

ASPEN PHARMACARE HOLDINGS LIMITED AND ITS SUBSIDIARIES

(“Aspen”, “the Group”, “Aspen Group Companies”, “the Company”)

ASPEN GROUP SUPPLIER CODE OF CONDUCT

1. INTRODUCTION

- 1.1. Aspen is committed in observing the highest ethical standards in all our business activities, which includes working with parties who share this commitment. As a global pharmaceutical company and member of the Pharmaceutical Supply Chain Initiative, Aspen is particularly committed to an industry-wide effort to improve safety, environmental, and social outcomes within the global pharmaceutical and healthcare supply chain.
- 1.2. As such, this Code has been prepared to provide clear summary of Aspen’s expectations of its suppliers, ensuring that Aspen’s standards of business conduct extend throughout our supply chain, and are implemented, as applicable, by those who provide goods or perform services for or on behalf of Aspen.
- 1.3. By doing business with Aspen, suppliers undertake to implement the relevant principles recorded in this Code both internally and throughout their own supplier or service provider network.
- 1.4. Aspen does not condone conduct that is inconsistent with the relevant principles set out in this Code. Suppliers are strongly urged to familiarise themselves with this Code, and to comply with the relevant requirements, to ensure a successful working relationship with Aspen.
- 1.5. For the purposes of this Code, the term ‘suppliers’ shall mean suppliers of goods, as well as service providers who perform services for or on behalf of Aspen.
- 1.6. Any word identified in the text with an asterisk (*) is defined in **Annexure A (Glossary)**.

2. GOVERNANCE & MANAGEMENT SYSTEMS

Suppliers shall use appropriate systems to conduct due diligence* on risk and impact, monitor legislation, set priorities, assign responsibility, adopt risk-mitigation measures, and facilitate continual improvement and compliance.

The Governance & Management Principles are:

2.1. Culture, Commitment and Accountability

Suppliers shall demonstrate commitment to the concepts described in this Code by allocating appropriate resources and identifying senior responsible personnel, thereby creating a culture* of responsible practices.

2.2. Legal and Aspen Requirements

Suppliers shall identify and comply with applicable laws, regulations, recognized standards and relevant Aspen requirements.

2.3. Risk Management

Suppliers shall have mechanisms to determine and manage risks in all areas addressed by this Code. Suppliers shall have a management of change process in place to evaluate and control the risk of change.

2.4. Traceability and Control

Suppliers shall have systems in place to carry out due diligence* on their own supply chain, including traceability for the sources of raw materials to support legal and sustainable sourcing.

2.5. Training and Competency

Suppliers shall have a training program that achieves an appropriate level of knowledge, skills and abilities in management and workers to address these expectations.

2.6. Documentation

Suppliers shall maintain documentation necessary to demonstrate conformance with these expectations and compliance with applicable regulations.

2.7. Continual Improvement

Suppliers are expected to continually improve by setting performance objectives, executing implementation plans and taking necessary corrective actions for deficiencies identified by internal or external assessments, inspections, and management reviews, including the recording and reporting of near-misses, incidents, and incident prevention opportunities.

2.8. Emergency Preparedness and Response

Suppliers shall identify and assess emergency situations in the workplace and any company-provided living quarters, and to minimize their impact by implementing emergency plans and response procedures.

2.9. Grievance Mechanism

Suppliers shall establish grievance mechanisms accessible to internal and external stakeholders* who shall be encouraged to use them to report concerns, illegal activities or breaches at work without threat of or actual reprisal, intimidation or harassment.

2.10. Response and Remediation

Suppliers shall properly investigate incidents or concerns relating to the principles set out in this Code, take necessary corrective actions, and provide remediation where required.

2.11. Effective communication

Suppliers shall have effective systems to communicate the principles set out in this Code to relevant stakeholders including their workers, contractors, suppliers and local communities*.

3. ETHICS

Suppliers shall conduct their business responsibly, ethically and act with integrity.

The Ethics Principles are:

3.1. Anti-bribery & Anti-corruption

All forms of corruption, including bribery, extortion and embezzlement are prohibited. Suppliers shall not pay or accept bribes or participate in other illegal inducements in business or

government relationships or through the use of intermediaries to secure an unfair advantage. Suppliers shall ensure they have adequate systems in place to prevent corruption and comply with applicable laws.

3.2. Fair Competition

Suppliers shall conduct their business consistent with fair and vigorous competition and in compliance with all applicable competition or anti-trust laws. Suppliers shall employ fair business practices including accurate and truthful advertising.

3.3. Animal Welfare

Animals shall be treated humanely with pain and stress minimised. Animal testing should be performed after consideration to replace animals, to reduce the numbers of animals used, or to refine procedures to minimise distress. Alternatives should be used wherever these are scientifically valid and acceptable to regulators.

