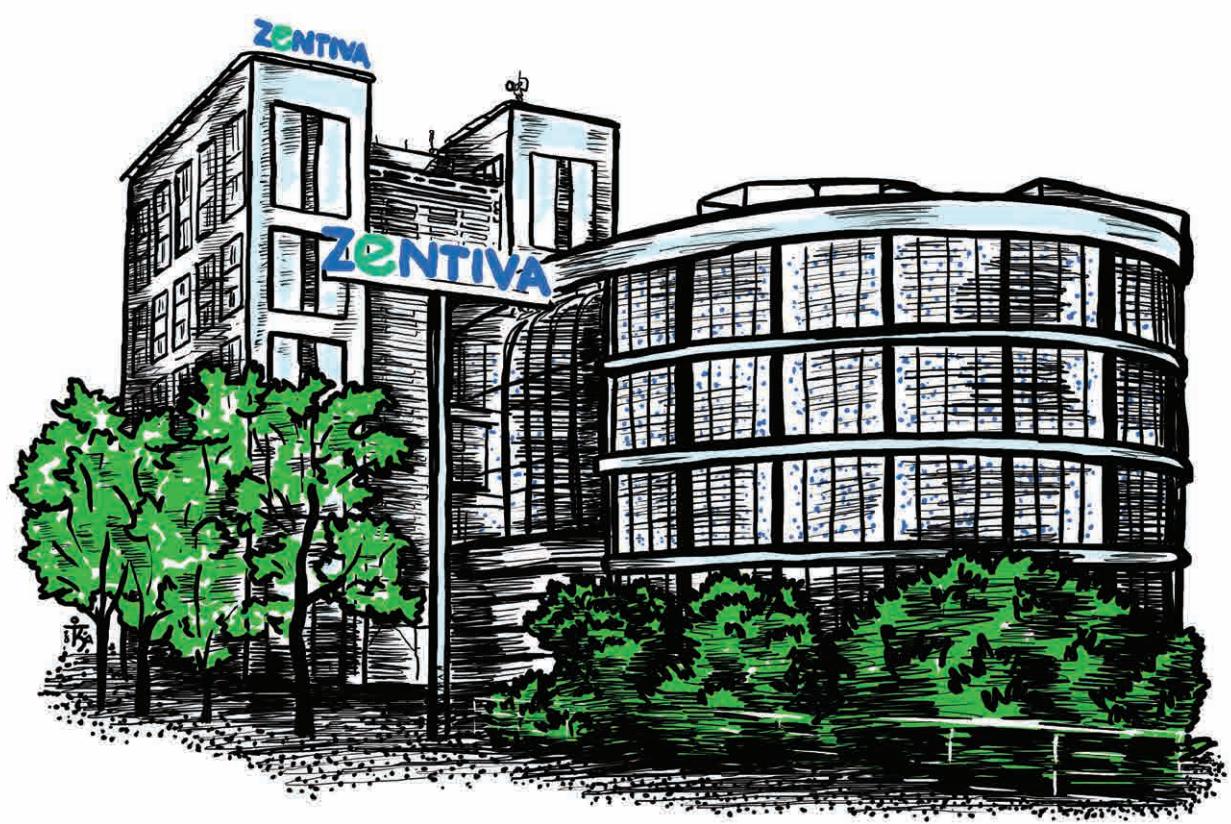


# CODE OF COMMON SENSE<sup>1</sup>

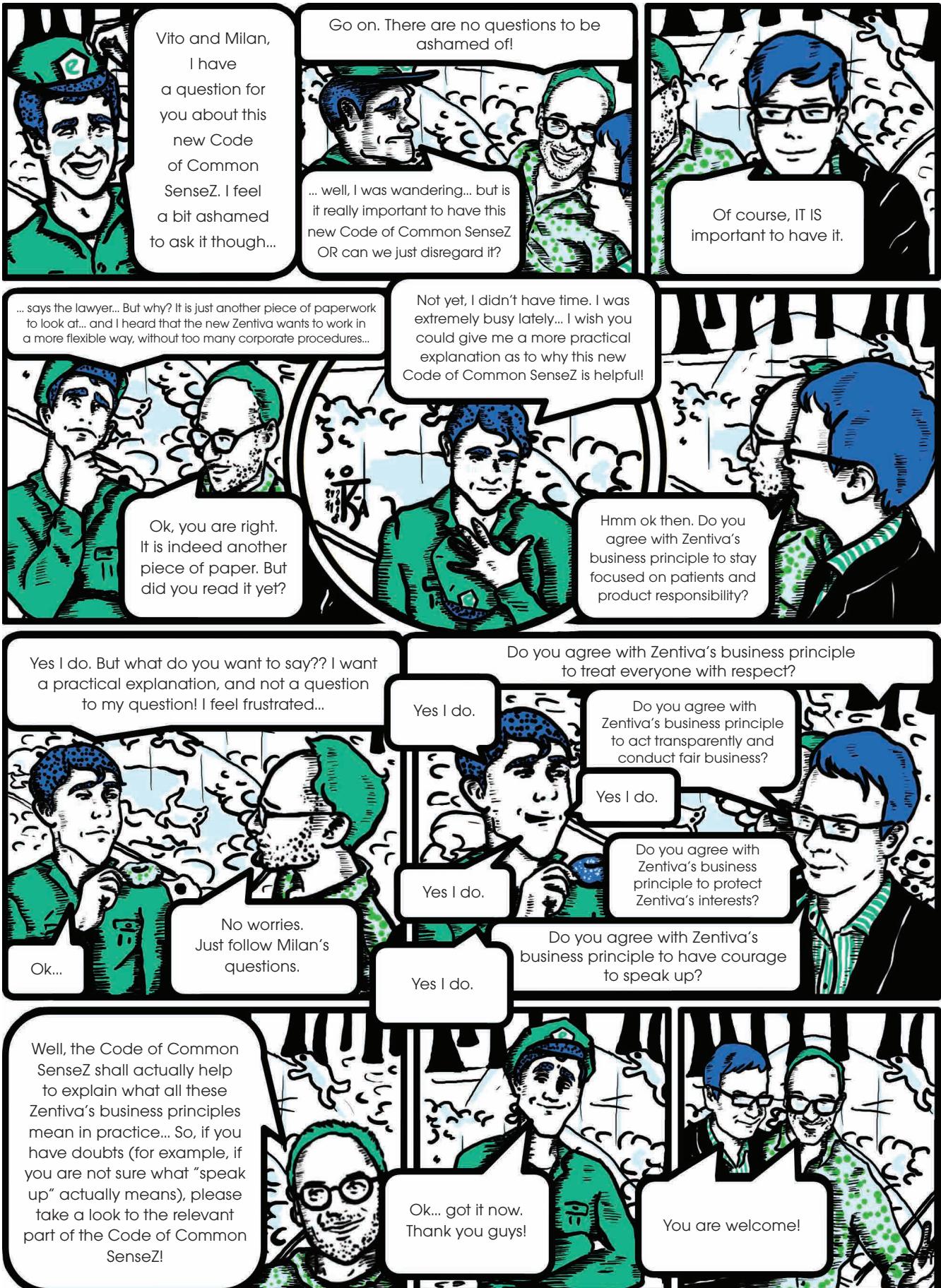


**ZENTIVA**

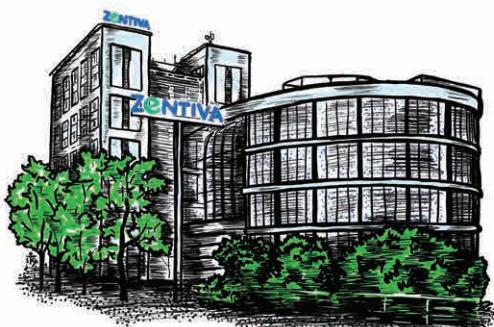
EN



## Zentiva story about the Code of Common SenseZ – Zentiva police man



# Code of Common Sense<sup>Zentiva</sup>



## Introduction:

Together we make up Zentiva - a company with a unique combination of business acumen, ethics and common sense. We represent and exemplify the company everyday with every decision we make, regardless of how small a decision may seem. Our decisions are based on our respect for the common principles we all share - Zentiva's five business principles. These principles do not limit us, rather they empower us and, along with our own senses, guide us in making the right decisions.

