



CODE OF eTHICS

Forewords

The Zentiva team is building a Great Medicines Company, bringing high quality affordable medicines to millions of patients across Europe and beyond.

We have six SuperpowerZ that underpin how we go about our everyday activities, to be: **Fast, Lean, Creative, Connected, Inclusive** and **Responsible**. At the heart of being responsible is “doing the right thing” – the essence of our Code of Ethics.

Zentiva operates in compliance with all applicable laws and regulations, understands that our business is built on trust and that we all conduct our business in an ethical way.

A Message from the CEO

“ Every member of the Zentiva team helps Zentiva grow. As Zentiva grows more people get the high quality affordable medicines they need. Through the provision of medicines and supporting services Zentiva makes a huge contribution to public health.

In business, as in life, you only have one reputation – so take good care of it. The decisions and choices we each make today will be judged by today’s standards, but will also be judged by future standards.

There are many examples reported in the media where large reputable companies in the pharmaceutical industry have made choices that seemed to be in the best interest of the company at the time, but later proved to be inappropriate for patients and the healthcare system while damaging the reputation of the company in question.

Similarly breaches of competition law have led to high profile legal cases being brought against pharmaceutical companies by the EU and national governments. Furthermore, the United States has successfully prosecuted companies and individuals under the Foreign Corrupt Practices Act.

One poor decision can undermine years of excellence, so at Zentiva we ask each of our team members to conduct every activity in a compliant way; but also to look forwards and ask the question: “is it right?”. If you are unsure, take advice from your colleagues and the leadership of our core functions in Legal, Compliance, HR, Quality and Finance. If you see something in our Company that does not feel right – speak up with confidence.

Zentiva has an excellent compliance track record and we are proud of what we have achieved, but let’s look forwards to the Company we want to become and raise the bar and the standard wherever we can. ”

Nick Haggar
CEO – Zentiva

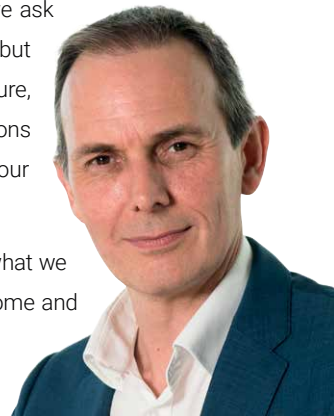


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1. Our Mission, Our Values, Our Code

At Zentiva, we are bonded together by our common mission to help people live well through the development and supply of high quality, affordable prescription medicines and consumer brands.

Every pack of medicine that we deliver increases the number of patients receiving the best therapy for their medical needs, helps to increase healthcare standards and contributes to the sustainability of healthcare systems now and for the generations to come.

Our SuperpowerZ (**fast, lean, creative, connected, inclusive** and **responsible**) together with our mission and this Code, help us make good choices, navigate challenges and have pride in what we do.

This Code guides us through every decision we make, regardless of how small does it seem. We act in line with our values which are put into action through this Code.

The Code is applicable to all Zentiva employees and everyone who acts on behalf of Zentiva. It summarizes basic principles and outlines key areas which are under the supervision of different functions within our Company.

We operate in line with applicable codes of practices that are active in countries where we conduct our business. Zentiva is also a member of the Medicines for Europe industry association and follows its **Code of Conduct**. Zentiva's memberships are publicly available on our website.



2. Our Commitment to Patients, Quality and Safety

At Zentiva, the safety of patients and all people we serve is paramount. Patients, healthcare professionals, trading partners, regulators and governments trust the medicines that Zentiva produces.

2.1 Quality and Safety of our Medicines

We commit to ensuring that all our medicines meet the high quality and safety standards expected by our stakeholders and that are embedded in our marketing authorisations and product dossiers.

We work in partnership with regulators and designated inspectors/quality organisations to ensure continued vigilance over the safety and efficacy of the medicines we supply. Our commitments are embedded in our Quality Policy prominently displayed in all our operational sites.

