

# CODE OF CONDUCT

## IMCOPHARMA A.S.

### TABLE OF CONTENTS

1.	INTRODUCTION .....	1
2.	COMPLIANCE WITH THE CODE OF CONDUCT .....	1
3.	HUMAN RIGHTS AND LABOR STANDARDS .....	1
4.	FAIRNESS, FAIR DEALING .....	2
5.	ANTI-CORRUPTION.....	3
6.	INTERACTION WITH BUSINESS PARTNERS.....	3
7.	CONFLICTS OF INTEREST .....	4
8.	FINANCIAL REPORTING.....	4
9.	CONFIDENTIALITY .....	4
10.	DATA PROTECTION .....	4
11.	ENVIRONMENT.....	5

## **1. INTRODUCTION**

- 1.1 It is important for our company IMCoPharma a.s. (“**company**” or “**we**”) to be aware of and fully comply with applicable laws and regulations. We are a part of the highly-regulated pharmaceutical industry, in which our operations are subject to a wide variety of laws and regulations. However, our commitment to compliance goes beyond merely following applicable laws and regulations.
- 1.2 This Code of Conduct sets forth the basic principles we are committed to with respect to our dealings with all of our stakeholders and also acts as a guide to assist our employees in meeting the ethical and other standards reflected in the Code of Conduct. Some of the most important principles we are committed to in our daily work are honesty, fairness, justice, responsibility, respect, transparency, loyalty, law abiding.
- 1.3 We are aware that this Code of Conduct cannot address every situation that may arise. It should, therefore, be perceived as a guide to assist our employees. Where an employee is in doubt about how to act in any situation, they should first consider whether their action is or would be legal, ethical, honest and fair.
- 1.4 Our Code of Conduct is an evolving document and may be updated over time to reflect changing laws or expectations of stakeholders.

## **2. COMPLIANCE WITH THE CODE OF CONDUCT**

- 2.1 This Code of Conduct applies to all of our employees, including all of our officers, and to our directors. Failure to abide by this Code of Conduct will lead to disciplinary action, proportionate to the breach. In the case of a serious breach, an employee may be dismissed.
- 2.2 Our consultants, independent contractors, agents and other representatives will be required to meet the same ethical standards as our employees and will face the same types of consequences, up to and including termination of any consulting, contract, agency or representative relationship with us.
- 2.3 From time to time, an employee may become aware of a violation of this Code of Conduct by others. Any violations of this Code of Conduct should be reported immediately to the company's executive, or company's supervisory board. In either case, an employee may do so anonymously.
- 2.4 We will ensure that an employee will not be penalized, discharged, demoted, suspended or discriminated against for reporting in good faith any violation of this Code of Conduct. We expect our executive and senior officers to engage in honest and ethical conduct, including by meeting the standards established for all of our employees in this Code of Conduct.

## **3. HUMAN RIGHTS AND LABOR STANDARDS**

- 3.1 Wherever we operate, we comply with internationally-recognized basic human rights and labor standards and we demand our business partners to meet basic human rights and labor standards, as well.
- 3.2 We strive towards protecting our employees from any discrimination or harassment. In particular, we believe that all our employees should enjoy equal employment opportunities without regard to their sex, race, ethnic background, religion, disability or any other personal characteristic protected by

law. Additionally, we prohibit the use of forced labor and child labor and will comply with applicable human rights legislation in force from time to time within those jurisdictions where we do business.

- 3.3 Our employees shall not discriminate against or harass any fellow employees, or any other persons with whom they come in contact in the course of their employment, on the basis of sex, race, ethnic background, religion, disability or any other personal characteristic protected by law.
- 3.4 We respect employees' freedom of association, freedom of assembly and their right to collective wage bargaining, inasmuch as these are legally permissible. Members of employee organizations or trade unions are neither favored nor disadvantaged.
- 3.5 We make ongoing efforts to improve workplace health and safety for our employees, in particular by making sure they have a safe working environment. In order to minimize the risks for employees, we are committed to taking the best possible measures to prevent accidents and occupational illnesses.
- 3.6 We advocate equality of opportunity and equal treatment for our employees. We also offer employees equal career opportunities. Every employee is required to respect the personal sphere of his or her colleagues. Bullying is not tolerated.
- 3.7 We respect the current laws and regulations on remuneration and ensure that employees receive an appropriate wage. We adhere to the relevant work protection and working time regulations. We also guarantee and protect employees' freedom of opinion and their right to express that opinion.

