



**CODE OF CONDUCT ON THE PREVENTION OF BRIBERY
AND INFLUENCE PEDDLING**



Dear Colleagues,

Thanks to its willingness to contribute to public health through its expertise and its commitments in the field of pharmaceuticals, Juvisé Pharmaceuticals has always taken care to behave as a role model in terms of compliance with the laws and best practices applicable to an increasingly regulated sector.

As we conduct our business on a global scale, ethics, responsibility and integrity must remain at the heart of all our actions and decisions.

The sustainability of Juvisé Pharmaceuticals depends on the trust placed in us by public stakeholders, our customers, suppliers, European and international partners, pharmaceutical agents, as well as distributors and third parties. This observation obliges each of its employees to be always exemplary, as the success of our company depends on the probity of our actions and our behaviour.

In this context, Juvisé Pharmaceuticals is determined to apply a zero-tolerance policy on bribery and influence peddling and relies on all its employees to enforce it.

In this sense, this Code of Conduct is a real roadmap that has been designed to help each of us make the best decisions, at the right time, in an increasingly complex business environment.

We are therefore counting on the commitment of each and every one of you to act with integrity in all circumstances and to apply the rules of this Code of Conduct, whose observance must guide us on a daily basis in our commitment to public health, in our services to our customers, in the services provided to patients and, more generally, in our relations with all our customers, suppliers, partners, pharmaceutical agents, distributors and third parties.

Frédéric MASCHA
Chairman of Juvisé Pharmaceuticals



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FOREWORD

Juvisé Pharmaceuticals is committed to fighting any form of corruption or influence peddling.

Thus, the purpose of this Code on the prevention of bribery and influence peddling (*“Anti-Bribery Code”* or *“Code of Conduct”*) is to define the guidelines of Juvisé Pharmaceuticals applicable to all employees and any person working for or on behalf of the company, any subsidiary or affiliate of the company, or its directors and officers. We also seek to extend the following principles to our customers, suppliers, partners, pharmaceutical agents, distributors and third parties.

This document is therefore intended to help each employee of Juvisé Pharmaceuticals to act in accordance with the highest standards of integrity in order to prevent, detect and remedy any breach of the principles, laws and regulations as well as the policies in force in the company.

As a reminder, any act of bribery or influence peddling can have serious consequences for the company or its employees, as well as being likely to seriously damage its reputation and the conduct of its business if the company is found guilty of such offenses.

In order to combat or deter the commission of these offences, which are a major cause of social, economic and political destabilisation of States and their societies, the national, European and international judicial authorities are particularly severe in their repression and apprehend the responsibility of both companies and their employees.

Furthermore, anyone working within Juvisé Pharmaceuticals who commits or participates in bribery or influence peddling in the course of their duties, directly or indirectly, in any capacity whatsoever, may incur heavy criminal or civil sanctions. The same applies to employees who chooses to knowingly ignore an act of corruption that has been attempted or carried out by another person acting on behalf of the company. Finally, employees who fail to comply with the provisions relating to the prevention of bribery, as set out in this Code, may be held liable in accordance with the legislation in force and may incur disciplinary sanctions, including dismissal.

Each employee therefore undertakes to comply with this Code of Conduct within the framework of their professional activities. It is therefore essential that they understand the rules, learn them and apply them. Only the adherence and commitment of everyone to comply with it and the promotion of the principles on which it is based, contribute to ensuring a culture of integrity in our behaviour and to sustaining our activities.

As such, this Code is appended to Juvisé Pharmaceuticals' internal regulations. It must be brought to the attention of all the company's employees, both in France and abroad, as well as third parties working on its behalf.



1. OUR ANTI-BRIBERY CODE

1.1. Our working methods

Founded in 2008, Juvisé Pharmaceuticals has built a solid reputation based on its rich history, its ethical product portfolio, its strong international presence and its values.

Thanks to this foundation, we are calmly pursuing our growth as a key player in the pharmaceutical sector.

In view of our ambitions and in order to ensure our development, we must conduct all our activities in accordance with our ethical principles, and in compliance with the laws and regulations in force.

We are aware that our expertise in pharmaceuticals and our international activity oblige us to set an example. As a socially responsible company, we must serve patients, the medical community, our customers, suppliers, partners, pharmaceutical agents, distributors and third parties in an irreproachable manner.

The purpose of this Code is to demonstrate Juvisé Pharmaceuticals' commitment to these principles and to ensure that each of its employees follows the same line of conduct.

Use of the Anti-Bribery Code

This Anti-Bribery Code is specifically designed to guide and assist us in integrating our corporate values into our daily work.

It is everyone's responsibility to read it carefully to understand our company's expectations and to refer to it whenever we have doubts or concerns.