All Zentiva quality and safety standards, processes and systems are in compliance with good operating practices including good clinical, laboratory, research, manufacturing, pharmacovigilance and distribution practices.

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 medicines are safe for patients.

We constantly strive for improvement. We review all feedback from partners and patients, including comments, complaints and claims as part of our Pharmacovigilance and Safety monitoring. We work with regulators across Europe and beyond to respond to new issues and data detected across the wider healthcare system so that we can conduct patient risk assessments and introduce any identified and agreed corrective actions.

2.2 Cooperation with Patients and Patients Organisations

Direct interaction with patients, their families, advocates and patient organisations is an important part of uncovering healthcare needs.

Contact and working with patients and patient organisations is undertaken in a transparent way, in line with applicable local laws or regulations. Our interactions will be educational and supportive but non-promotional.



3. Our People

At Zentiva, every one of us brings our own unique blend of skills, experience and talent. We each contribute to the development, manufacture and supply of high-quality affordable medicines for the people who depend on them every day. Who we are, what we know and how we act sets the tone for the Company. Zentiva is a great place to work where we can be our true selves and realise what we strive for.

3.1 Diversity and Non-Discrimination

We are proud of our diverse work environment. We respect the uniqueness of every person. We do not discriminate based on gender, gender identification, age, culture, religion, sexual orientation, physical appearance, ability, union affiliation or political and other opinions. Our workspace encourages everyone to be their true selves because we believe that authenticity and diversity are a source of great energy and strength.

3.2 Human Rights

At Zentiva, we expect everyone to respect human rights. We do not tolerate any form of discrimination, harassment, retaliation, intimidation, humiliation, bullying, unfair treatment or inappropriate behaviour at any time.

We strive to improve our internal processes to identify and promptly address any risk in relation to respecting human rights across our operations. We have zero tolerance for any forms of modern slavery, forced work or human trafficking.

We compensate our employees fairly and in accordance with applicable legal requirements. We respect employees' right to be part of a labour union and we work side by side with the unions to achieve the best outcome for our people and our Company. We respect every child's right to education and personal development and we do not tolerate any form of child labour.

3.3 Career and Personal Development

We believe that everyone in our team has talent and we are committed helping our employees learn and grow to unlock their strengths and turn it into the performance of our Company. We actively encourage personal development and career advancement – which is regularly reviewed as part of our Zentiva Talent and Development Program. Support for development and growth is conducted in a transparent way through 1:1 conversations and team reviews.

3.4 Safe and Healthy Workspace

We strongly support the wellbeing of our teams and work hard to protect and promote employees' safety and health. We comply with applicable workplace safety and industrial hygiene policies, laws, regulations and standards to ensure that everyone feels safe at work. We conduct routine risk assessments and encourage all our team to take ownership of health and safety. In this way we can continually look to reduce the risk of accidents in the work place and ensure that controlling mechanisms are in place and effective. Zentiva champions the Health and Safety of its employees through “#WeCare – We are responsible” program.

3.5 Insider Trading

On occasion it is possible that Zentiva employee(s) will be involved in projects where third party confidential information is shared with us under a confidentiality or non-disclosure agreement. All Zentiva employees are bound to respect the terms of the confidentiality agreement until it expires. In addition where such information relates to a company whose shares are publicly traded, the extent to which the information is considered to be share-price sensitive will be reviewed. In the event of such information being considered share-price sensitive, a list of “Insiders” will be established and these individuals will be prohibited from directly or indirectly making any investments relating to that company for a pre-determined period of time.

Our employees are required to follow the Corporate Policy on Insider Trading.

Our employees are expected to act ethically and in accordance with the Zentiva Code of Ethics. We are all ambassadors of the Company and we all need to behave responsibly. In case of a breach of the Code of Ethics the employee(s) in question may be subject to disciplinary action. In serious cases a breach may result in dismissal and reporting the breach to the appropriate authorities.