## Zentiva's five business principles

- |      |  |
|------|--|
| Ear  | Patient Focus and Product Responsibility |
| Hand | Transparent and Fair Business            |
| Lips | Courage to speak up                      |
| Eye  | Treating Everyone with Respect           |
| Nose | Company Protection                       |

## Zentiva's culture:

Our senses help us to make the right decisions in our everyday life, just as Zentiva's five business principles guide us in our daily work-related decision-making processes. We can compare each of our senses as they may represent one of the above-mentioned business principles. The ear and sound represent our patient focus and product responsibility as we always listen to patients and hear their needs. The eye and sight symbolises our vision that everyone is unique and should be treated with respect. The hand and touch represents our transparent and fair business in all work-related relations we enter into. The nose and smell is our symbol for company protection – to react and defend at the first whiff of trouble. The mouth and taste symbolize our courage to speak up when we identify a concern and the perception that this is accepted and expected at Zentiva.

If we do not find an answer to our question within the five business principles we use our sixth sense – our common sense.

## 1) Purpose of the Code?

This code is a tool for us, the **Zentiva Team**, to guide us and to help us make decisions with integrity in accordance with Zentiva's five business principles and our common sense. The code is divided into 5 sections representing the 5 business principles. Each section gives basic advice on how to follow the corresponding principle.

## 2) What is expected of me?

Every employee is expected to act ethically, fairly and with common sense.

To be able to do so it is necessary to:

- Understand the five business principles
- Act accordingly by incorporating the principles in every decision
- Ask when there is uncertainty
- Learn continuously
- Have the courage to speak up when necessary



### **3) Questions to be asked before any decision is made**

- Is it legal?
- Even if it is legal, is it right?
- Is it compliant with Zentiva's business principles?
- Would I be comfortable with someone treating me in the same way?
- Have I evaluated the risk?
- If there is risk is it an acceptable or "smart" risk?
- Can it harm Zentiva's reputation?
- What additional information may I need before I make a final decision?

### **4) What happens if I breach the code?**

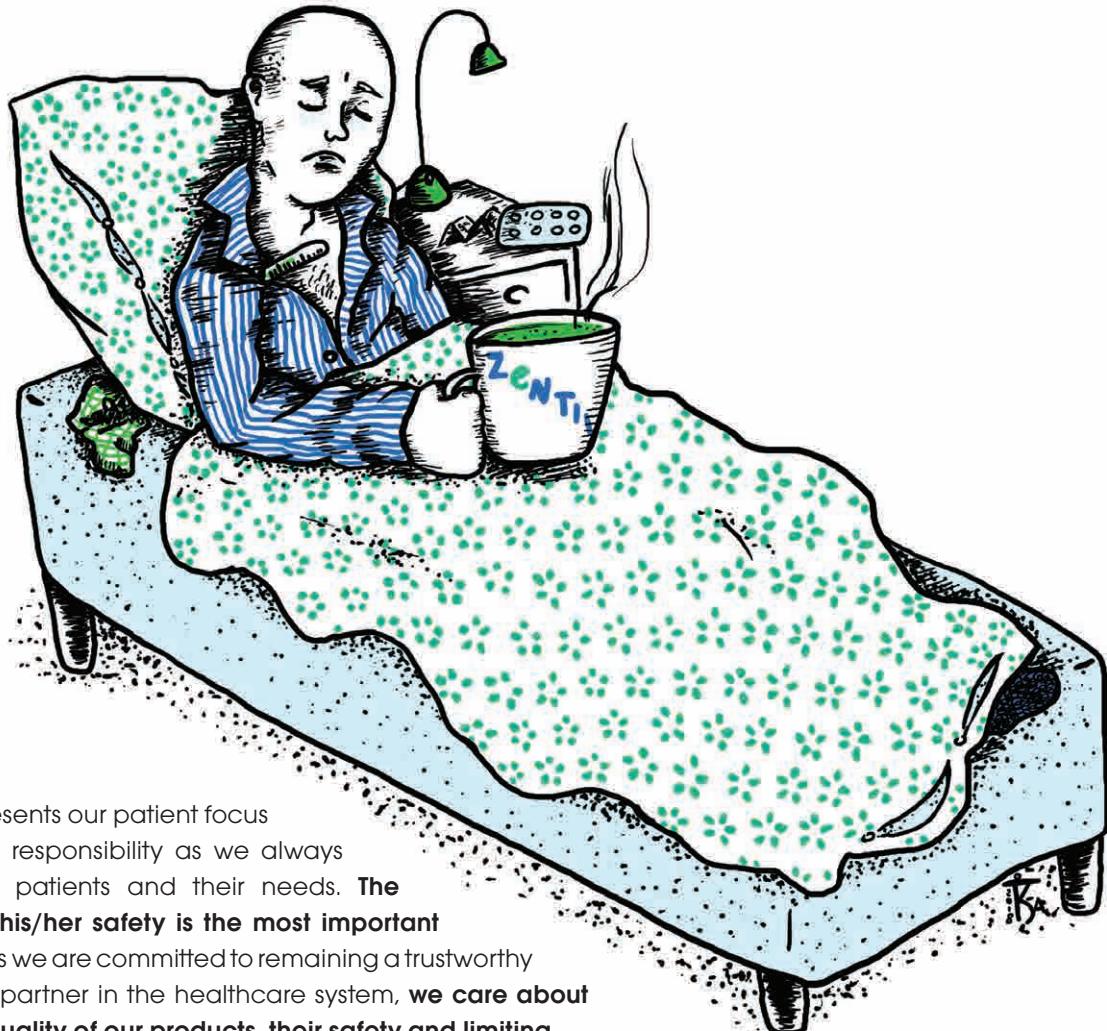
As a result of a breach, each employee may be subject to corrective and/or disciplinary action. Moreover, in serious cases, dismissal and reporting to the appropriate authorities for action is also possible.

### **5) Reference to other resources**

Please be aware that this code summarises only the basic rules. For more information please refer to Zentiva intranet where you can find all of Zentiva's internal procedures and policies. Those procedures and policies are for internal use only.



## PATIENT FOCUS AND PRODUCT RESPONSIBILITY



The ear represents our patient focus and product responsibility as we always listen to our patients and their needs. **The patient and his/her safety is the most important** thing for us. As we are committed to remaining a trustworthy and reliable partner in the healthcare system, **we care about the highest quality of our products, their safety and limiting environmental impact** throughout their lifecycle.

