
CODE OF CONDUCT

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1. THE CODE OF CONDUCT – OVERVIEW

PURPOSE AND SCOPE

The **Code of Conduct** describes Megapharm's high standards of ethical conduct. It applies to all all temporary staff and directors of Megapharm. The Code should influence our decisions, our behaviour and the way that we carry out our role every day.

All staff are required to comply with the Code and with all laws and regulatory requirements that apply to their business activities.

POLICIES AND STANDARDS

The Code of Conduct is supported by a range of Policies, procedures, job aids and other documents governed by Managing Director and/or Executive Board . These policies set out in more detail the rules that govern the way we do business and they expand on many of the commitments set out in the Code of Conduct.

Together, the Code and its supporting policies describe the requirements that we must follow to uphold our ethical standards, protect our reputation and ensure that we continue to do business the **right** way.

RECOGNISING THE RISKS

As employees, we are all tasked with being responsible leaders and this means that we must do the right thing, not the easy thing. As a minimum, we must comply with and meet the highest standards required by our Code of Conduct, supporting policies and applicable national codes and laws.

REPUTATION IS EVERYTHING ...

Our reputation is one of our most valuable assets. Any illegal or unethical action has the potential to undermine the trust and confidence of our business partners, customer, patients, and society and damage our reputation as a whole.

PROTECTING OUR REPUTATION

It can take a long time to build a strong reputation – but that reputation can be lost in an instant. So our Code of Conduct isn't just about avoiding fines or legal action, it's also about protecting:

- Our relationships with regulatory bodies and other organisations
- Our ability to attract and retain employees
- The future success of the Company

CONSEQUENCES OF NON-COMPLIANCE

If anyone fails to comply with the Code, or any supporting policies, there will be a full investigation – and appropriate action will be taken.

The consequences of any failure to comply with the Code of Conduct will depend on the circumstances of each case but they could include:

- Re-training
- Corrective action
- Disciplinary action, up to and including termination of employment
- And in some cases, even litigation.



AN ETHICAL CULTURE

Complying with the Code of Conduct isn't just about avoiding breaches of the Code or doing the bare minimum. It's about building an **ethical culture** that reaches out across our business. This culture of compliance should be embedded in everything we do.

Potential Code of Conduct issues won't always be obvious. The challenge for all of us is to recognise a potential issue and to use the principles expressed in the Code to guide us in our decision-making.

2. CORE COMMITMENTS

PATIENT SAFETY AND BENEFIT

Comply with all applicable procedures designed to promote product safety, efficacy and quality.
Report any incidents of non-compliance.

Report any possible adverse effects relating to medicines we distribute.

Keep the quality standards on the highest levels in order to secure that each product will come to end user with intact quality.

HEALTHCARE PROFESSIONALS AND ORGANISATIONS

All our interactions with healthcare professionals and organisations must be intended to ensure the effective use of medicines we distribute and to enhance patient care.

We must only engage the services of healthcare professionals and organisations when they are legitimately needed, and we must not pay more than an appropriate market rate for the services rendered.

It is forbidden to offer payments, gifts, hospitality, entertainment or anything else of value to a healthcare professional or organisation.

PREVENTING BRIBERY AND CORRUPTION

Never make or authorise payments or gifts to obtain or retain business or to secure an improper advantage, and never ask or permit third parties to do so on our behalf.

It is acceptable to engage the services of healthcare professionals and organisations, and to provide modest and customary meals and beverages, as long as they comply with the local laws and applicable codes and our supporting policies.

Offering or making payments to government officials to obtain favourable treatment, to secure business, or to obtain an improper advantage is a crime.

EMPLOYMENT PRINCIPLES

Megapharm values highly the diversity of skills and abilities that the workforce brings to our business.

We are committed to supporting diversity in our workforce and in our leadership and to developing all the talent within our organisation.

Behave towards others with integrity, honesty, courtesy, consideration, respect and dignity.

Contribute to maintaining a working environment in which any form of harassment is unacceptable.

Report any inappropriate conduct directed towards you or others.

SAFETY, HEALTH AND THE ENVIRONMENT

Take personal responsibility for safety and health and for understanding how your work may affect the environment.

Understand the hazards associated with your work, manage the risks responsibly and only undertake work for which necessary safety has been provided.

Seek to continually improve and reduce the environmental impact of your activities (e.g. avoid unnecessary business trips).

Actively participate in energy-saving and waste reduction.

Promptly report accidents, incidents of non-compliance, or any other matter posing a threat to safety, health or the environment.

PUBLIC AND POLITICAL ACTIVITIES

Do not engage in any public policy or political activity on behalf of Megapharm unless you are authorised to do so.

Do not use Company resources or facilities to carry out, support or further any personal political activities.

Do not act, or appear to act, as a representative of Megapharm when engaging in personal political activities.

COMMUNITY SUPPORT, PRODUCT DONATIONS AND PATIENT GROUP SUPPORT

Provide support to your community in accordance with relevant policies.

Use the proper approval and management procedures for the donation of medicines.

Ensure that any relationship with a patient group is transparent and based on trust and a shared objective to improve patient healthcare

PROTECTING PERSONAL INFORMATION

Comply with all data protection and associated law.

