
Purpose

Eurapharma, through its subsidiaries, carries out the pharmaceutical and medical activities of the CFAO Group, a subsidiary of Toyota Tsusho Corporation (TTC).

Eurapharma is committed to conducting its business in a spirit of loyalty, openness and respect towards its Employees, suppliers, customers and shareholders.

Eurapharma does not tolerate any act of Corruption or Influence Peddling; we are committed to maintaining high standards of integrity and ethical conduct in all business interactions.

All directors, officers, Employees, agents, contractors, Healthcare Professionals, Health Organisations and Third Parties acting for or on behalf of Eurapharma in the performance of services must adhere to the following rules and conduct their activities in a manner that complies with all applicable laws, rules and regulations, whether local, national or international.

Eurapharma is committed to working exclusively with Third Parties that comply with the same ethical standards and adhere to the following principles or adopt equivalent principles.

Eurapharma will support any employee or Third Party engaged by the Company who refuses to pay or accept a bribe. They will not be subject to reprisal or other negative consequences, even if this refusal results in a loss for the Company's businesses.

Eurapharma will ensure that appropriate procedures are in place to monitor compliance with this policy and that all of its affiliates maintain records of such implementation.

This policy defines the ethical principles to be respected within the Eurapharma Group to support the fight against Corruption and Influence Peddling.

Scope

This policy applies to all territories, in all subsidiaries and to all employees of the Eurapharma Group, both in their relations with public sector and private sector partners.

This policy applies within the framework of the TTC Group's Code of Conduct and Ethics (COCE).

This policy prohibits offering, accepting or requesting bribes. It applies to any person, whether a government official or working for a private company. The fact that a bribe is offered but not in the end accepted does not affect this policy in any way. The Corruption in this case exists, whether or not the offer is accepted or the benefit obtained.

This policy sets out the minimum standards that Eurapharma has set for its pharmaceutical and medical business. It complies with the requirements of applicable laws and regulations as well as the COCE and the anti-corruption principles in force within the CFAO group.

In some cases, local laws and regulations may be more restrictive than this policy. If such is the case, the more restrictive rules must be followed.

This policy applies to:

- all Eurapharma employees personal activities acting on behalf of the Company;
- all Eurapharma interactions with third parties that have undertaken to perform services for or on behalf of Eurapharma;
- all Eurapharma interactions with healthcare professionals and health organisations, service providers, payment agents and government officials.

Each Company must implement this policy at the local level. The compliance risk must be assessed on an ongoing basis and appropriate controls put in place. Each Company must document its implementation as accurately as possible in order to demonstrate its compliance with this policy.

This policy defines the relevant notification systems in place at Eurapharma to deal with any report of suspected or actual misconduct.

This policy focuses on the following themes:

- Conflicts of interest
- Gifts and Hospitality
- Negotiations with government officials
- Commercial activities with third parties, including healthcare professionals and health organisations (rebates, discounts and professional expenses)
- Third party integrity checks
- Risk Assessment of Material Projects or contracts entered into with the Government
- Donations and charitable contributions

- Facilitating payments
- Financial Books and records
- Offshore payments
- Payments to a Third Party in the name and on behalf of another Third Party
- Eurapharma compliance organisation
- Red Flag Reports
- Reporting
- Training commitments
- The consequences of misconduct

References

French Criminal Code	Articles 435-1 et seq (Public Corruption), 445-1 et seq (Private Corruption), Articles 432-11 (Influence Peddling)
Others	<ul style="list-style-type: none"> - The Organisation for Economic Co-operation and Development (OECD) Convention on Combating Bribery of Foreign Public Officials in International Business Transactions → on 17 December 1997 (the OECD Convention) - The Council of Europe criminal and civil law conventions on corruption of 27 January 1999 and 4 November 1999, respectively - The European Union Convention on the fight against corruption involving officials of the European Communities or officials of member states → October 31st 2003 (the EU Convention) - Law No. 2016-1691, known as "Sapin II Law" → on 1st June 2017 (is aimed at bringing French legislation in line with the most exacting European and international standards in the fight against corruption and at improving France's image on the matter abroad) - Law No. 93-122, on Corruption and Transparency → on 29th January 1993 - Japanese Law No. 47, known as "LPCD" or "UCPA" → on 19th May 1993

