



Group Directive Title:	Anti-Bribery and Anti-Corruption Directive
Group Directive Number:	GD-30
Group Directive Owner:	Group General Counsel
Approved by:	Board of Directors
Effective Date:	May 1, 2024
Valid Version:	1.0

## ANTI-BRIBERY AND ANTI-CORRUPTION DIRECTIVE OF THE SANTHERA GROUP

### Contents

1. Introduction.....	1
2. Scope .....	1
3. Definitions .....	2
4. Rules .....	3
5. Anti-Bribery and Anti-Corruption Guidelines .....	3
6. Violations of this Directive.....	6
7. Implementation of this Directive.....	6
8. Compliance with this Directive and Reporting .....	7
9. Review .....	7
10. Entry into Force .....	7
11. Communications.....	7

### 1. Introduction

Santhera does not tolerate bribery and corruption. Santhera does not offer, promise, provide or authorize improper payments and documents all payments accurately, in line with applicable laws and regulations. Santhera is committed to compliance with applicable anti-bribery, anti-corruption and anti-kickback laws and regulations in the countries in which Santhera operates, including, but not limited to, the Swiss Criminal Code, the Swiss Unfair Competition Act, the U.S. Anti-kickback Statute, the U.S. Foreign Corrupt Practices Act, the U.K. Bribery Act 2010 and laws adopting the OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions and the United Nations Convention against Corruption.

### 2. Scope

The purpose of this Directive is to provide standards of conduct for Santhera to comply with applicable Anti-Bribery and Anti-Corruption Laws. This Directive applies to all Santhera directors, officers, and employees, as well as to any Santhera intermediary or business partner, joint venture partner or other third-party acting on behalf of Santhera. All Santhera Employees and Third Parties are responsible for understanding and complying with the requirements of this Directive and for obtaining assistance and guidance from the General Counsel of Santhera regarding questions or issues concerning this Directive, or its applicability to their activities.

Moreover, all directors, officers, and employees of Santhera’s affiliates, representative offices and subsidiaries are obliged to comply with the country specific legal requirements, if they apply stricter rules than the ones described in this Directive.



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### 3. Definitions

**“Anti-Bribery and Anti-Corruption Laws”** – anti-bribery, anti-corruption and anti-kickback laws and regulations in the countries in which Santhera operates, including, but not limited to, the Swiss Criminal Code and the Swiss Unfair Competition Act, the U.S. Anti-kickback Statute, the U.S. Foreign Corrupt Practices Act, the U.K. Bribery Act 2010 and laws adopting the OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions and the United Nations Convention against Corruption,

**“Anything of Value”** – any tangible or intangible benefit, including, but not limited to, checks, cash or cash equivalents; gifts or free goods; meals, entertainment, hospitality; travel or payment of expenses; the provision of services; offers of employment; political contributions or charitable donations; subsidies, per diem payments, discounts or loans; sponsorships or honoraria and/or intangible benefits such as enhanced reputational, social, or business standing; or personal use of company facilities or equipment,

**“Charitable Donations”** – donations or assistance to duly registered or bona fide charitable organizations or causes – with the exclusion of governmental, political and religious entities without a clearly defined charitable purpose – whether in the form of funds, assets (including medicinal products), services, or other types of support to organizations, but not to individuals,

**“Grants”** – support provided, from time to time, to reputable healthcare or healthcare-related organizations, including patient organizations, whether in the form of funds, assets (including medicinal products), services or other types of support but not to individuals. Santhera may, however, contribute to the costs of HCPs (limited to travel, accommodation, registration fees) related to educational and research events through reputable healthcare or healthcare-related organizations, although Santhera must not influence the selection criteria of particular HCPs,

**“Healthcare Organization”** (or “HCO”) – typically an organization that comprises healthcare professionals or academic institutions, specialty societies or patient care organizations that provide healthcare services, conduct healthcare research or training or are influential in establishing treatment protocols or standards of care or in affecting prescription habits. Healthcare organizations include hospitals, pharmacies and any other entities that purchase, dispense, reimburse or pay for prescription pharmaceuticals in in- or out-patient settings,