Therefore, mechanisms for reporting adverse events and quality complaints are always put in place. Moreover, we may **cooperate with patients and patient organisations to understand their needs and to support their work** to the extent permitted by legal as well as internal regulations. On top of that, we always follow **good scientific and promotional practices** and respect all related applicable regulations.



## A) Ensuring the highest quality of our products, their safety and limiting environmental impact



We all ensure that every step throughout a medicine's lifecycle, from development through manufacturing to distribution, adheres to the highest standards for quality, safety and efficiency in compliance with all legal and internal rules.



We maintain the quality and safety of all of our products and control these parameters on a regular basis. Every step is traceable and properly recorded to ensure that our products are safe for patients.



We take note of every question, claim or comment relating to our products and ensure that no information is ignored, answers are provided and risk is reduced in order to protect and improve our patients' health.



Any package always includes information necessary for the proper use of the product, mentions known side-effects that may be experienced during standard use, and advises patients to talk to a physician, pharmacist or use other channels of communication if they experience any side effect not mentioned in the summary of product characteristics.



We respect the environment and we limit the environmental impact of our activities throughout the entire life cycle of our products, no matter where this might be.

### Note:

Please report immediately to quality and pharmacovigilance departments:

**Examples of product quality complaints:**

- poor quality printing on packaging
- incorrect label
- damaged tablets
- wrong object in the package

**Examples of adverse event reports:**

- unfavourable or unintended symptom related to use of the product
- misuse, abuse or overdose
- lack of effect
- unintended benefit

### Note:

For more information about communication with HCPs and information about promotion see also Section *TRANSPARENT AND FAIR BUSINESS* of this code.

## **B) Cooperate with patients and patient organisations to understand their needs and support their work**

-  We respect that interactions with patients, their families, advocates and organisations can play vital part of our company culture and we adjust our work to patient needs.
-  Only designated employees may cooperate with patients and patient organisations on behalf of Zentiva. Such employees must be trained in pharmacovigilance and are not authorised to provide any advice on personal medical matters.
-  These interactions should be primarily educational and/or supportive. Any service engagement with patient organisations is provided for the purpose of supporting healthcare or research, e.g. as participants on advisory boards or for speaker services. We do not in any way misuse cooperation for promotion or act in a non-transparent way.
-  We are always transparent about any patient cooperation. Therefore, we also publish a list of patient organisations with which we cooperate and we always need written permission to use the logo of a patient organisation.
-  We never request to be the sole funder of a patient organization or its project.
-  We are only allowed to provide patient organisations with financial or in-kind support if internal approval processes and rules for such support are fully complied with.
-  We may offer patients educational materials to help them adopt healthier behaviour leading to better quality of life and allowing them to cope with their diseases better.
-  We respect and support the independence of patients, patient advocates as well as patient organisations and we never even seek to influence the text of patient organisation material.



**C) Always follow good scientific and promotional practice requirements for all information provided**



All information we provide (whether printed, electronic or verbal) is accurate, objective, balanced, substantiated, scientifically up-to-date, of good taste, reliable and compliant with current scientific data and the registered indications as well as applicable laws and is accessible in the local language in a readable form that is understandable for its recipients without any misleading information.



All promotional or non-promotional material or information intended for public use must be internally approved and regularly checked. The advertising or non-advertising nature of the material will be determined primarily with regard to its objectives, context of use, overall content, format, type and addresses.

## General requirements for promotion

-  Zentiva may promote its corporate brand, company and industry in compliance with all legal and internal requirements.
-  Unless locally specified otherwise, only registered products may be promoted.
-  Promotion of prescription-only products may be focused only on healthcare professionals.
-  Promotion may never encourage irrational use of a medicinal product, be biased or presented with exaggeration.
-  We can provide information that is relevant, clear, balanced, fair, sufficiently complete and accessible to all, with a view to promoting the proper use of our products.
-  All promotional materials have to comply with the relevant marketing authorization or reference document in force in the country where the promotion takes place.
-  Promotional requirements are also applied to non-interventional studies and market research.



## Specific requirements for promotion to the public

-  When promotion of medicinal product is focused on the public, specific additional requirements must be met.
-  Unless locally specified otherwise, only over-the-counter medicine may be promoted to the public.
-  Promotion shall always declare it is a promotion of a medicinal product, it shall enable the recipient to form his/her own opinion and shall include information needed for proper medicinal use with reference to the package leaflet.
-  Please read also Section *TRANSPARENT AND FAIR BUSINESS* of this code for more information about promotion to HCPs.