Appendices

- Code of Conduct and Ethics (COCE)
- SOP n° LEG 4.01 105 Whistleblowing
- SOP n° LEG 4.01 200 Eurapharma Compliance Organisation
- SOP n° LEG 4.01 103 Prevention & Management of Conflicts of Interests Policy
- SOP n° LEG 4.01 104 Eurapharma Policy regarding Gifts and Hospitality
- SOP n° LEG 4.01 106 Engagements with Government Officials
- SOP n° LEG 4.01 300 Code of Conduct for Third Parties
- SOP n° LEG 4.01 101 Third Party Integrity Check
- SOP n° LEG 4.01 107 Risk Assessment of a Material Project or contracts entered into with the public administration
- SOP n° LEG 4.01 102 Agreement/contract with Healthcare professionals
- SOP n° LEG 4.01 400 Eurapharma Policy – Competition rules
- SOP n° LEG 4.09 100 Eurapharma Policy – Competition investigations
- SOP n° LEG 4.16 100 Document management and archiving

Responsabilités

- **Chief Executive Director:** commit to comply with the ABAC Policy and inform Employees of this obligation
- **Employee :** read and understand the content of the ABAC Policy issued by the HRM
- **Human Resources Manager :** provide to each employee a copy of the ABAC Policy
- **Legal Department :** analyze and process the cases of corruption reported by the Compliance Officer/Correspondent of the Compliance Officer
- **Compliance Committee :** analyze and process the cases of corruption reported by the Legal Department

Summary

1. DEFINITION
2. CONFLICTS OF INTEREST
3. GIFTS AND HOSPITALITY
4. ENGAGEMENTS WITH GOVERNMENT OFFICIALS
5. BUSINESS WITH THIRD PARTIES INCLUDING HCPS AND HCOS (REBATES, DISCOUNTS AND BUSINESS RELATED EXPENSES)
6. THIRD PARTY INTEGRITY CHECK
7. RISK ASSESSMENT OF A MATERIAL PROJECT OR CONTRACTS ENTERED INTO WITH THE GOVERNMENT
8. DONATIONS AND CHARITABLE CONTRIBUTIONS
9. PROHIBITED AND RISKY PAYMENTS
 - I. FACILITATING PAYMENTS
 - II. OFFSHORE PAYMENTS
 - III. PAYMENTS TO A THIRD PARTY IN THE NAME AND ON BEHALF OF ANOTHER THIRD PARTY
10. FINANCIAL BOOKS AND RECORDS
11. EURAPARMA COMPLIANCE ORGANISATION
12. RED FLAGS REPORTS
13. REPORTING
14. TRAINING COMMITMENTS
15. CONSEQUENCES OF MISCONDUCT

1. DEFINITIONS

Bribe : involves the giving, offering or receiving anything of value, to or from any person whether public or private, that is intended as an inducement to do something improperly in order to obtain or retain business or secure a business advantage for the Company.

COCE: Code of Conduct and Ethics of TTC (COCE)

Company: means EURAPHARMA and any EURAPHARMA affiliate.

Compliance Committee: refers to the Eurapharma Compliance Committee as defined in SOP procedure no. LEG 4.01 200 Eurapharma Compliance Organisation

Correspondent of the Compliance Officer: means the person responsible for compliance issues within the Company (see list of Correspondent of the Compliance Officers in procedure no. LEG 4.01 200)

Corruption: is defined as the act by which a person in a particular position, whether public or private, seeks/proposes or approves/makes, a gift, offer or promise, with a view to accomplishing, delaying or failing to perform an act, directly or indirectly, within the framework of his or her duties. The offence of corruption is

- active corruption: committed by the corrupting party, whether he or she seeks or accepts the corruption
- passive corruption: committed by the corrupted person, whether he or she seeks or accepts the improper advantage

Employee: means any Director, employee or intern, whether designated or hired by the Company either on a determinate or indeterminate period.

Facilitating payments: means any unofficial payment made to ensure or expedite the performance of routine acts to which the payer is already legally or contractually entitled.

Gifts: includes anything of value such as cash or cash equivalent as well as Company products, vouchers, services, loans, prizes or any other benefit given as a mark of friendship or appreciation without expectation of any consideration in return.