3.4. Identification of Concerns

The supplier's workforce should be encouraged to report concerns or illegal activities in the workplace without threat of reprisal, intimidation or harassment. Suppliers shall investigate and take corrective action if needed.

3.5. Data Privacy & Security

Suppliers shall safeguard and make only proper use of confidential information to ensure that company, worker, patient, subject* and donor* privacy rights are protected. Suppliers shall comply with applicable privacy and data protection laws and ensure the protection, security, and lawful use of personal data.

3.6. Patient Safety and Access to Information

Suppliers shall ensure that adequate management systems are in place to minimize the risk of adversely impacting on the rights of patients, subjects*, and donors*, including their rights to health and to access information directly.

3.7. Avoidance and Management of Conflicts of Interest

Suppliers shall take reasonable care to identify, avoid, and manage conflicts of interest. Suppliers are expected to notify all affected parties if an actual or potential conflict of interest arises.

3.8. Product Protection and Quality

Suppliers shall ensure that management and security systems protect products, components and ingredients from the risks of adulteration, falsification, or theft for the purpose of illegal resale.

4. HUMAN RIGHTS

Suppliers shall be committed to respect the human rights* of internal and external stakeholders* ensuring to treat them with dignity and respect. Suppliers commit to regularly assess all adverse human rights* impacts they may cause or contribute to, through their own business practices, including purchasing and other supply chain practices.

The Human Rights Principles are:

4.1. Freely Chosen Employment

Suppliers shall not use forced, bonded or indentured labour or involuntary prison labour, or take part in human trafficking or any form of modern slavery. No worker shall pay for a job or be denied freedom of movement.

4.2. Child Labour and Young Workers

Suppliers shall not use child labour. The employment of young workers below the age of 18 shall only occur in non-hazardous work and when young workers are above a country's legal age for employment, or the age established for completing compulsory education.

4.3. Non-Discrimination

Suppliers shall strive for equality, provide a work environment* free of harassment and discrimination. Discrimination for reasons such as race, colour, age, gender, sexual orientation, ethnicity, disability, religion, political affiliation, union membership or marital status is not condoned.

4.4. Fair Treatment

Suppliers shall provide a work environment* free of harsh and 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.

4.5. Wages, Benefits and Working Hours

- 4.5.1. Suppliers shall pay workers according to applicable wage laws and agreed employment contracts, including minimum wages, overtime hours and mandated benefits.
- 4.5.2. Overtime work shall be voluntary, as well as consistent with applicable national and international standards. Suppliers shall communicate with the worker the basis on which they are being compensated in a timely manner. Suppliers are also expected to communicate with the worker whether overtime is required and the wages to be paid for such overtime.

4.6. Freedom of Association and Right to Collective Bargaining

- 4.6.1. Open communication and direct engagement with employees (i.e. social dialogue*) to resolve workplace and compensation issues is encouraged.
- 4.6.2. Suppliers shall respect the rights of employees, as set forth in local laws, to associate freely, join or not join labour unions, seek representation and join workers' councils, as well as to bargain collectively.
- 4.6.3. Where the right to freedom of association and collective bargaining is restricted under law, the employer facilitates, and does not hinder, the development of parallel means for independent and free association and bargaining.
- 4.6.4. Employees shall be able to communicate openly with management regarding working conditions without fear of retaliation or threat of reprisal, intimidation, or harassment.

4.7. Local communities*

Suppliers shall respect the rights of the local communities* around their sites including the right to a clean and healthy environment.

5. HEALTH AND SAFETY

Suppliers shall provide a safe and healthy working environment and support the wellbeing of workers. Health and safety measures shall extend to contractors and subcontractors on supplier sites.

The Health and Safety Principles are:

5.1. Safety of the work environment*

Adequate risk assessment and emergency plans shall be in place to ensure the safety of the work environment*. Safety information relating to hazardous materials - including pharmaceutical compounds and pharmaceutical intermediate materials - shall be available to educate, train, and protect workers from hazards. Suppliers shall demonstrate good housekeeping practice and a culture* of safety.

5.2. Employee Protection, Health & Wellbeing

Suppliers shall protect employees from over exposure to chemical, biological, physical hazards* and physically demanding tasks in the workplace and in any company provided living quarters. Appropriate equipment, facilities and services shall be provided to support worker safety, health, and wellbeing.

5.3. Process Safety

Suppliers shall have management processes in place to identify the risks from chemical and biological processes and to prevent to catastrophic release of chemical or biological agents.

6. ENVIRONMENT

Suppliers shall operate in an environmentally responsible and efficient manner to minimize adverse impacts on the environment, and to help their own suppliers do the same. Suppliers are encouraged to conserve natural resources, reduce greenhouse gas (GHG) emissions*, preserve biodiversity, and clean water, and minimize and control the use of hazardous materials.