4. Our Impact

Each new medicine that Zentiva launches reduces the price point of that medicine to healthcare systems in each country. There is overwhelming evidence that as competition increases and the price of medicines reduces more patients get access to that “gold-standard” medicine. This contribution to public health is enormous with Zentiva helping millions of patients every year to live better, healthier lives while saving the healthcare system hundreds of millions of Euros.

We continually invest in R&D to develop bio-equivalent medicines for Europe and internationally while also working to improve the medicines for patients, bring new medicines into combinations and bring forward innovative treatments to address unmet patient needs.

As we work we are conscious of the importance of sustainability. We seek to continually reduce our impact on the environment as we all share the same planet.

4.1 Environmental Sustainability

We believe that protecting environment and promoting environmental sustainability is the right thing to do. While focusing on our mission we also strive to limit the environmental impact of our activities throughout the entire life cycle of our products.

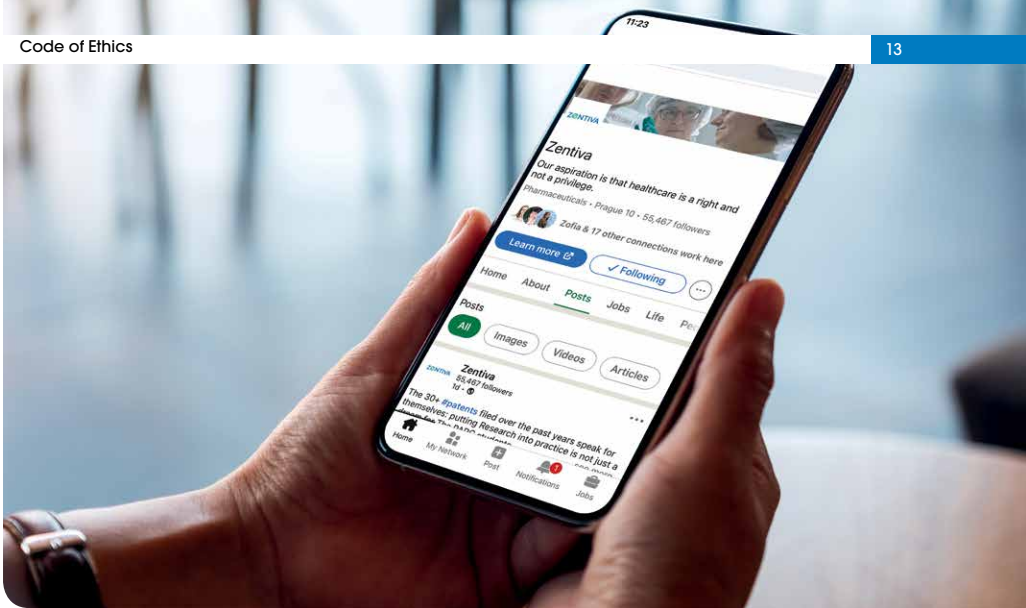
Our overall vision is to be carbon neutral by 2030. Thus, we have developed a program that targets energy, water consumption, waste management and biodiversity. We need to act today for a sustainable tomorrow. At Zentiva, we care about the environment around us, so we promote our program PlanetZ that encapsulates all activities we undertake to help saving our planet.



4.2 Research and Development

Our products reflect our innovative approach across the whole Company. We have a strong commitment towards our patients to deliver high quality and affordable medicines. We strive for excellence and always seek for innovative solutions in our development to increase the quality and safety of our products. Our development team works in close collaboration with reputable scientists and academics on research activities which helps to move our industry forwards.





4.3 Social Media

At Zentiva, we are responsible in everything we do, every day. Social media has become a major channel of communication and interaction and we all understand its strong impact.

Our employees are our ambassadors, thus they are the face of our Company. Social media training is a part of our onboarding program and includes the information on who and how we interact on these channels.

Each employee is personally responsible for their own words, they speak as an individual and not on behalf of our Company unless they are a designated employee authorised to do so, and even when they are, we follow official positions internally agreed and never disclose confidential information. We know that any communicated information may be used to challenge our Company's interests, especially when words are not chosen carefully.

