in their supply chain.
- Source materials responsibly and avoid conflict minerals and unethical procurement.
- Conduct due diligence on the source of critical raw materials to promote legal and sustainable sourcing.
- Monitor and audit their suppliers to ensure compliance with the Code or equivalent standards.
- Commit to continuous improvement in social and environmental performance.
- Inform Xellia, without undue delay, about all relevant changes related to contact information, point of contact, address, ownership, etc., via email to suppliers@xellia.com.



07. Data Protection, Privacy, and Security

Business Partners shall ensure the safety, security and confidentiality of data, and shall:

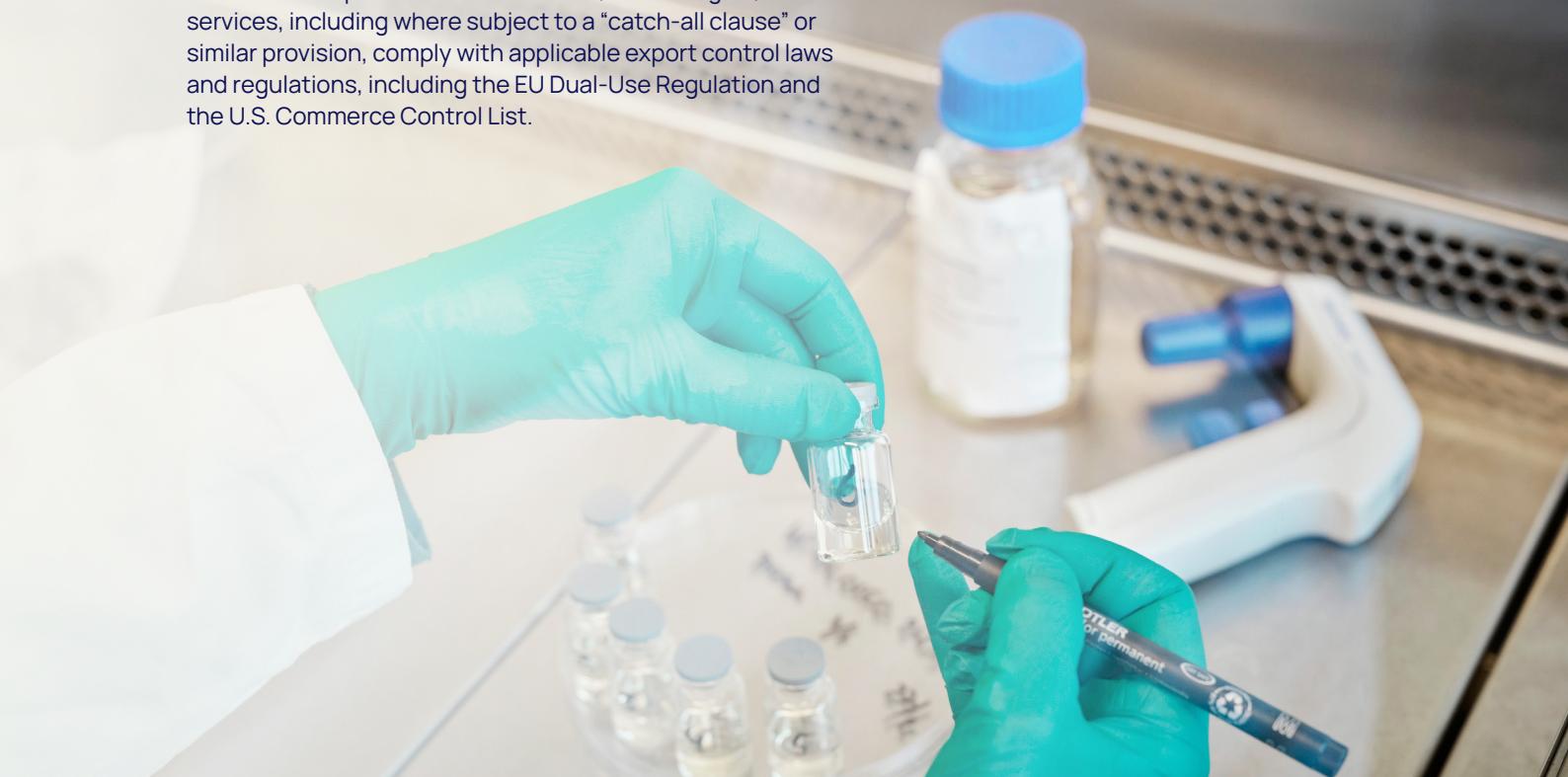
- Comply with applicable data protection and privacy laws and regulations, including the EU General Data Protection Regulation (GDPR), EU member states' implementing laws, and other relevant laws and regulations, to ensure protection, security, and lawful processing of personal data.
- Ensure security and confidentiality of business, customer, and employee data, including personal data.
- Prevent unauthorized access, disclosure, modification, destruction, data breaches, or misuse of information.
- Ensure that third parties with access to Xellia's data protect such data in accordance with the Code or equivalent standards.



08. Trade Compliance

Business Partners shall:

- Comply with applicable trade control laws and regulations, i.e. economic sanctions, export controls, and anti-boycott laws.
- Prohibit and prevent any business, directly or indirectly, with entities, groups or persons subject to sanctions listings by the United Nations, the European Union, the United States, and the United Kingdom.
- Ensure that export of controlled items, technologies, and services, including where subject to a "catch-all clause" or similar provision, comply with applicable export control laws and regulations, including the EU Dual-Use Regulation and the U.S. Commerce Control List.





09. Governance and Management Systems

Business Partners are expected to maintain appropriate governance and management systems proportionate to the nature and size of their business to support this Code, foster continuous improvement, and maintain business continuity. In particular, Business Partners are expected to:

- Demonstrate commitment to the principles of this Code by allocating appropriate resources and incorporating relevant aspects of the Code into policies, procedures and daily practices.
- Take reasonable steps to identify and manage risks in the areas covered by the Code.
- Keep records or documentation sufficient to demonstrate efforts to comply with the Code and applicable laws and regulations.
- Provide employees with awareness and training appropriate to their roles and responsibilities.
- Communicate the principles of this Code or equivalent standards to their workers, contractors and suppliers.
- Address shortcomings identified through internal or external assessments, inspections or management reviews and make good-faith efforts to improve over time.
- Encourage their own suppliers to apply equivalent standards.



10. Reporting Violations and Compliance

- Xellia is entitled to conduct audits, require timely answers to questionnaires, and make assessments of all Business Partners to ensure adherence to the Code under the same terms and conditions as other audits under the contract with Xellia.
- Business Partners must report any violations or suspected violations of the Code to Xellia Corporate Legal Compliance at corporate.compliance@xellia.com or through Xellia's whistleblower system available on www.xellia.com/contact.
- Non-compliance with the Code may result in, i.a., corrective action, termination of business relationships, or legal consequences.



11. Acknowledgment and Commitment

All Business Partners must acknowledge their commitment to the Code by signing a compliance form by which Business Partners confirm their commitment to comply with the Code or confirm their commitment to comply with the Code through contractual obligations. Acknowledgment may be a prerequisite for continued business partnership with Xellia.

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