**“Healthcare Professional”** (or “HCP”) – any person who is a member of the medical, dental, pharmacy or nursing professions, or who is affiliated with a Healthcare Organization, or any other person who, in the course of his or her professional activities, may prescribe, purchase, supply, recommend or administer a medicinal product, including any official or employee of a government agency,

**“Improper Advantage”** – any advantage that would unfairly or illegally benefit or secure Santhera’s business or financial interests obtained through official decision-making or breach of professional duties,

**“Other Covered Individuals”** – any individual who is not a Public Official or a Healthcare Professional and who performs a function or activity connected with a business, in the course of a person’s employment or on behalf of a company or another body of persons and who must not be unlawfully influenced in his or her decision-making capacity in connection with the relevant function or activity or induced to violate a lawful duty or expectation of good faith performance, impartiality or a position of trust, as such influence or inducement would result in a violation of applicable Anti-Bribery and Anti-Corruption Laws,



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**“Personal Safety Payments”** – any payment demanded to avoid imminent physical harm (e.g., unlawful detention, threat of bodily harm, etc.),

**“Public Official”** – any officer, agent or employee of a government, or any department, agency, public enterprise or instrumentality thereof, or of a public international organization, or any person acting in an official capacity for or on behalf of any such government or department, agency or instrumentality, or for or on behalf of any such public international organization, or any public official, political party, party official, candidate for public or political party office including Healthcare Professionals acting for or on behalf of a public healthcare organization or national health service,

**“Santhera”** – the affiliates, representative offices and subsidiaries of Santhera, including its respective affiliates,

**“Santhera Employees”** – all Santhera directors, officers and employees,

**“SOP”** – Standard Operating Procedure (SOP),

**“Third Parties”** – any Santhera intermediary or business partner, including any outside consultant, partner, agent, supplier, vendor, customs broker, travel agency, accountant, distributor, freight forwarder, value added reseller, joint venture partner or other third-party performing services for or on behalf of Santhera.

#### 4. Rules

##### 4.1 No Bribery or Corruption

Bribery and corruption can occur in both public and non-public relationships, such as business to business commercial relationships. Santhera Employees and Third Parties must never seek to influence, directly or indirectly, any Healthcare Professional, any Public Official or any Other Covered Individual by offering, providing, authorizing or promising Anything of Value to such person, or any person associated with, or related to, such person, in order to secure any Improper Advantage. Likewise, Santhera Employees and Third Parties must never ask for, agree to receive or accept Anything of Value as a reward for the improper performance of their function or activity.

##### 4.2 Accurate Accounting, Books and Records

Santhera requires that all books, records and accounts be kept in reasonable detail to accurately, clearly and fairly reflect all business dealings, transactions and dispositions of assets in accordance with all internal and external laws, rules and regulations. Adequate internal controls must be maintained and strictly adhered to as a means to combat corruption and to provide reasonable assurance that management is aware of, and directing, all transactions ethically and in compliance with Santhera directives, policies and procedures. False, misleading, incomplete, inaccurate or artificial entries in Santhera’s books and records are strictly prohibited. Santhera does not allow any “off- the-books” payments.

#### 5. Anti-Bribery and Anti-Corruption Guidelines

##### 5.1 Adherence to Internal Controls

Santhera Employees must strictly adhere to internal controls, which are a key protection against corruption. This includes following authorization and procurement procedures, when applicable, and following all internal review



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procedures before a payment is made or a contract is signed. In particular, activities regulated by this Directive must also comply with any other applicable Santhera directive, policy or procedure.

## 5.2 Engagement of Healthcare Professionals and Public Officials

Santhera does not engage Healthcare Professionals or Public Officials to improperly influence their decisions to, inter alia, purchase, recommend, use or prescribe Santhera’s products. Santhera must be mindful of all its relationships with Healthcare Professionals and Public Officials and ensure that such relationships do not create even the appearance of impropriety. Indeed, the term Public Official has been broadly interpreted by regulators to also include e.g. Healthcare Professionals, when they work at a government-owned hospital, clinic, university or other similar facility.