When disclosing our (employment) relationship to Zentiva online, we make clear that our statements, ideas, and/or opinions are personal and they do not represent the position of our Company.

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. Moreover, when sharing a content which is intended for healthcare professionals only, we always make sure that all relevant internal rules and applicable legal requirements are met.

5. Our Business

At Zentiva, we operate in a fair and transparent way. Our business is based on trust and we will ensure that we compete in an ethical and correct manner. We have zero tolerance to corruption and bribery and we expect the same approach in return. We conduct due diligence and perform a risk-based reputational screening on third parties prior to their engagement and strictly follow our internal rules and industry standards.

When selecting goods and services, we carefully choose our suppliers. At Zentiva, we require the suppliers to follow our Supplier Code of Conduct which summarizes key requirements on health, safety, business ethics, environment and labour.

For more information, please refer to the [Supplier Code of Conduct](#).



5.1 Cooperation with Healthcare Professionals

Zentiva works with a wide range of healthcare professionals every day. Our sales teams talk to physicians, pharmacists, wholesalers, distributors, and hospital procurement teams to propose Zentiva medicines based on approved clinical rationale and or commercial terms (where the discussion is commercial in nature).

We publish information concerning activities undertaken by healthcare professionals on Zentiva's behalf. We do not offer or solicit any improper payments or other transfers of value.

Activities related to congresses, continual medical education, educational materials, sampling, educational meetings, promotional items, medical utility items, and gifts of a negligible value are strictly controlled in line with Company policy and legal/industry standards.

5.2 Interaction with Third Parties

Every time we cooperate with third parties we strictly follow all legal and internal regulations.

We always make sure that we cooperate with reliable partners which meet our requirements regarding ethical behaviour. We expect our suppliers to follow our Supplier Code of Conduct and we conduct an assessment to make sure that the supplier follows our requirements related to environment, governance and social dimensions of the business.

When sponsoring or conducting an event we follow our internal rules and always make sure that the requirements for such activities are met.

Representing Zentiva's business and business interests to politicians is undertaken in a transparent way based on clear argument and relevant data. All activities undertaken require the approval of the Zentiva CEO and at no point will include any political donation or sponsorship.

Our employees are required to follow Corporate Policy on Interaction with Third parties, Corporate Policy on Zentiva and Third party events and Corporate Guideline on Due Diligence process.

5.3 Fighting Bribery and Corruption

At Zentiva, we are free from any form of bribery or corruption, regardless of possible local practice or custom. We are fully committed to fight against all forms of corruption (including indirect and passive).

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 procurement.

For more information, please refer to [Corporate Policy on Antibribery rules](#).

5.4 Conflict of Interest

Zentiva requires all employees to identify formally any potential or actual conflicts of interest, and declare any gift received from any third party. Any hospitality received must be modest and consistent with industry standards.

Conflicts of interest will be documented, reviewed and mitigated by the Zentiva HR and Compliance teams to ensure that they cannot impact on an individual or teams ability to represent Zentiva's interest fully.

The Zentiva team refrains from any political activism and ensures that we escalate to higher management any decisions that could be compromised by other interests or where our objectivity may be challenged.

Our employees are required to follow Corporate Policy on Conflict of Interest.

5.5 Anti-Money Laundering

We are committed to fully comply with all applicable anti-money laundering and anti-terrorism laws. We conduct our business with reputable partners using funds derived from legitimate sources and legal business activities. We refrain from any suspicious transaction and will report any signs of money laundering to appropriate authorities.

5.6 Anti-trust and Competition Legislation

At Zentiva, we do not tolerate any behaviour that prevents, restricts or distorts free and fair competition. We always work fairly and responsibly with third parties and we expect the same approach in return. We do not hesitate to withdraw from any discussion with a third party that may breach these rules. When we are in contact with a third party we comply with all applicable competition laws.