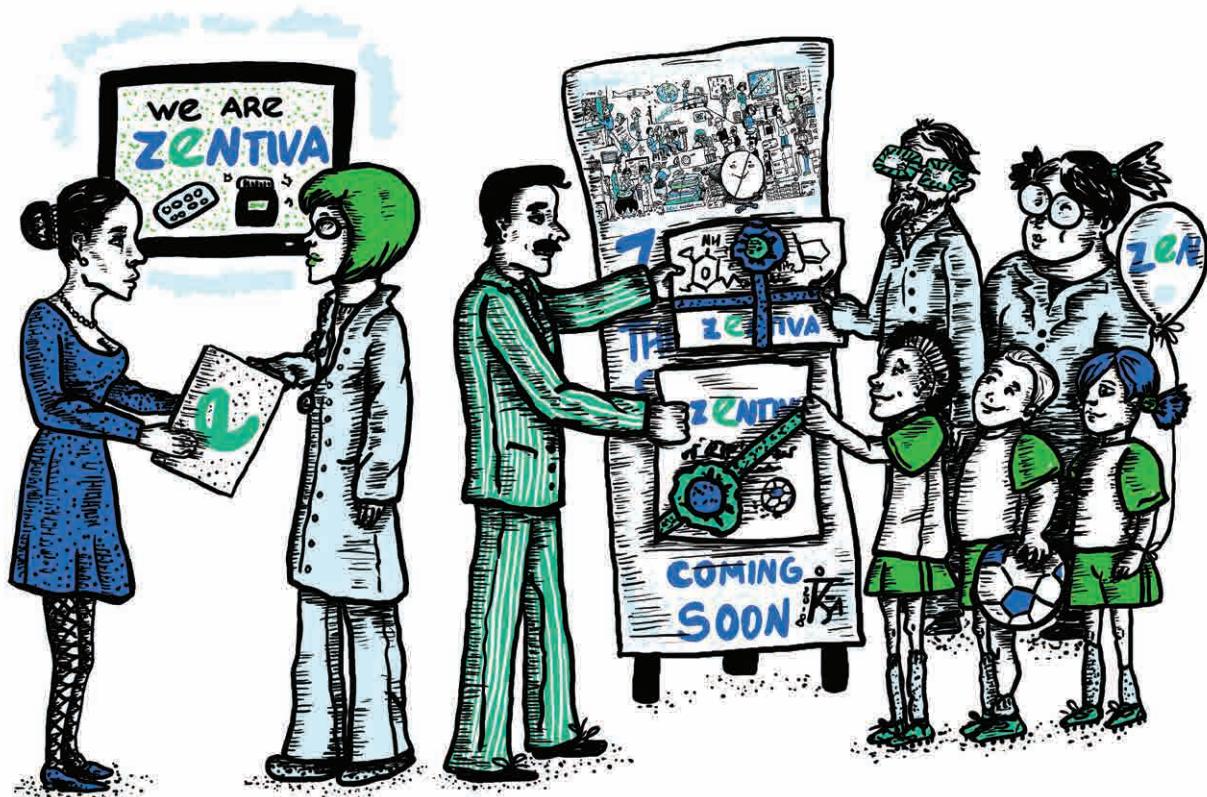


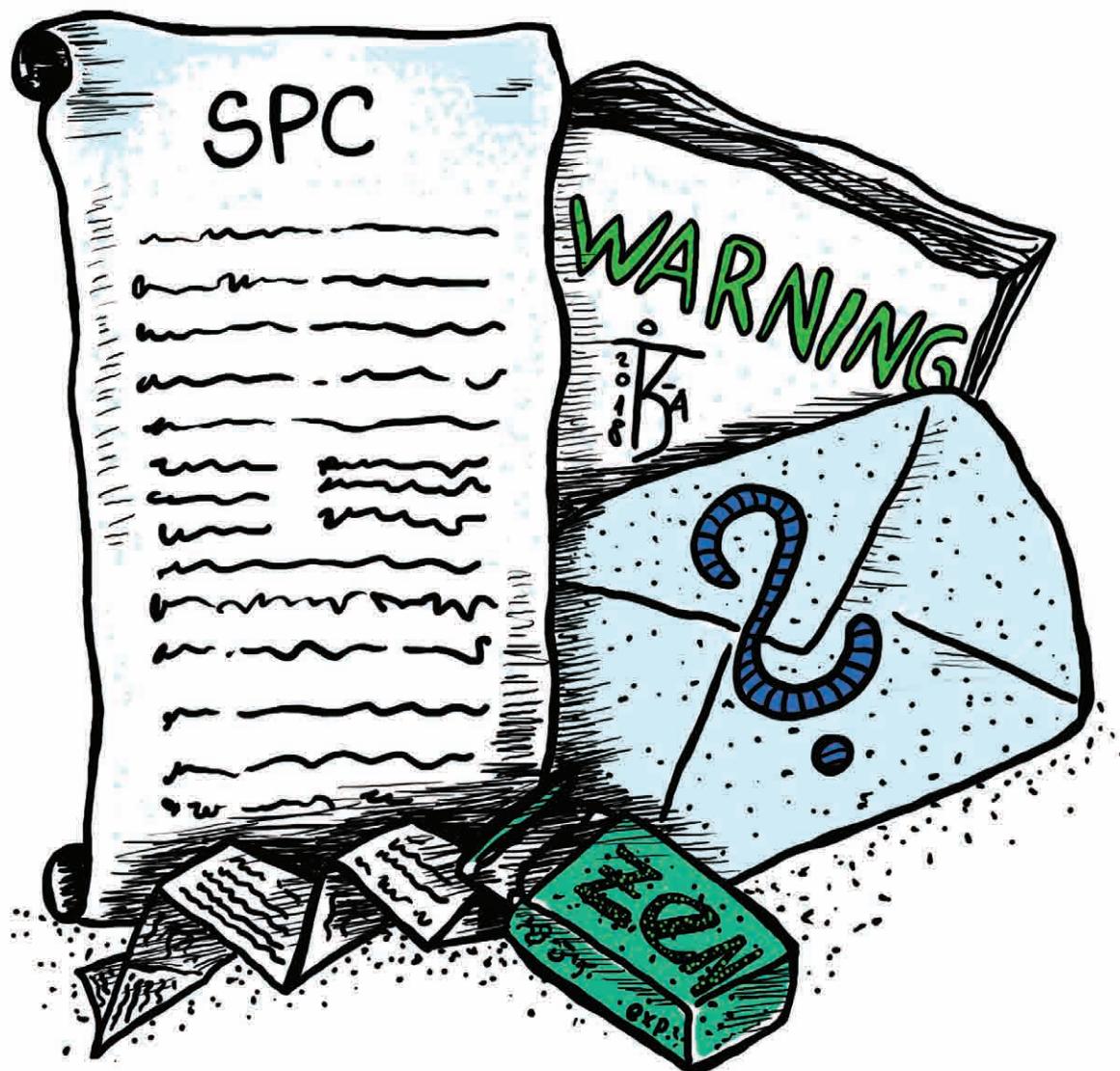
**Note:**

### **What is always considered promotion?**

Any form of information, activities, promotion of medicinal products in line with legislation and other applicable rules to support the prescription, supply, sale or consumption of medicinal products; it shall include in particular:

- Ear icon: the advertising of medicinal products to the general public;
- Ear icon: advertising of medicinal products to persons qualified to prescribe or supply them;
- Ear icon: visits by medical sales representatives to persons qualified to prescribe medicinal products
- Ear icon: the supply of samples;
- Ear icon: sponsorship of promotional meetings attended by persons qualified to prescribe or supply medicinal products; and
- Ear icon: sponsorship of scientific congresses attended by persons qualified to prescribe or supply medicinal products and in particular payment of their travel, accommodation expenses and registration fees in connection therewith.





Note:

**What might not fall under the definition of promotion?**

-  abelling and accompanying package leaflets;
-  correspondence, possibly accompanied by material of a non-promotional nature, needed to answer a specific question about a particular medicinal product;
-  factual, informative announcements and reference material relating, for example, to pack changes, adverse-reaction warnings as part of general drug precautions, trade catalogues and price lists, provided they include no product claims; and
-  statements relating to human health or diseases, provided there is no reference, even indirect, to medicinal products.



## TREATING EVERYONE WITH RESPECT

The eye symbolises our vision that everyone should be treated with respect and should be looked after. We **acknowledge and respect everyone's uniqueness and dignity** and therefore we **protect the privacy and personal data** of every person we interact with. This is also reflected in employee relationships. We **maintain a healthy and safe workplace** where all legal and internal safety requirements are met and we also **support the career and personal development** of our colleagues.



## A) Acknowledge and respect everyone's uniqueness and dignity

 We acknowledge and respect the uniqueness of every person and we promote their diversity. Therefore, we never discriminate against anyone because of gender, age, origin, religion, sexual orientation, physical appearance, health, disability, trade union membership or political and other opinions.

 We also respect and protect human dignity. Therefore, we never tolerate any form of harassment or other types of humiliating treatment.

### Note:

**Harassment** means conduct which annoys, threatens, intimidates, alarms, or causes fear.

**Direct Discrimination** consists of treating someone differently solely because of his/her age, disability, religion, sexual orientation, or any other personal characteristics.

**Indirect Discrimination** occurs when an apparently neutral specification, criteria or practise has a particularly disadvantageous impact upon a person or a group having specific characteristics.



## B) Protect privacy and personal data

 We only collect, use, disclose or store personal data for a specific, legitimate and necessary purpose, in compliance with local legislation, and never longer than necessary for the purpose for which they are processed.

 We are always transparent about data we process and we inform data subjects accordingly.

We exercise adequate standards of securing all personal data while they are being collected, used, disclosed, stored, and transferred internationally and require the same attitude from our contractual partners no matter if seated in or outside the European Union or the European Economic Area.