Violation of the Anti-Bribery Code

This Code must be followed by everyone when acting on behalf of Juvisé Pharmaceuticals. Any behavior contrary to the rules and principles set forth in this Code will not be tolerated.

Any employee who breaches, encourages or authorises a violation of the Code will be subject to disciplinary measures, which may go as far as the termination of their employment contract.

1.2. Our responsibility to enforce the Code

Ethics and compliance are everyone's business



Management, department heads and team managers must be role models or compliance with this Code. More than anyone else, they must embody the values of this Code by demonstrating ethical behaviour and irreproachable management.

All department managers are therefore responsible for the organization and supervision of the employees in their teams. They must ensure that these employees are aware of the principles of the Code and for responding to questions from employees.

In the event of a serious concern or breach of the Code, managers should refer the matter to their supervisors.

Help and contacts

Juvisé Pharmaceuticals encourages all its employees to be able to freely express their doubts, questions or concerns regarding facts that may appear to them as a risk of bribery or influence peddling.

This culture of communication and trust within the company is essential for the prevention, detection and assessment of the risks of breaches of the Code. We are therefore counting on you to help us maintain this dialogue and the highest standard of vigilance with regard to compliance with the principles set out below.

So, if you have a serious concern about a potential Code violation or if you observe behaviour that you believe is in violation of the Code, inform your direct manager or a member of management. They will report the information to the appropriate person.

2. PREVENTION OF BRIBERY AND INFLUENCE PEDDLING

2.1. Prevention of bribery

Definitions of bribery

Bribery is the act by which a person exercising public or private functions solicits, offers or accepts a request for a gift, offer or promise, with a view to performing, delaying or omitting to perform an act that falls, directly or indirectly, within the scope of his or her duties.

More specifically, a distinction is made between:

- **“Active” bribery**, which is the act of offering or giving an undue advantage to a person, public or private, in a solicited or unsolicited manner, directly or indirectly - or of giving in to his or her solicitations (tending to provide him or her with an undue advantage), so that he or she performs or refrains from performing an act related to his or her function. This includes advantages given



directly or indirectly through a third party, such as a family member or business associate, or any other designated person.

- **“Passive” bribery**, which is defined as the solicitation or acceptance of an undue advantage from a person, whether public or private, in order to perform or refrain from performing an act related to his or her function or an act facilitated by the performance of that function.

Regarding the granting of undue advantages and the payment of "bribes"

A bribe is the promise, offer, acceptance or solicitation of any benefit (money, service, or other consideration), regardless of its value, in order to induce the recipient of that benefit to act in an illegal or unethical manner.

The advantage offered or received may be a gift, a loan, an invitation, a sum of money, a fee or any benefit in terms of taxes, services or donations.

While these advantages are not all inherently problematic, it is in fact the context in which they are granted or promised that makes them likely to fall within the scope of bribery or influence peddling or to appear as such.

In addition, it should be noted that an offer of an illicit advantage may constitute the offence of bribery or influence peddling even if it is refused by the person to whom it is addressed or even if the payment has not taken place or the advantage has been provided.

Finally, and as a reminder, the risks of corruption are increased when interacting with persons exercising public functions such as elected officials, magistrates, civil servants or any employee who may belong to a government, a governmental service or any public authority, members of royal families, a holder or a candidate for public office, a company owned or controlled by the State, a political party or a representative of a political party, or a public international organization to which a State or a government belongs

Examples

The following examples illustrate situations in which an employee of Juvisé Pharmaceuticals is likely to face an act of bribery:

- Performing services for free or for less than the market price for the benefit of a partner in order to obtain a favourable action;
- Offering a valuable gift to a public official in the hope of facilitating a marketing approval for a Juvisé Pharmaceuticals asset;



- Offering a bribe to the seller of the pharmaceutical product through a cash payment or the performance of *ad hoc pro bono* services, in order to facilitate Juvisé Pharmaceuticals' acquisition of the targeted drug;
- Making a donation to or entering into a contract with an organization in which a public official or representative of a ministry of health is involved in order to obtain a benefit in connection with the relationship between Juvisé Pharmaceuticals and the public administration in which the official is also involved;
- A representative of Juvisé Pharmaceuticals asks a partner to grant an invitation to an international sporting event with the intention to obtain in return the guarantee of its participation to a fundraising event to finance the acquisition of a new pharmaceutical asset;
- An executive of a partner or client accepts an invitation from a representative of Juvisé Pharmaceuticals to a multi-day wine tour abroad at a luxury resort in order to influence its decision in the context of the negotiation of a molecule acquisition by Juvisé Pharmaceuticals, in breach of its legal, contractual and professional obligations and duties;
- Juvisé Pharmaceuticals offers a foreign partner an undervaluation of its distribution commission in parallel with the payment of unofficial retro-commissions;
- Juvisé Pharmaceuticals accepts from foreign partner that it will not provide proof of destruction of expired drugs, which it is obligated to provide, in exchange for a cash donation.