Government:

- a. a government of any state, country or territory;
- b. ministry, body, department, agency, or any part of the government;
- c. instrumentality of the government, public agency or public entity including but not limited to:
 - (i) commercial entity of which a majority of the shares or the voting rights is directly or indirectly owned by the government;

- (ii) commercial entity of which a majority of directors and officers or the key director or officer is nominated or appointed by the government;
 - (iii) commercial entity of which the government is entitled to permit or veto any or all substantial matters; and
 - (iv) any other commercial entity directly or indirectly owned or controlled by the government;
- d. political parties; or
 - e. international institutions

Government Official : individual who holds a legislative, administrative or judicial position of any kind, whether appointed or elected, who exercises a public function for a comity, a territory, any public agency or public Company of that country or territory, who acts as an official or agent of a public international organization (including agents and consultants), who works in public institutions (hospitals, research institutes, universities which are owned, controlled and/or run by the government). Political parties, candidates for public office, or members of Health Organizations, or any person acting on their behalf.

Healthcare Professionals (HCPs): all licensed physicians including doctors of medicine, dentists, dental surgeons, midwives, nurses, physiotherapists, orthoptists and speech therapists; podiatrists; pharmacists, hospital pharmacists. . Students and association of these professions, military physicians and foreign physicians are also included. Are not included industrial pharmacists.

Health Organizations (HOs): commissions and council within the health and social security ministry, Minister's offices and collegiate bodies, commissions, working group and boards of authorities, as: advisory commission within the social security ministry, ANSM, HAS.

Hospitality: includes meals, accommodation, travel expenses and invitations or tickets to social events in relation with a scientific or business purpose.

Legal Department: means EURAPHARMA Legal Department.

Material projects: means any major transaction or project for the Company in which any public or private person is a party in any capacity whatsoever (in particular as a buyer, user, consumer, supplier, licensee, licensor, etc.)

Red Flags Report: means any event, situation or behaviour that could constitute and/or suggest a potential act of fraud or corruption.

Third Party: means any service provider, supplier, customer, agent and consultant acting for or on behalf of the Company or supplying or selling any good or service to the Company or a competitor of the Company.

Influence Peddling: is defined as a person vested with public authority, responsible for a public service or holding elected public office, unlawfully seeking or approving, at any time, directly or indirectly, offers, promises, donations, Gifts or advantages of any kind for himself or herself or for

others: either to perform or to refrain from performing an action in connection with his or her position, role or office or facilitated by this or her position, role or office; or to abuse his or her actual or presumed influence with a view to obtaining distinctions, jobs, contracts or any other favourable decision from a public authority or government department.

→ Such Policy is concluded in accordance with French law. All procedures that will be implemented by each of EURAPHARMA's affiliated companies shall be drafted in accordance with the following principles and in respect of local laws and regulations.

2. CONFLICTS OF INTEREST (2nd COCE Principle)

Any current or potential Conflict of Interest must be disclosed as soon as it becomes known or should reasonably have become known.

Shall be considered as conflicting, any personal, financial or other interest outside the Company that might influence any Employee while conducting business on behalf of EURAPHARMA. The same shall apply to Third Parties.

Line managers for Employee or business contact in the Company for Third Parties, must be informed of any Conflict of Interest in writing as soon as it arises. Written answer and guidance should be provided after consulting Correspondent of the Compliance Officer or Legal Department.

Any financial or management interest that an employee might have in a Third Party, any other employment outside the Company, any appointment to external boards of Directors, must be disclosed to the line manager to get the prior written approval from the Compliance Officer or the Legal Department.

This assessment procedure is set out in more detail in **SOP n° LEG 4.01 103 Prevention & Management of Conflicts of Interests Policy**.

3. GIFTS and HOSPITALITY (2nd & 5th COCE Principle)

Nothing of value may be offered, promised, given, requested, accepted, directly or indirectly, to or from a Third Party, under any circumstances, except for:

- Consideration for legitimate services in accordance with section 4 of this policy
- Legitimate and lawful payments to government entities where permitted by law
- Modest hospitality in accordance with the principles defined hereinafter.

- Gifts to HCPs and HCOs or Third Parties provided that they are of modest value, non-frequent and in direct relation with the professional activity of the receiving party as defined hereinafter.

Are strictly prohibited any Gift in cash, whether offered, promised, given or received by an Employee or a Third Party.

Relatives of Employee might be considered as potentially being in a position to influence business decision of the relevant Employee. Therefore any Gift received by such relatives by Third Parties must be disclosed as the ones directly received by the Employee.

Hospitality, travel and meals could be provided to HCPs or HCOs or Government Officials or Third Parties if they are of low value, reasonable and with a valid business purpose such as site visits or educational meetings.

No guest of HCPs or HCOs or Government Official or Third party is permitted. Each request of additional guest should be discouraged but if it is an express requirement from the relevant attendee, he must then pay for all additional costs linked transportation, accommodation and meals and the guest should not attend to any event or meeting or meal related Hospitality.