The Environment Principles are:

6.1. Environmental Authorisations

Suppliers shall comply with all applicable environmental regulations. All required environmental permits, licenses, information registrations and restrictions shall be obtained, and their operational and reporting requirements followed.

6.2. Waste and Emissions

Suppliers shall have systems in place to ensure the safe handling, movement, storage, recycling, reuse, or management of waste, air emissions and wastewater discharges. Any waste, wastewater, or

emissions with the potential to adversely impact human or environmental health shall be appropriately managed, controlled and treated prior to release into the environment.

6.3. Climate change

Suppliers shall monitor and reduce their GHG emissions* and support their suppliers to do the same.

6.4. Resource efficiency

Suppliers shall strive for circularity, designing out waste, taking measures to improve efficiency and reduce the consumption of resources, including water, favouring renewable* and sustainable* sources. They shall also take measures to reuse and recycle.

6.5. Biodiversity conservation

Suppliers shall understand their impacts on biodiversity*, reducing and mitigating their footprint wherever possible.

6.6. Spills and Releases

Suppliers shall have systems in place to prevent and mitigate accidental spills and releases to the environment and adverse impacts on the local community*.

7. COMPLIANCE MONITORING & BREACH

7.1. Aspen may, in its discretion, acting reasonably, verify compliance with this Code by performing audits or other assessments of suppliers' facilities, records and business processes, or undertake such through a mutually agreed third party.

7.2. A breach of this Code may result in Aspen terminating the business relationship with the supplier and claiming damages.

8. TIP-OFF LINE

8.1. Aspen maintains an independent reporting service "Tip-offs Anonymous" to allow stakeholders to report, on an anonymous basis if preferred, any suspected unethical or illegal conduct concerning Aspen business. Suppliers are strongly encouraged to make use of this service where any such conduct is suspected or observed.

- 8.2. Information on this service is available on Aspen's website:
<http://www.aspenpharma.com/ethics-management-tip-offs/>.

[END]

ANNEXURE A GLOSSARY¹

1. **Biodiversity:** The variability among living beings from all sources including, inter alia, aquatic ecosystems and the ecological complexes of which they are part; this includes diversity within species and of ecosystems.
2. **Bribery:** The offering, giving, soliciting, or receiving of any item of value as a means of influencing the actions of an individual holding a public or legal duty.
3. **Circularity:** A systems solution framework that tackles global challenges like climate change, biodiversity loss, waste, and pollution. It is based on three principles, driven by design: eliminate waste and pollution, circulate products and materials (at their highest value), and regenerate nature.
4. **Corruption:** The abuse of entrusted power for private gain and / or illicit benefits.
5. **Culture:** Combination of the attitudes, values, and beliefs of an organisation that influence how it operates or how it reacts.
6. **Donor:** Any person who donates tissues, cells, organs and any other body parts for research purposes.
7. **Due diligence:** Research and analysis of a company or organisation done in preparation for a business transaction or as part of operational reviews.
8. **External stakeholder:** A person or an organisation outside a particular company who has a vested interest in and / or is affected by its activities, including customers, suppliers, investors, or local communities.
9. **Greenhouse Gas (GHG) emissions:** Emissions from the six GHGs covered by the United Nations Framework Convention on Climate Change (Carbon dioxide (CO₂); Methane (CH₄); Nitrous oxide (N₂ O); Hydrofluorocarbons (HFCs); Perfluorocarbons (PFCs); and Sulphur hexafluoride (SF₆)) which contribute to global warming and climate change.
10. **Human Rights:** As laid out in the United Nations Guiding Principles on Business and Human Rights (UNGPs), human rights are defined, at a minimum, as the rights expressed in the International Bill of Human Rights and the International Labour Organisation's Declaration on Fundamental Principles and Rights at Work.
11. **Internal stakeholder:** A person who works for and / or owns a company.

¹ The definitions are based on PSCI guidance.

12. **Local community:** The people living and / or working in areas around a company's operations and activities.
13. **Physical hazards:** Factors within the environment that can harm the body without necessarily touching it.
14. **Recognized standards:** Generally accepted management systems and / or specifications emanating from international organisations.
15. **Renewable resources:** Renewable resources are an energy source that cannot be depleted and are able to supply a continuous source of clean energy.
16. **Social dialogue:** All types of negotiation, consultation or simply exchange of information between, or among, representatives of governments, employers, and workers, on issues of common interest relating to economic and social policy.
17. **Subject:** Any person who participates as a subject in scientific and medical experimentation or product testing.
18. **Sustainable resource use:** Use of resources in a way and at a rate that does not lead to the long-term degradation of the environment, thereby maintaining its potential to meet the needs and aspirations of present and future generations.
19. **Work environment:** Surrounding conditions in which an employee works and operates.