## C) Maintain a healthy and safe workplace

 We protect and promote employee safety and health, both physical and mental, and we comply with applicable workplace safety and industrial hygiene policies, laws, regulations and standards to ensure that everyone feels safe at the workplace. Controlling mechanisms are always in place.

 We operate in a safe manner and avoid actions that we know, or should know, could be dangerous or harmful and we report any threatening or potentially violent situations likely to pose a risk to health or safety as soon as possible.

 We are encouraged to propose new improvements that may increase safety at our workplace.

 We follow all building security procedures for our relevant sites and always keep important health and safety contact details up-to-date and within reach.



### Note:

Please refer to the Health, Safety & Environment intranet section for additional guidance.  
Violations of HSE laws and regulations may be punishable by strict civil and criminal penalties, both for individuals and for Zentiva.

## D) Support career and personal development

- 着眼点 We provide equal opportunities for employment, development, and advancement for each Zentiva employee or job applicant.
- 着眼点 At our workplace, we support teamwork and the responsible sharing of information within the company.
- 着眼点 We approach every employee individually.
- 着眼点 We support the career advancement of our colleagues; everyone has an equal opportunity for career advancement and good references.
- 着眼点 We also encourage the personal development of our employees by providing them with access to soft skills training and experience.





## TRANSPARENT AND FAIR BUSINESS

The hand represents our transparent and fair business in all work-related relations we enter into. No matter whether of scientific, educational, sales, cooperative or competitive nature, we **comply with anti-trust laws and competition legislation**. We also **have zero tolerance to corruption and bribery** and we expect the same approach in return. To ensure this, we conduct due diligence on the exposed third parties, strictly **follow the contract and signing procedure rules and rules on dealing with political and public bodies**. Moreover, when cooperating with our partners, we always follow all legal requirements and our internal rules for such cooperation. In particular, our **cooperation with healthcare professions complies with all legal requirements**, is transparent and free of any hidden or unlawful promotion.



## A) Comply with anti-trust and competition legislation

-  We do not tolerate any behaviour that prevents, restricts or distorts free and fair competition.
-  We always deal fairly and responsibly with our contractors, vendors and suppliers and we expect the same approach in return.
-  We do not discriminate, boycott or impose any illegal sanctions when conducting business, unless governments impose specific restrictions or sanctions that are applicable to our activities.
-  We comply fully with all applicable anti-trust and competition laws to conduct our business and protect customers.
-  We always use only public sources when obtaining information; we never engage in theft, spying or deception to obtain information.
-  We do not hesitate to withdraw from any discussion with a third party that may breach these rules.

### Note:

#### **When in contact with a contractor, competitor or consumer, we never:**

-  discuss details of our prices or agree to fix prices;
-  abuse a dominant market position;
-  discuss details or division of markets, customers or territories;
-  take actions to manipulate a competitive bidding process or boycott a supplier, customer or distributor; and
-  discuss details of products, financial information, tenders or any agreement details with our contacts or with other entities.

## **B) Have zero tolerance to corruption and bribery**

-  We do not buy business. We are free from any form of bribery or corruption and regardless of possible local practice or custom we always comply with applicable laws.
-  We are fully committed to fighting all forms of corruption, even indirect and passive, in every country we operate in.
-  We do not accept or offer, directly or indirectly, money, gifts, services and any other benefit to or from government officials, politicians, or political parties.
-  We carefully oversee the work of third parties we would like to cooperate with to ensure they do not engage in activity that is or could be perceived as bribery or corruption.
-  We also apply these rules when dealing with public procurements.

## **C) Follow contract and signing procedure rules**

-  We always follow internal procedures concerning procurement and contracting processes that regulate the selection of partners, drafting and signing of agreements and responsibilities.
-  We conduct any interaction with appropriate care and attention to ensure that any verbal or written exchange cannot be interpreted as an agreement.
-  Every contract must be approved, internally reviewed and signed on behalf of Zentiva only by authorised persons. Usage of Zentiva's templates is preferred.
-  Our contracting partners are required to comply with all locally applicable legal standards and our company's standards, especially with respect to human rights and working conditions that correspond with the fundamental principles of the International Labour Organisation.
-  We always care about our contracting partners' reputation and conduct due diligence on exposed third parties.
-  We take special care and follow even stricter rules when Zentiva is involved in tender processes or under a contractual agreement with a public authority.

**Note:**

**Examples of potential warning signs:**

-  third party's reputation;
-  contracts do not specifically stipulate each party's duties;
-  large and unsubstantiated advances with respect to commissions in agreements with agents or consultants; or
-  unspecified content of invoices.



**What is a bribe?**



A bribe can be anything of value. It is the act of offering, promising or giving a financial or other advantage or benefit to another person with the intent to induce improper performance of a business or public function, especially to do or not do something within the scope of, or facilitated by, their job or position.



#### Even passive corruption is forbidden



Passive corruption means that a government official or any other person solicits or obtains offers or promises of money, gifts, services or benefits to do or not do something within the scope of, or facilitated by, their job or position.

#### Note:

#### Pay close attention when dealing with government officials, politicians and political parties



We are free to privately contribute our time, expenses and other support to candidates, parties and civic organisations, but we never present ourselves as representing Zentiva when conducting these political activities and we are forbidden to use Zentiva's assets for these activities.



We do not have authority to commit Zentiva directly or indirectly to support a political party or a political candidate in any way whatsoever, or to link any associations with Zentiva in their political activities.

## D) Also respect other requirements for cooperation with third parties

-  Every time we cooperate with third parties, we strictly follow all legal and internal regulations, especially those related to procurement, contracting processes and prohibition of corruption and bribery.
-  Before any cooperation it is necessary for us to check whether it is permitted or not and what other limitations there may be.
-  As a general rule, donation or other similar contribution or non-HCP sponsoring requires HQ level approval, further details are stipulated by Zentiva internal regulations.
-  When providing any entertainment or gift to third parties, our conduct never creates the appearance of impropriety that may expose Zentiva and the third party to criminal and/or civil prosecutions and sanctions and also harm the reputations of both Zentiva and the third party. Please always follow Zentiva policies, local legislation and applicable rules.
-  We are always transparent about any cooperation with third parties and when Zentiva is required by law or internal procedure, we always disclose all required information related to such cooperation.
-  We never conduct any event for third parties without a defined rationale.
-  With respect to events, we follow internal requirements, especially regarding engaged stakeholders, participants, hospitality, travel arrangements and location (e.g. locations shall not be primarily known for their entertainment or recreational value or be luxurious).
-  Concerning events, we respect that accompanying persons are not permitted to attend Zentiva events. Moreover, Zentiva must not cover any type of expenses or support any logistic activities related to an accompanying person.
-  Even when sponsoring a third-party event, we ensure our rules concerning the above-mentioned event requirements are followed.



### Note:

When cooperating with HCPs, patients, patient advocates and groups, stricter rules may apply. Please refer to Section *PATIENT FOCUS AND PRODUCT RESPONSIBILITY, part B* and Section *TRANSPARENT AND FAIR BUSINESS, part E* of this code.