5.7 Trade Compliance

At Zentiva, we comply with all applicable export, import and trade compliance laws, including embargoes, sanctions, customs and anti-boycott laws. We have an effective trade compliance program in place that also covers denied parties lists screening.

Our employees are required to follow Coporate Policy on Economic Sanctions.



5.8 Marketing and Sales Practices

When marketing our medicines we always follow good scientific and promotional practices. All information we provide (whether printed, electronic or verbal) is accurate, objective, balanced, substantiated, scientifically up-to-date, reliable and compliant with current scientific data and applicable laws. The information provided is accessible in the local language in a readable form that is understandable for its recipients.

All of our promotional materials comply with the relevant laws and marketing authorisation(s) or reference document(s) in force in the country where the promotion takes place.

When promotion of medicinal product is focused on the public specific additional requirements are met. The relevant promotion shall always declare it is a promotion of a medicinal product and shall enable the recipient to form his/her own opinion.

When interacting with our customers and/or healthcare professionals, we always ensure that our promotional activities are performed in an ethical way. We do not engage in dishonest, misleading or deceptive conduct. No aggressive sales techniques are accepted.

5.9 Data Privacy

At Zentiva, we are always transparent about personal data we process. In the area of the data privacy we act strictly in compliance with applicable legislation and follow local specifics and legal requirements.

We only collect, use, disclose or store personal data for a specific, legitimate and necessary purpose and never longer than required. We exercise adequate standards of securing all personal data when processing them and expect the same attitude from our partners no matter if seated in or outside the European Union or the European Economic Area.



Our employees are required to follow Corporate Policy on Personal Data Processing.

5.10 Confidentiality and Cybersecurity

Zentiva operates in a highly competitive commercial environment and it is the responsibility of every employee to protect the know-how, trade secrets and intellectual property of the Company.

In some instances Zentiva employees will be required to retain information related to a particular topic in the event of a legal dispute or external investigation. The need to preserve materials, documents, files, records, emails will be directed by the Zentiva legal function as appropriate.

Cybersecurity is a key component of maintaining the integrity of our operations, information flows, systems, processes and intellectual property. All employees must comply with our IT and data security rules. The threat from cyber-crime is huge and we are only as strong as the weakest link. Any breach of IT / data security rules can put the Company at risk and lead to disciplinary action and dismissal.

5.11 Internal Control, Accurate Reporting and Record Keeping

At Zentiva, we report in a transparent and accurate manner in order to provide our stakeholders with a true view of our performance. We are responsible and accountable for maintaining accurate books and records.

When reporting financial information we use generally accepted accounting practices and internationally recognized accounting standards. We have a system of internal controls over financial reporting which is adequate to facilitate and ensure timely preparation of accurate financial statements that are free from material misstatements whether due to fraud or error. Our activities being subject to independent financial audit every year.



6. Encourage to Speak-Up

We encourage our employees and partners to speak up in case of an actual or suspected misconduct or compliance questions. The courage to speak up represents the foundation for building trust internally and externally. We listen to all concerns carefully and address them promptly, objectively and discreetly. We assure that there will be no retaliatory action taken against any person reporting such activities in good faith.



6.1 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. Taking early action can prevent mistakes from occurring.

6.2 Who shall be contacted?

We are all accountable for compliance so some of the most powerful conversations occur in the operational setting as you may express concerns that others are already considering. At the same time many people feel more comfortable talking to the Compliance Department through the relevant Compliance Officer or via the Zentiva Speak-Up Line.

Employees may also contact their direct manager, another or higher manager, the local Human Resources Manager and/or member of the Zentiva Executive Committee.

Compliance and Speak-Up line contacts:

www.zentiva.com/speak-up-line

compliance@zentiva.com

phone no.: +420 267 242 440

mobile no.: +420 725 986 555

Zentiva Group, a.s.

Head of Compliance

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Our employees are required to follow Corporate Policy on Speak-Up.



Notes



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