2.2. Prevention of influence peddling

Definition of influence peddling

Influence peddling is a form of bribery and usually involves **three people**:

- 1) A **target** person or body with decision-making power (public authority or administration);
- 2) An **intermediary**, public official or private person, who uses the credit they have because of their position; and
- 3) A **beneficiary of influence peddling**.

Influence peddling involves an **intermediary** (representative of the public authority, in charge of a public service mission or invested with a public elective mandate, or even a private person) **soliciting or approving**, without right, directly or indirectly, offers, promises, donations, gifts or advantages of any kind for itself or for a **third party beneficiary**, for abusing or having abused its real or supposed



influence **in order to obtain distinctions, jobs, contracts** or any other favourable decision **from the target person (authority, public administration)**.

Influence peddling is **active** for the person who pays the official concerned to use his or her influence; it is **passive** for the official solicited.

Examples

The following examples illustrate situations in which a Juvisé Pharmaceuticals employee is likely to face an act of influence peddling:

The following examples illustrate situations in which a Juvisé Pharmaceuticals employee may face an act of influence peddling:

- Inviting or offering a gift to a relative of a public official to use his or her influence to obtain a favorable decision, such as a faster marketing authorization or the lifting of a block on importing the drug into the country;
- Granting employment within Juvisé Pharmaceuticals to a family member of a public official to obtain a favourable decision from him or her.

3. EXPECTED BEHAVIOUR OF JUVISE PHARMACEUTICALS EMPLOYEES

A representative of Juvisé Pharmaceuticals must never grant any direct or indirect inappropriate advantage, nor any illegal payment. Juvisé Pharmaceuticals' policy towards bribery is zero tolerance. In addition, our partners (suppliers, European and international partners, pharmaceutical agents, distributors and third parties) must respect the same ethical standards as our employees.

You must therefore refrain, whether personally or in the context of a business relationship, from:

- Give, offer or promise, either directly or through a third party (family member, business partner, close associate of Juvisé Pharmaceuticals, etc.), any advantage, gift, invitation or anything of value, to anyone (public servants or employees or one of our partners) which would be or could be perceived as an incitement or deliberate act of bribery or influence peddling;
- Soliciting or accepting, directly or indirectly, any advantage, gift, invitation or anything of value, which would be or could be perceived as an inducement or voluntary act of bribery or influence peddling;
- Forcing a person to perform or refrain from performing an act in relation to his or her function by the use of coercion, violence or threat;



- Appointing or having recourse, in the context of the performance of your duties, to a "Third Party Intermediary" (business provider, distributor, etc.) whose professional behaviour or integrity seems suspicious to you.

Examples of high-risk situations that should alert you:

- Certain acts of third parties or intended for third parties such as: repeated invitations, valuable gifts, unusual invoices or commissions, emails received from a personal mailbox, etc.;
 - Promises of personal or professional advantages or pressure made to you with the aim of obtaining an unusual advantage (granting derogatory conditions to one of our partners, communicating confidential information, favouring a third party, etc.);
 - The activities of certain third-party intermediaries whose professional or ethical behaviour seems questionable to you.
- ➔ **Faced with this type of risk of bribery and influence peddling, it is your duty to: rely on the rules of this Code to make and justify your decisions, both internally and externally; report your doubts to your manager or to the management of Juvisé Pharmaceuticals; not conclude the planned transaction if you are faced with the risk of participating, directly or indirectly, in an act of bribery or influence peddling.**

4. GIFTS, ADVANTAGES AND INVITATIONS POLICY

Definition

Gifts, advantages and invitations are offered or received in the context of professional relations, as a courtesy or on a commercial basis.

In this respect, they contribute to establishing good business relationships and are thus considered as ordinary acts of businesses. They can thus take the form of invitations to cultural, sporting or social events, meals, hotel accommodation, seminars, conventions or conferences, or even public relations operations.

As such, gifts and invitations are not acts of bribery.

That being said, in certain circumstances, gifts and invitations can constitute **means of influencing a decision or favouring an individual or a company and thus be perceived as acts of bribery**. This is notably the case when their **purpose** is to determine the accomplishment or non-accomplishment of an act by a person, **in breach of its legal, contractual or professional obligations**.

Also, once such practice can allow the payment of a **compensation** of an act of bribery, it constitutes a risk.



Invitations and gifts are therefore regulated by this Code in order to avoid any risk of bribery.

Invitations and gifts to public officials or private persons are only permitted in strict compliance with the applicable laws and the code of conduct in force within their company or administration. Several national laws, such as U.S. legislation, formally prohibit invitations and gifts to public officials, regardless of their value. It is then this stricter national legislation that applies. It is therefore necessary to enquire about the national legislation applicable to guest officials before any invitation.