As far as bribery is concerned, Santhera does not distinguish between Public Officials and employees of private sector organizations. However, it is important to recognize that Public Officials are often subject to rules and restrictions that do not apply to persons who operate in the private sector (e.g., country rules or regulations relating to Public Officials or rules that have been imposed by their employers). In some cases, Healthcare Professionals and Public Officials are allowed to enter into service contracts with private sector companies like Santhera, in addition to performing their official duties. The circumstances in which Santhera may contract with Healthcare Professionals and Public Officials are narrow and subject to specific requirements.

## 5.3 Sponsoring Healthcare Professionals and Public Officials

In certain jurisdictions, subject to the requirements set in other applicable Santhera directives, policies or procedures, Santhera may cover certain costs (travel, accommodation, registration fees) related to healthcare or research activities (such as scientific congresses) of carefully selected HCPs or Public Officials. However, in certain jurisdictions, under the requirements set in other applicable Santhera directives, policies and procedures, Santhera can sponsor carefully selected HCPs or Public Officials to visit Santhera’s research or manufacturing facilities.

## 5.4 Business Courtesies: Gifts, Entertainment, Travel and Hospitality

Santhera does not attempt to obtain or retain business by offering business courtesies such as gifts, travel, entertainment or hospitality to Healthcare Professionals or Public Officials to improperly influence the purchase, recommendation, use or prescription of its products. Gifts and the assumption of travel expenses, meals and hospitality are often a natural part of business or professional relations. When handled correctly, and in accordance with applicable laws or industry self-regulations, these types of benefits can demonstrate respect, appreciation and good etiquette while fostering positive working relationships. When handled incorrectly, however, they can create a perception of impropriety, a conflict of interest or, worse yet, result in a violation of Anti-Bribery and Anti-Corruption Laws.

Santhera Employees and Third Parties are not allowed to provide or offer gifts, including money, gifts (e.g., alcohol and/or jewelry), travel, entertainment (e.g., invitations to sport events) or other forms of hospitality to Public Officials, Healthcare Professionals or Healthcare Organizations, unless otherwise provided in the other applicable Santhera directives, policies or procedures.

Subject to country exceptions defined in Santhera’s country procedures, Santhera Employees can only accept gifts or hospitality of reasonable value up to the equivalent of CHF 50 and never in explicit or implicit exchange for favors or benefits. All business courtesies, including gifts offered to a Santhera Employee, must be reported



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immediately in writing to the employee’s supervisor or, if above CHF 50, presented in writing to the Legal Department for prior approval.

**5.5 Charitable Donations**

Santhera does not provide Charitable Donations to influence the purchase, recommendation, use or prescription of its products. All Charitable Donations must be unrelated to Santhera’s business or to the promotion of its products.

**5.6 Educational and Research Grants**

Grants support healthcare and healthcare research. Santhera does not provide Grants to influence the purchase, recommendation, use or prescription of its products. Grants must not interfere with the independence of grants recipients and their associates.

**5.7 Political Contributions**

Political parties and candidates are considered Public Officials. Therefore, no political contributions of any kind can be offered, or made on behalf of Santhera, unless they are authorized in writing by Santhera and made in compliance with Santhera’s Code of Conduct and any other applicable Santhera directives, policies or procedures.

**5.8 Rebates, Discounts, and Incentives**

In certain circumstances, Santhera may grant rebates or discounts or offer other incentives to its customers. Granting rebates, discounts or other incentives may entail certain bribery risks. Therefore, any discounts and rebates granted must be strictly in line with applicable laws, this Directive, other applicable Santhera directives, policies or procedures. In addition, any rebates, discounts or other incentives must be commercially justifiable and provided without any agreement, intent or expectation to receive any improper benefit, payment, gift, service or other advantage in return. Any rebates, discounts or other incentives granted must be documented in writing and recorded with accuracy and completeness.

**5.9 Facilitation Payments**

Santhera prohibits the making of “facilitating” or “grease” payments to Public Officials in order to expedite or secure performance of non-discretionary, routine governmental actions (e.g., processing a visa, customs invoice or other governmental paper).