Offers of Hospitality must be refused by Employees unless they are related to a legitimate business activity, they are of modest value according to internal standards and in agreement with applicable laws and regulations.

This assessment procedure is set out in more detail in **SOP n° LEG 4.01 104 Eurapharma Policy regarding Gifts and Hospitality**.

4. ENGAGEMENTS WITH GOVERNMENT OFFICIALS (5th COCE Principle)

Legitimate and lawful payments to government and public organizations are made in respect of taxes, permits, licenses, inspections and other fees. Official government receipts must be obtained to support such payments.

In the normal course of business, meetings may be scheduled with government officials for the purpose of discussing legitimate business. These meetings must be held in an open and transparent manner in order to minimize the perception of any corrupt activity taking place.

In general, services performed by government officials for EURAPHARMA are strongly discouraged. Engaging a government official would be allowed only if the official's knowledge and expertise are considered to be of unique value, and if allowed by local laws and regulations.

Occasionally, the company may host events and invite public officials and other third parties. Those latest must be hosted on company premises. The proposed participants must be approved by the head of the company. The company does not permit participants to invite other guests.

Poorly executed transactions with government officials may expose EURAPHARMA to legal liability and reputational damage. As such, all interactions should be documented properly, to ensure their transparency and monitoring.

If at any point, potential corruption is suspected, Correspondent of the Compliance Officer and Legal Department must be notified to determine the appropriate course of action. All potential problems must be fully documented.

This assessment procedure is set out in more detail in **SOP n° LEG 4.01 106 Engagements with Government Officials**.

5. BUSINESS WITH THIRD PARTIES INCLUDING HCPS AND HCOS (REBATES, DISCOUNTS AND BUSINESS RELATED EXPENSES (5th COCE Principle)

Anti-corruption laws do not always differentiate between conduct of EURAPHARMA and conduct of a Third Party acting for and on behalf of EURAPHARMA. So, it is EURAPHARMA obligation to ensure that partners acknowledge and agree to comply with the principles of this policy, because the Company can be held responsible for the actions of third parties.

The selection, contracting, and monitoring processes of the Third Party should be free of any conflict of interest. Besides, Third Parties should be subject to appropriate and proportionate due diligence in advance of engagement and, where appropriate, during contractual relationship. If at any point, potential corruption is suspected, Correspondent of the Compliance Officer and Legal Department must be notified.

Particular care must be taken to ensure that any payment to Third Parties is not redirected in such a way as to breach the requirements of this policy. Compensation to Third Parties must be linked directly to and appropriate for the services performed. Payment should not be paid in cash and must be supported by appropriate documentation.

This assessment procedure is set out in more detail in **SOP n° LEG 4.01 102 Agreement/contract with Healthcare professionals**.

6. THIRD PARTY INTEGRITY CHECKS (5th COCE Principle)

The process of selecting, contractually committing and monitoring third parties must be free from any conflict of interest. Third parties must, moreover, be subject to appropriate and proportionate control formalities prior to their commitment and, where appropriate, throughout the term of the contractual relationship. If a potential act of corruption is suspected at any time, the Compliance Committee and Legal Department must be informed.

This assessment procedure is set out in more detail in **SOP n° LEG 4.01 101 Eurapharma Third Party Integrity Checking Procedure**.

7. RISK ASSESSMENT FOR MATERIAL PROJECTS OR CONTRACTS ENTERED INTO WITH GOVERNMENT (5th COCE Principle)

A conformity assessment procedure for all major projects must be carried out prior to entering into the contract underlying the operation. In such cases, the following methodology must be followed:

- Rank the project according to 5 categories taking into account the nature of the contract to be entered into;
- Assess the project's risk level based on financial considerations and the results of a qualitative analysis carried out according to predefined criteria;
- Assess the project in relation to the country's corruption index;
- Use a group matrix to determine the project's overall level of exposure to corruption.

This assessment procedure is set out in more detail in **SOP n° LEG 4.01.107 Risk Assessment for Material Projects or Contracts Entered Into with the Government**.

8. DONATIONS AND CHARITABLE CONTRIBUTIONS (5th COCE Principle)

Donations and charitable contributions must be made in line with all CFAO policies and procedures. When making donations, it is important to pay special attention using it for legitimate business purposes, and not to gain improper business advantage. So that donations would not be considered as inducements.