If you are in doubt as to the proposed use of personal information, you should seek further advice and approval from your superior before collecting, accessing or using such information.

Obtain approval from your superior before transferring personal information outside its country of origin, or giving other markets electronic access to it.

Do not record things about people that you would be embarrassed to say to them directly.

AVOIDING CONFLICTS OF INTEREST

Do not enter into situations in which your personal or family interests may conflict with those of Megapharm.

Declare any potential conflicts of interest and seek advice from your manager.

Do not use your position at Megapharm for personal benefit or to benefit a family member, friend or associate.

Do not pay a third party more than a contractually agreed, market-based price or fee for goods or services provided.

Do not accept gifts, hospitality or other entertainment of a nature that would be open to misinterpretation if publicly disclosed.

PROTECTING COMPANY PROPERTY AND RESOURCES

Act appropriately and responsibly with regard to Megapharm's property and resources.

Exercise due care when spending the Company's money and making financial commitments on its behalf.

Report promptly any potential improper action against Megapharm's property and resources, so that appropriate action can be taken.

Only use Megapharm property and resources for non-work related activities to the extent

permitted under applicable supporting policies.

COMMUNICATIONS, DISCLOSURES AND RECORDS

Ensure that all communications, whether print, web-based or verbal, comply with all appropriate internal and external standards, and have received appropriate internal approval before release. Do not communicate on behalf of the Company unless you are authorised to do so. This includes communications about the Company or our products on the internet or in other electronic media. Preserve records that are relevant to investigations or litigation involving the Company or its employees.

SPEAK UP

You are our Company. Protect the reputation we've earned as a company that operates with integrity and report any conduct that could put our reputation at risk. If you see or suspect employee misconduct, unethical or illegal activity, talk to your manager or another Company resource (e.g., Compliance, Legal, or Human Resources).

3.GLOSSARY

BRIBE: Any offer or gift of money or anything else of value with the intention or effect of influencing in favour of Megapharm, the independent judgment of an employee or other representative, or a person with whom Megapharm has, or is seeking to develop, a business relationship.

COMMUNICATIONS: Internal or external messages about Megapharm or our products, including any that may be deemed to be made by us or on our behalf. They include press releases, advertisements and promotional materials.

CONFIDENTIAL INFORMATION: Confidential information Refers to any and all confidential and/or proprietary information or material belonging to, or in the possession of, any member of the Megapharm

CONFLICT OF INTEREST: A situation created when an activity, interest (financial or personal) or association of an employee directly or indirectly compromises his or her independence or judgment, causing the interests of the employee or another person to influence a business decision inappropriately.

DATA PROTECTION: The safe keeping of information held about individuals.

DISCLOSURES: Statements published or submitted by the Company to its shareholders, regulators, securities exchanges, the media and other third parties.

GIFTS: Items, monetary advantages and financial benefits of any kind, including but not limited to promotional aids, items of medical utility and personal gifts.

HARASSMENT: A pattern of behaviour that causes another person distress - harassment can include victimisation, inappropriate jokes, sexual advances, spreading rumours and bullying.

HEALTHCARE PROFESSIONALS AND ORGANISATIONS: Any persons who or which may prescribe, administer, recommend, purchase, pay for, reimburse, authorise, approve or supply any product or service sold or provided by Megapharm.

HOSPITALITY: Accommodation, refreshments, meals and other subsistence. Examples of hospitality may include a happy hour or dessert reception but do not include entertainment or recreational activities.

PERSONAL INFORMATION: Information which can be used - either directly or indirectly - to identify living individuals (whether employees, customers, shareholders or clinical study participants) which Megapharm owns and processes.

POLICY DOCUMENTS: All Megapharm policy and procedures documents that outline mandatory requirements for employees and/or the operation of the Megapharm business.

POLITICAL CONTRIBUTIONS: Meaning contributions of any kind, including but not limited to cash, loans, gifts, membership fees and all non-cash contributions (including in-kind contributions such as the donation of office space, office supplies and other non-cash but nonetheless valuable items or services).

PRODUCT INFORMATION: Includes any information, material or activity, promotional or non-promotional, designed to inform HCPs and organisations, patients, investors, the media and others about the characteristics and use of our products.

PROMOTION: Any activity undertaken, organised or sponsored by Megapharm that is directed at HCPs to promote the prescription, recommendation, supply, administration, sales or consumption of its pharmaceutical product(s) through all media, including the Internet.

PROMOTIONAL MATERIALS: Any promotional items or communications that mention a product name or contain product or medical information, which is intended for use with, or dissemination to, HCPs in a promotional manner.

PROPERTY AND RESOURCES: Include physical assets, intangible assets and confidential information.

RECORDS: Records include contracts, accounts, research and development data, batch records, and financial and non-financial documents.

REGULATORY AUTHORITIES: Regional or local authorities with regulatory oversight over the activity of Megapharm and others within the pharmaceutical industry.

SAFETY AND HEALTH: The prevention of illness and injury and the promotion of wellbeing in the workplace.

STAKEHOLDERS: Everyone - including shareholders, employees, customers, suppliers and the community at large - that has an interest in an organisation.