## E) Comply with stricter rules when cooperating with HCPs

-  We may engage HCPs to provide services to Zentiva when all legal and internal requirements are fulfilled, especially when there is a genuine need for such services to be provided.
-  When cooperating with healthcare professionals, we strictly follow legal and internal requirements, especially in terms of promotion.
-  We never influence healthcare professionals in a way that is against the law or our internal regulations.
-  We may occasionally provide educational materials, inexpensive gifts, and medical utility items to a healthcare professional in accordance with applicable rules and local requirements, but never as personal benefit or a means of improperly influencing the HCP.
-  No contribution is allowed to HCPs with the exception of the above-mentioned items or support for the education of healthcare professionals.
-  Payments in cash or cash equivalents (such as gift certificates) are prohibited and must not be offered to healthcare professionals.
-  We may provide financial sponsorship to events focused on healthcare professionals, provided the events are relevant to the HCP's and Zentiva's therapeutic areas or business interests and the sponsorship is not used for recreational or entertainment activities of the HCPs.
-  We never misuse sponsorship of any event as a way to indirectly fund or support any activity that HCPs could not legitimately undertake themselves.
-  We may provide contributions to HCPs or other scientific experts to support their attendance at a third-party event only if our ethical requirements are complied with.

**Note:**

What is to be understood as "inexpensive" may differ according to the different countries Zentiva operates in.

**Note:**

### Examples of allowed items when all other requirements are met

Medical utility items might include an anatomical model for use in an examination room, or medical textbooks	Gifts may be represented by pens or notepads bearing a brand name
--	---

**Note:**

**A service can cover different types of activities, such as involvement in:**

-  A advisory boards;
-  speaking engagements;
-  participating in research;
-  participating in research groups;
-  marketing research;
-  training and education on products;
-  and consulting (e.g. bibliography search, review of materials developed in-house) other relevant meeting, boards and committees).



**Note:**

For information about cooperation with patients, patient advocates and groups, please read Section *PATIENT FOCUS AND PRODUCT RESPONSIBILITY* of this code.



## COMPANY PROTECTION

The nose is our symbol for company protection and the fact that we all are committed to protect Zentiva from any danger even before it might be smelled. Protection concerns more than Zentiva's property. It also includes Zentiva's image and reputation. An important part of any protection is also prevention to mitigate any risk. To ensure this, all work-related decisions and acts are always in compliance **with all internal procedures and Zentiva's interest**, no matter whether financial or social. From the external point of view, we never share **confidential information**, we respect responsible communication principles, especially related to social media, and we also bear in mind that only designated employees are authorised to speak on behalf of Zentiva. From the internal point of view, we all are committed to use Zentiva's assets wisely, we **keep accurate books** and records and we are always transparent about any, even potential, **conflict of interest** and we know our limitations with respect to insider trading.





## A. Respect confidentiality of information

We are aware of the fact that sensitive scientific, technical and commercial information serves as a basis for Zentiva's business.

Therefore, we take every possible measure to maintain the confidentiality of all information related to Zentiva, its business partners, competitors, employees and the like that is not in the public domain, regardless its status of sensitivity or confidentiality.

We use our common sense and never share, not even unintentionally - e.g. in public transport, any confidential information or any other information not publicly known outside Zentiva.

Even within Zentiva, we always strive to prevent any possible internal leak.

When requested by authorities, only authorised persons may provide legally required information on behalf of Zentiva and always after receiving appropriate approval.

We report to our superiors all situations that may breach or decrease, even potentially, the protection or confidentiality of any sensitive or confidential information.

To protect confidential information properly, we are in compliance with rules regarding the usage of Zentiva's assets, IT security, responsible external communication, record management, data privacy as well as other rules related to confidentiality.



**Note:**

Confidential information is any information, regardless where it comes from, that is not publicly known, and which is to be protected from any inappropriate use or disclosure because such use or disclosure could potentially harm Zentiva or a third party.



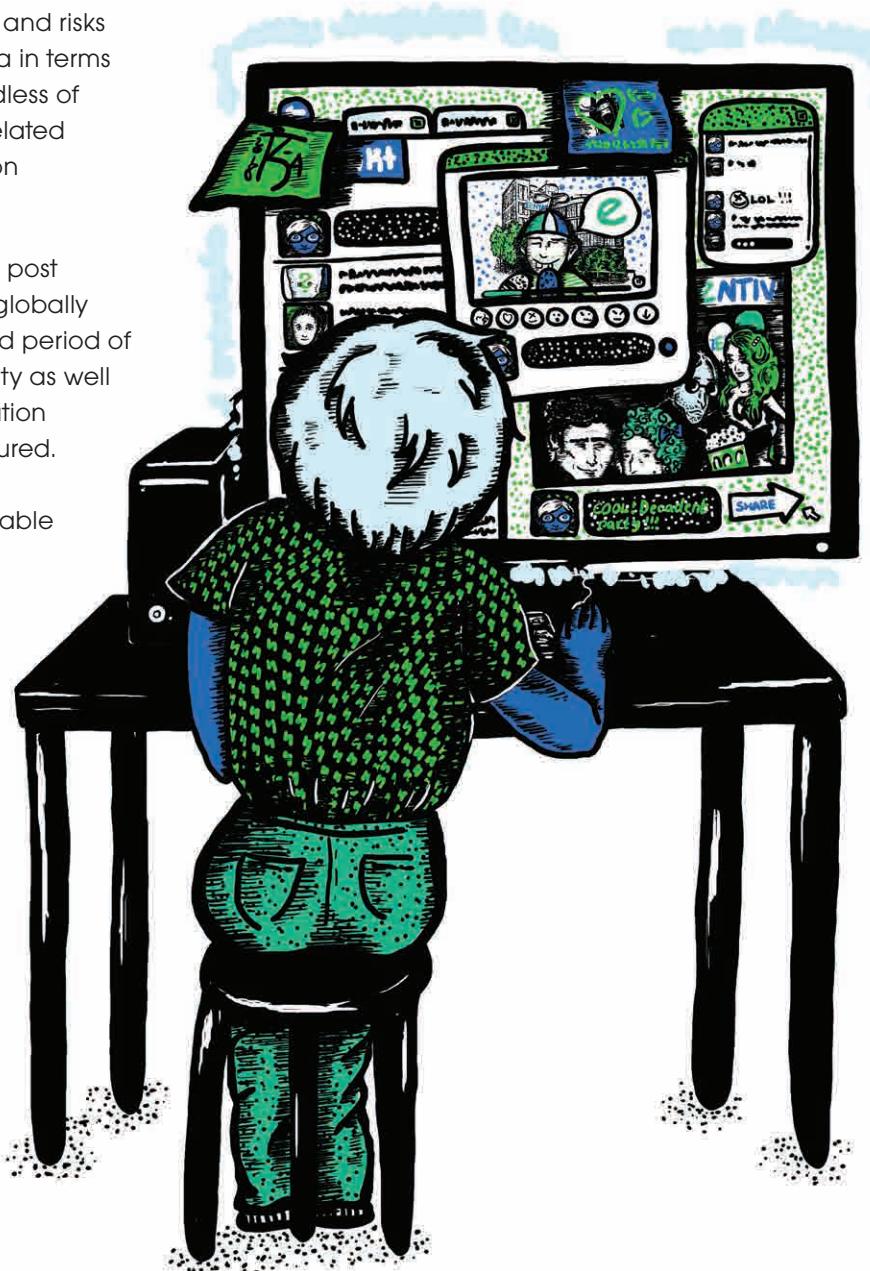
**Note:**

**Examples of information that has to be protected:**

- ↳ intellectual property rights and trademarks;
- ↳ Zentiva's business and financial condition;
- ↳ strategic/business plans, also including any pricing, marketing and sales information,
- ↳ patient and employee records;
- ↳ clinical data, research and technical data, inventions, innovations;
- ↳ manufacturing techniques;
- ↳ ongoing litigations;
- ↳ former, current, and potential customer relationships, also including terms and conditions of such contractual relations; and
- ↳ any information received from third parties under confidentiality and restricted use obligations assumed by Zentiva.