As a minimum, all such donations must be made directly by EURAPHARMA, and only to officially and recognized organizations, never to political parties, individual public officials, HCPs, or any other individual. Besides, donations must never be paid in cash. All payments must be properly documented in company financial records.

9. PROHIBITED OR RISKY PAYMENTS (2nd COCE Principle)

i. FACILITATING PAYMENTS

Facilitating payments are generally payments of small amounts made to low-grade government officials with the aim, for example, of obtaining permits, authorisations and work orders quickly, benefiting from police protection, obtaining telephone, electricity and water services, loading or unloading cargo, or speeding up the processing of the administrative immigration or customs procedures for imported goods.

Eurapharma does not authorise facilitation payments made directly or indirectly to government officials or any other Third Party. Such payments should be considered as active corruption and are therefore prohibited.

In the event of any doubt regarding the nature of the payment, the employee/Third Party concerned must notify and document this payment request to obtain prior approval from the Compliance Officer and the Legal Department if necessary.

ii. OFFSHORE PAYMENTS

Unless authorised in advance by the Compliance Committee, any request by a Third Party to transfer a payment to a bank not domiciled in the country of establishment of said Third Party and/or the Company is strictly prohibited. Any breach of this principle must be notified to the Correspondent of the Compliance Officer, the Compliance Committee and/or the Legal Department.

iii. PAYMENTS TO A THIRD PARTY IN THE NAME AND ON BEHALF OF ANOTHER THIRD PARTY

Unless authorised in advance by the Compliance Committee, any request by a Third Party to make a payment to another third party in the name and on the behalf of the first Third Party, whether or not the second Third Party is domiciled in the same country as the Company or the first Third Party, is strictly prohibited.

All payments in cash are prohibited, regardless of the situation.

→ Any breach of these principles must be notified in accordance with **SOP n° LEG 4.01 105 Whistleblowing**.

10. FINANCIAL BOOKS AND RECORDS (3rd COCE Principle)

All payments, contributions, and/or Gifts of any kind shall be properly accounted for in the books of the relevant EURAPHARMA entity. All financial books, records and accounts must accurately, fairly and reasonably reflect the substance of transactions, regardless of transaction size.

Off-the-book accounts or deceptive bookings entries, including payment for any purpose other than that described by the documents supporting the transaction, are strictly prohibited.

Record retention and archiving must be consistent with applicable laws and regulations. Where not otherwise stipulated, such records should be maintained for a minimum of ten years.

This assessment procedure is set out in more detail in **SOP n° LEG 4.16.100 Document management and archiving**.

11. RED FLAGS REPORT

The following events, situations or behaviours are considered to constitute examples of Red Flags Report:

- Intensive use of cash without good reason;
- Maintaining disorganised, inappropriate or poorly administered accounting records;
- Presence of Employees who refuse to explain or give details about suspicious payments;
- Increase in profits, gains or expenses without just cause;
- Use of secret bank accounts;
- Excessive commissions or discounts granted to the Third Party;
- Appointment of a partner:
 - o whose professional capacities are not properly examined;
 - o which is only a company established/registered in an offshore country;
 - o who/which is linked to or associated with a government official;
 - o whose details are vague or who/which does not provide any products or services;
 - o selected on the insistence of a Government Official;
- Refusal to commit to combating Corruption;
- Hiring of a Government Official who has previously belonged to a government with which the Company has a business relationship, as an Employee or Third Party;
- Hiring of a Government Official or a close relative thereof who is involved in a government project as an employee or Third Party;
- The request of a professional partner involved in a government project to make payments to a private or offshore account;
- Cash payments to the Government and/or HOs for no legitimate reason;
- Cash payments for an uncertain or unclear purpose;
- Payment without supporting documentation;
- Informal Financial Books and records;
- Frequent Hospitality and Gifts to an individual;
- Hospitality requests and/or concealed Gifts;
- Excessive or lavish Hospitality and Gifts;
- Donations, funding or sponsorship without just cause;
- Bonuses without a legitimate reason regarding the amount and payment date;
- Any other event equivalent to the foregoing.

12. THE COMPLIANCE ORGANISATION AND REPORTING (4th COCE Principle)

Eurapharma has set up a special compliance organization, in accordance with Group policy.

Each Company has a Correspondent of the Compliance Officer responsible for applying this procedure, on the one hand, and implementing anti-corruption and Influence Peddling tools and training, on the other.

The Legal Department is also a natural point of contact for questions relating to this procedure.