Similarly, **so-called "facilitation" payments are not accepted** from Juvisé Pharmaceuticals employees.

Facilitation payment means the act of remunerating, directly or indirectly, in an undue manner, a public official for the completion of administrative formalities, which should be obtained through normal legal channels. They aim to encourage public officials to perform their functions more effectively and diligently.

Requirements for gifts and invitations offered or received

Specifically, gifts and entertainment offered or received must meet the following conditions:

- Comply with applicable laws and regulations and with Juvisé Pharmaceuticals' normal procedures and those of the recipient organization;
- Not having for purpose to influence a decision, obtain an individual advantage or benefit for oneself or a third party, or give the impression of a conflict of interest or reduce the impartiality of the beneficiary, in breach of its legal, contractual and professional obligation;
- Be of a coherent and proportionate amount in light of Juvisé Pharmaceuticals' usual practices or of exceptional events that Juvisé Pharmaceuticals may organize, such as the celebration of its anniversary;
- Be offered transparently: they must be systematically declared by their authors or beneficiaries and be accurately recorded in the accounts in order to facilitate any audits or verifications;
- Be exceptional: their multiplication with respect to certain public officials or private individuals may become, by the simple fact of this multiplication, unreasonable and, therefore, punishable as an act of bribery;
- Never be in the form of a cash payment, or equivalent, regardless of the amount;



- In general, not being motivated by the search for a counterparty.

Examples of risky gifts or invitations

It is strictly forbidden to:

- Invite a public person to a prestigious venue or event such as, for example, a Michelin-starred restaurant;
- Invite a partner to a show without being present;
- Be invited by a potential business partner, or by a partner, to a leisure seminar paid for entirely by the partner;
- Receive gifts from a business relationship at your home address, when the aim of such gifts is to obtain a preferential treatment by you.

If you are unsure whether or not to offer or receive a gift or invitation, contact a manager or the Juvisé Pharmaceuticals management.

5. CONFLICTS OF INTEREST

Conflicts of interest may arise in the conduct of Juvisé Pharmaceuticals' activities and may harm the interests of customers, suppliers, partners, pharmaceutical agents, distributors or third parties. They are also likely to occur between the company and its employees. Such conflicts of interest may generate a risk of bribery and reputational risk for Juvisé Pharmaceuticals.

Definition

A **conflict of interest** arises when a person has a personal interest, such as a family or interest, that may influence the independent, impartial and objective performance of his or her duties at Juvisé Pharmaceuticals.

The employees of Juvisé Pharmaceuticals are expected to avoid any action, position or interest that may be in conflict or appear to be in conflict with the company's interests.

It should also be noted that the mere appearance of a conflict of interest can be detrimental to Juvisé Pharmaceuticals.

Examples of situations likely to constitute a conflict of interest



- Existence of family ties between an employee of Juvisé Pharmaceuticals and one of its customers, suppliers, partners, pharmaceutical agents, distributors, etc.;
- Existence of personal ties with an elected official or with any public official of an authority likely to grant an advantage to Juvisé Pharmaceuticals, such as a marketing authorization for a drug or assistance in obtaining it, or any other favourable decision;
- Business decisions influenced by a personal, family or other relationship, or by membership of any religious, social or political association.
- Shareholding or directorship of an employee in a third-party company that is related to or in competition with Juvisé Pharmaceuticals.

If you are unsure whether a conflict of interest exists, report it to your supervisor or to Juvisé Pharmaceuticals management.

If a conflict of interest arises, report it to your manager in writing so that appropriate precautions can be taken.

6. PATRONAGE AND SPONSORSHIP

Donation, patronage and sponsorship operations may only be organised if Juvisé Pharmaceuticals does not receive any tangible consideration in return other than the promotion of the company's image. They must comply with applicable laws and the internal rules of the company.

Such transactions must not be used with the intention of unduly influencing decisions that would benefit the company or allow the company to obtain any advantage.

Finally, donations, patronage and sponsorship must be used for events or projects that are consistent with the values of Juvisé Pharmaceuticals.

By way of illustration, donations, patronage or sponsorship must be avoided if they have been requested:

- By a prospect who intends to enter into a business relationship with Juvisé Pharmaceuticals in the near future or if a bidding process is being considered or in progress with this prospect;
- With a request that the funds be deposited into a personal account.

In any event, **all requests for donations, patronage or sponsorship must be forwarded to the management of Juvisé Pharmaceuticals**, which is the only one competent to approve them.



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To conclude, it is essential that you remember that each of us has a crucial role and a real responsibility in complying with this Code and its implementation. We must therefore report any potentially suspicious activity **without delay, if there is even the slightest doubt.**

When a question arises, refer it to your manager or to Juvisé Pharmaceuticals management.

In all these types of situations, always be and remain vigilant!