## B. Use social and other media responsibly

- ↳ We all understand the importance of social media and other media communication because only when we act responsibly in this field can we protect the image and reputation of Zentiva from negative impact.
- ↳ We never communicate on behalf of Zentiva, unless we are a designated employee authorised to do so, and even when authorised, we follow official positions internally agreed by Zentiva and never disclose confidential information.
- ↳ When using any media, we always use our common sense and take at least the same precaution as we do when communicating with respect to our own interests, because we know that any communicated information may be used to attack Zentiva's security or other interests, especially when words are not chosen carefully.
- ↳ With respect to social media, we are aware of new possibilities and risks presented by social media in terms of communication, regardless of whether private or work-related (e.g. when commenting on a colleague's post).
- ↳ We keep in mind that any post on social media may be globally accessible for an unlimited period of time and the confidentiality as well as integrity of any information communicated is not ensured. This may result in a locally legal and socially acceptable post being accused of being inaccurate, insulting or illegal.
- ↳ One element of responsible communication is to report any relevant comment or web discussions that should possibly be addressed by Zentiva.



**Note:**

**Special attention should be drawn to following situations:**

-  You are asked by the media to say something about your employer.
-  You make a comment on a colleague's Facebook page.
-  You would like to share a photo from a company event.

### C. Follow record management and financial procedures

-  We know that accurate, true and clear bookkeeping, as well as any other type of records are the basis for any decision to be made, and therefore we respect all internal procedures related to record management with special emphasis on financially related records.
-  We respect laws or international standards when they require Zentiva to follow special ways of keeping records in some cases.
-  We never lie or use misleading information when producing our reports.
-  When required by law or internal procedure, we disclose all required information transparently.

### D. Safeguard Zentiva's assets

-  We are committed to protect Zentiva's assets, regardless of whether tangible or intangible, because they support our work every day.
-  To safeguard assets properly, we strictly follow every internal procedure related not only to physical security, but also IT security.
-  With respect to Zentiva's assets, we do not use them for activities unrelated to Zentiva's business or lend assets to third parties, unless agreed beforehand.
-  We use our common sense and treat every Zentiva asset as if it was our own.

**Note:**

**Examples of Zentiva's assets**

**Tangible:**

machinery, vehicles, hardware, supplies, documents, inventory, etc.

**Intangible:**

software, intellectual property, technology, information, etc.

## E. Disclose personal conflicts of interest

To protect Zentiva from any harm, we carefully assess every situation and we always try to prevent any situation that could create a personal conflict of interest, especially when the objectivity of our business decisions may be impaired.

We respect that every valuable item, entertainment or gift which is offered to us, regardless of its value must be evaluated in line with our policy and the relevant process should be followed. (e.g. notification via a specific disclosure form if requested, polite refusing/returning etc.)

When we find ourselves in a situation, even potential, where our personal interests may be in conflict with Zentiva's interest, we always use our common sense and are transparent towards Zentiva and we never harm Zentiva's interests.

Therefore, we:

- disclose any, even potential, conflict of interest according to internal procedure;
- ensure that even our not-for-profit activities are in compliance with the Zentiva policy on Conflict of Interest;
- do not commit Zentiva to any political activism;
- do not play any part in the decision-making process where our objectivity may be challenged;
- also assess possible conflicts with respect to the interests of close persons; and
- always comply with the law, applicable self-regulatory regulations and local customs.

**Note:**

**A conflict of interest** is any situation where there is a risk that your interest will interfere with, or has the appearance of interfering with, Zentiva's legitimate business interests.

**Note:**

**Be aware** that you may also find yourself in a conflict of interest when the interests of your close family or associates are taken into account.

## F. Respect insider trading rules

- ↳ We are aware of the ability of insider information to influence the price of financial instruments, especially shares.
- ↳ We always treat all insider information as confidential unless agreed by Zentiva otherwise.
- ↳ We respect that when possessing any insider information we are forbidden to make any investments related to such financial instrument within so called black-out period communicated by Zentiva (if applicable).
- ↳ We respect the rules not only when related to Zentiva shares, but also to the shares of any third party that Zentiva is in negotiation or dispute with.

**Note:**

**Insider trading is the buying or selling of a security while having access to material non-public information directly or indirectly related to the security that is able to influence the value of such share (insider information).**

**Examples of insider information:**

- ↳ financial results;
- ↳ proposed acquisitions or divestments;
- ↳ important study results;
- ↳ issuance of marketing approval for a new product;
- ↳ losing or gaining a major contract; and
- ↳ ongoing litigation



**Note:**

For more information or advice, please contact the legal or finance department.



## COURAGE TO SPEAK UP

The mouth symbolises our courage to speak up. Zentiva's business principles only have value when there is no fear of raising any concern, asking any question or making any suggestion. The courage to speak up represents the foundation for building trust internally and externally. Therefore, Zentiva provides access to appropriate channels for cases when somebody wants to speak up in good faith without malicious intent. Zentiva has a non-retaliation approach to any good-faith concerns.

### What is understood by a concern?

Concerns are potential illegal or unethical situations and conduct that appear, or are suspected, to breach laws, regulations, industry codes of conduct, Zentiva policies and standards or any of the principles included in this code. Examples may be harassment, fraud, data privacy breach, disclosure of confidential information or even significant internal control weakness.

### When to speak up?

You are encouraged to speak up when you identify a concern in good faith without any malicious intent or when you would like to ask any question related to compliance. If you are the relevant person who is reporting a concern, you are encouraged more than others to report all concerns that have been brought to your attention to any Zentiva Compliance Officer or to the Zentiva Speak-Up Line, otherwise your conduct may also be seen as a concern.



#### Note:

Be aware that it is much better to speak up when a concern is only potential or small, to prevent it from becoming significant.

## **Who shall be contacted?**

Employees may contact their direct manager or another superior, local Human Resources Manager, Compliance Officer or the Zentiva Speak-Up Line. Employees may also directly contact a director or manager of the specific department to which the concern directly pertains. In addition, dedicated channels can be available to report alerts pertaining to very specific areas (e.g. HSE, ITS, Quality or PV).

Employees are nevertheless encouraged to raise their concerns directly to the Compliance Department, through the relevant Compliance Officer or through the Zentiva Speak-Up Line (contacts available at the end of this Code).

All above-mentioned persons are expected to listen to your concerns objectively and address them promptly, discreetly and professionally.

## **What is the procedure?**

Once you have spoken up, the contacted person will process the issue promptly, discreetly and professionally according to the Zentiva policy on Speak-Up. If you do not specify that you wish to remain anonymous, your name will also be noted for more efficient procedure and follow-up. Individuals whose conduct is reported will be informed as soon as possible, subject to any preliminary investigations that may need to be conducted. Other relevant departments may be also asked for their cooperation. The action to be taken will be decided by the relevant department.