A Compliance Committee within Eurapharma receives all questions and alerts identified within each Company, which may also be escalated by employees to their supervisors.

Eurapharma employees must inform their line manager of any event that may be qualified as improper conduct or a breach of this policy.

If this misconduct or breach cannot be disclosed to the line manager for any reason whatsoever, the employee must inform either the designated Correspondent of the Compliance Officer in the Company, the Eurapharma Group Legal Department or the Eurapharma Compliance Committee via the following email address: respect@eurapharma.com.

Third parties must notify any violation or improper conduct that may qualify as a corruption by following the same procedure.

These principles are set out in greater detail in **SOP n° LEG 4.01.200 Eurapharma Compliance Organisation** and **SOP n° LEG 4.01.105 Whistleblowing**.

13. TRAINING COMMITMENTS

Eurapharma undertakes to put in place an effective and appropriate internal anti-corruption training system in order to raise awareness among all its employees and third parties, particularly those most exposed to the risk of corruption.

The content of these courses will be adapted to the nature of the corruption risks, the positions occupied and the geographical areas of activity and will be regularly updated in light of changes in risks.

These training sessions cover in particular:

- the code of conduct;
- corruption in general, its issues and forms;
- applicable legal obligations and related sanctions;
- the Group's compliance procedure; and
- the behaviour to adopt and the role and responsibilities of each individual in the face of corruption.

This training will be delivered face-to-face and/or via online training tools.

14. CONSEQUENCES OF MISCONDUCT

Subject to applicable laws and regulations, failure by any employee to comply with this policy, Code of conduct, or legal and regulatory requirements applicable to their role with the company will subject them to disciplinary action up to and including termination from employment. This equally applies to managers who ignore violations, or fail to detect/correct them. Third Party worker disciplinary issues will be dealt with via their employer's disciplinary codes, which EURAPHARMA will ensure are consistent with EURAPHARMA Values as reflected in this Code of Conduct. Company management and Human Resources are responsible for overseeing appropriate disciplinary actions in line with company discipline standards, as allowed by local labour laws. Breaches of law may also result in civil or criminal penalties for the violator.

You can send your questions to the Corporate Compliance Department of EURAPHARMA:

By email: respect@eurapharma.com

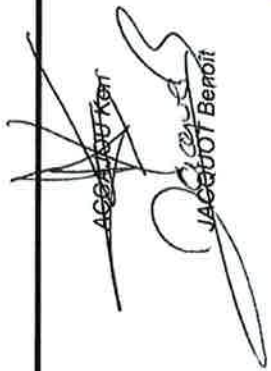



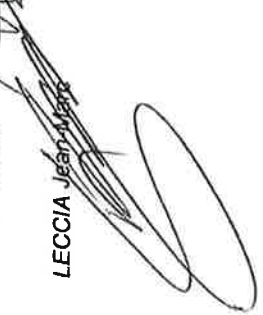



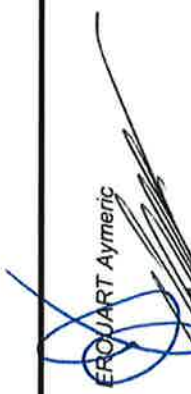
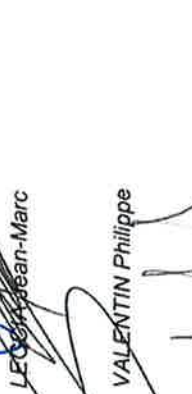
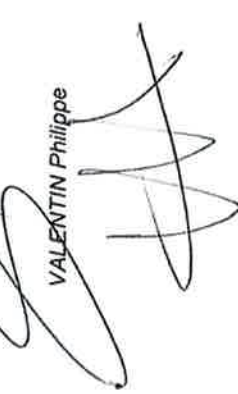
By post: Eurapharma, Legal and Compliance Department, 18 rue Troyon, 92316 Sèvres Cedex – France

Supervision

Drafted by : Legal Department
Target population : Employees, Eurapharma Executive Management, Correspondents of the Compliance Officer
First application : 29/10/2015
Last modification : 09/10/2018

Dates et visas

Executive Comitee :


AGOSTINI Vincent

JACQUOT Benoit

LEGRAND Eric

DATEU ANNIE

LECCIA Jean-Marc

DATEU Annie

LABBE Pierre

MURIS Eric

EROJART Aymeric

LECOQ Jean-Marc

VALENTIN Philippe

Legal & Compliance

Department

Management