**5.10 Extortion, Solicitation and Personal Safety Payments**

Santhera prohibits Santhera Employees from acquiescing to the demands of government officials, customers or other persons soliciting or attempting to extort gifts, cash, favors or Anything of Value. When faced with such demands, Santhera Employees must immediately report the event to the Legal Department. Santhera recognizes that its employees may confront situations where a payment is demanded to avoid imminent physical harm. In these rare circumstances, Personal Safety Payments may be made. If there is no imminent risk to your personal safety, and circumstances permit, you must immediately consult the Legal Department before making the demanded payment. In all events, however, after a Personal Safety Payment is made, and as soon as possible after the danger has passed, the payment must be reported to the Legal Department and an expense report must be submitted reflecting accurately the amount paid, the recipient, the means of payment and the circumstances under which the payment was made.



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**5.11 Use of Third Parties**

Just as Santhera Employees may not improperly influence Public Officials, Healthcare Professionals, and any Other Covered Individuals by giving Anything of Value to secure an Improper Advantage, they must not knowingly use a Third Party to do the same. Santhera also prohibits payments to any Third Party where there is reason to know or suspect that all or part of such payment will be passed on to another person in order to secure an Improper Advantage. Contracts entered into with Third Parties must contain appropriate representations and warranties regarding compliance with Santhera’s directives, policies and procedures and relevant Anti-Bribery and Anti-Corruption Laws.

**5.12 Acquisitions and Joint Ventures**

Whenever Santhera pursues the acquisition of a business entity or elects to pursue work through a joint venture, the acquisition due diligence review must include steps to ascertain the acquisition target’s compliance with Anti-Bribery and Anti-Corruption Laws, as well as the background, reputation, beneficial ownership, financial standing and credibility of the acquisition target or the joint venture partner. Such due diligence must be undertaken under the direction of the Legal Department.

**6. Violations of this Directive**

Compliance with this Directive will be monitored by the CEO of Santhera, the Legal Department and the respective bodies of Santhera, e.g. audit & compliance committee(s), and through the internal audit processes. Violations of this Directive will not be tolerated and may result in severe civil and criminal penalties, as well as disciplinary action up to, and including, termination of employment.

Santhera’s Employees should be alert to warning signs or suspicious circumstances (“Red Flags”) that may indicate a potential violation of this Directive and report issues to the Legal Department. When in doubt as to whether a situation constitutes a possible violation of this Directive or other Anti-Bribery and Anti-Corruption Laws, Santhera Employees must consult the Legal Department.

**7. Implementation of this Directive**

**7.1 Training**

Santhera provides regular training on this Directive and Anti-Bribery and Anti-Corruption Laws to all Santhera Employees who may interact with Healthcare Professionals, Public Officials or Other Covered Individuals in connection with Santhera’s business. Where appropriate and using a risk-based approach, Santhera will also provide anti-bribery and anti-corruption training to Third Parties.

**7.2 Certifications**

Santhera Employees required to undergo training on this Directive shall also be required to complete an annual certification that they (i) have completed and understood the required training, (ii) have complied with this Directive in the past, and (iii) agree to comply with this Directive in the future.

**7.3 Audits**

Santhera will audit compliance with this Directive.



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## 8. Compliance with this Directive and Reporting

If you have any questions about this Directive, please contact the Legal Department for advice. Any Santhera Employee having information or knowledge of any conduct inconsistent with this Directive or becoming aware of any Red Flags or circumstances that might indicate a potential violation of this Directive or the Anti-Bribery and Anti-Corruption Laws by either a Santhera Employee or a Third Party, must promptly inform the Legal Department in accordance with the staff regulation. It is Santhera's policy that Santhera Employees will not suffer retaliation or harassment for reporting in good faith any compliance concerns related to this Directive.

## 9. Review

The Board of Directors shall review the contents of this Directive annually and amend it as and when they consider it necessary.

## 10. Entry into Force

This Directive has been approved by the Board of Directors and shall enter into force on May 1, 2024.

## 11. Communications

E-Mail notification to Santhera Employees

Approved by the Santhera Board of Directors on April 24, 2024.

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Thomas Meier  
Chairman of the Board

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Oliver Kronenberg  
Group General Counsel a.i.