For more information, please, read the Zentiva Global Policy on Speak-Up.

## **What is the role of the Compliance Committee?**

From the general point of view, the main role of the committee is to facilitate and ensure the effectiveness of all components of Zentiva's compliance-related issues and to monitor the effectiveness of related procedures. With respect to the Zentiva Global Policy on Speak-Up, its main role is to accept, assess and resolve concerns that have been raised.

For more information about the Compliance Committee, please refer to the Zentiva Global Policy on the Establishment of a Compliance Committee.

## **Why do we need the Speak-up Line as an extra resource?**

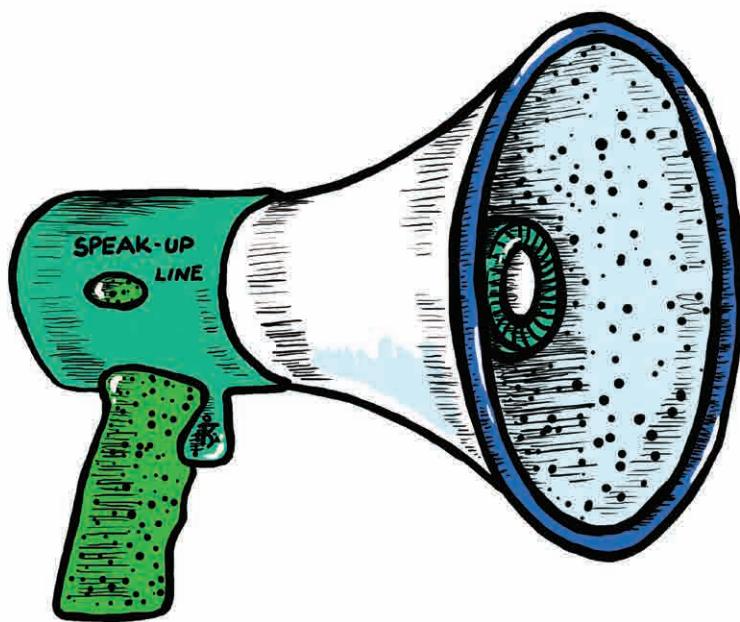
The purpose is to provide a safe, secure way to ask questions or report concerns regarding Zentiva. The Speak-Up Line is usually the preferred resource if you would like to remain anonymous or just do not want to discuss the issue in person internally.

## **Could raising a concern be harmful for me?**

You can report concerns or ask without fear of reprisal or retaliation, even if the facts reported prove to be inaccurate or no further action is taken as long as you speak up in good faith without any malicious intent.

## **Are there any sanctions when the concerns turn out to be substantial?**

If the investigation shows that the raised concern represents a breach of law, internal procedure or the principles contained in this code or any other practice that may expose Zentiva to unnecessary risk, corrective action and/or disciplinary action and/or legal proceedings will be addressed.

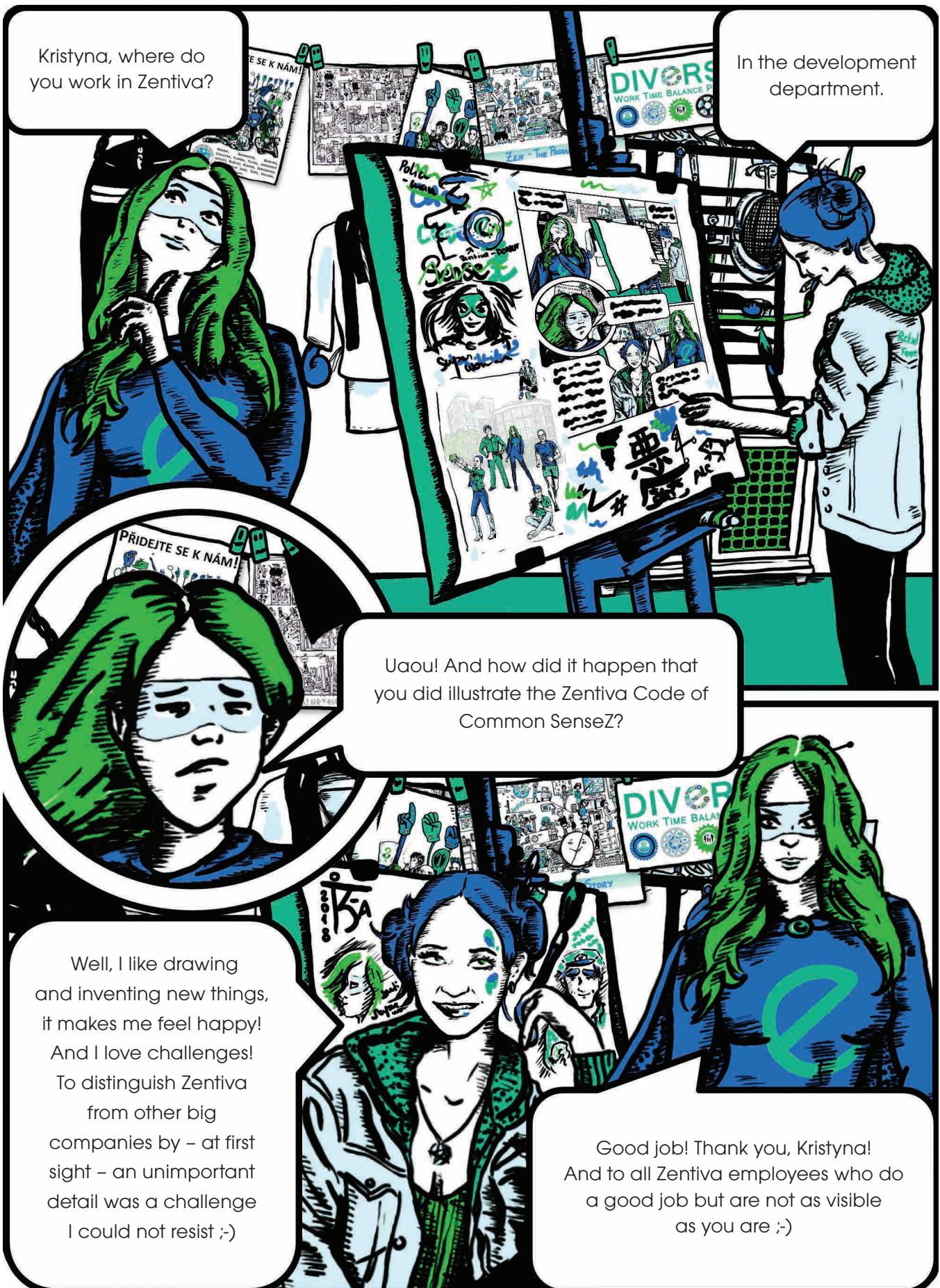


#### **Compliance and Speak Up line contacts:**

(valid as of November 12, 2018)

compliance@zentiva.com  
phone no.: +420 267 242 440  
mobile no.: +420 725 986 555

## Zentiva story about the Code of Common SenseZ – Zentiva super woman





2018  
K

Published by:

**Zentiva Group, a.s., 2020**

With support of:

**Kastner & Pieš, advokátní kancelář**

Illustrated by:

**Kristýna Benediktová**

version 2