#### **4. FAIRNESS, FAIR DEALING**

- 4.1 We firmly believe in conducting business with fairness and respect in all countries where we operate. We especially recognize the value of competition laws (also known as anti-trust laws or anti-monopoly laws) in promoting and protecting vigorous competition in the marketplace to the ultimate benefit of consumers. We comply with such laws in every country in which we do business.
- 4.2 We do not make agreements with competitors about prices or other terms and conditions of sale, marketing plans or strategies, or the allocation of markets or customers, unless the matter is evaluated and approved to be compliant with law.
- 4.3 In addition, when talking to competitors, we avoid any conversation concerning these topics, which might be construed to reflect such an agreement even when there is none. If one or more competitors start such a conversation, we must refuse to discuss the matter and leave the conversation immediately.
- 4.4 Unfair competition issues may also arise from business arrangements with customers, suppliers, distributors, or other non-competitors. We do not engage in discussions or make agreements with such parties to unfairly exclude competitors or others from the marketplace in a way that would hurt consumers.
- 4.5 There are a number of other activities and arrangements that limit or restrict competition that we are careful to avoid. Examples include industrial espionage, improper involvement in tender processes, improper rebates, discounts or resale price maintenance.

## **5. ANTI-CORRUPTION**

- 5.1 We are committed to comply with all applicable anti-bribery and anti-corruption laws wherever we do our business. Especially, we do not tolerate bribery or other corrupt conduct, either in our direct business dealings or by a third party acting on our behalf. Therefore:
- (a) Our employees shall not, directly or indirectly, offer bribes, kickbacks or other similar payments, or promise any other improper benefit for the purpose of influencing any customer, supplier, public official or any other person, provided that any payments which are permissible under applicable law are not prohibited under this Code of Conduct.
  - (b) Similarly, our employees are prohibited from, directly or indirectly, accepting bribes, kickbacks or any other improper benefit which could influence or appear to influence them in the performance of their duties, provided that any payments which are permissible under applicable law are not prohibited under this Code of Conduct.
- 5.2 It is clear, that bribery offenses may also involve transactions between private parties. The bribery of private parties, which is sometimes called commercial bribery or private-to-private bribery, is illegal in many jurisdictions around the world. In addition, many countries have anti-bribery and anti-corruption laws that extend and apply outside their borders. Corrupt conduct committed in one country may result in civil and/or criminal actions not only in that country, but also in another country.
- 5.3 Even when no corrupt purpose is present, we seriously consider how our actions are perceived by others. Reasonable business entertainment and gifts or favors of nominal value or those which are appropriate in the circumstances will not be considered a breach of our anti-corruption commitment, as long as such entertainment or gifts are consistent with business practice, not intended as an inducement, not contrary to applicable law and will not embarrass us or our employees if disclosed publicly.

## **6. INTERACTION WITH BUSINESS PARTNERS**

- 6.1 We work with a variety of business partners and strong partnerships play a key role in our success. We are committed to dealing with all our business partners fairly, openly, and with integrity. We expect high ethical standards from them, as well.
- 6.2 We recognize that any misconduct by our business partners could subject our company to liability and/or reputational harm. Therefore, we select business partners based on appropriate criteria that are directly related to our business objectives, including, but not limited to, price and quality of goods or services, capability, reputation, and past performance. We also take ethical considerations into account, including our partners' commitment to anti-corruption, human and labor rights, environmental protection, and other ethical and social responsibility standards, as well as their past conduct relating to these. We assess the suitability of our potential business partners, through appropriate levels of due diligence.
- 6.3 As a general rule, we ensure that appropriate contracts or other comparable documents are in place for all business arrangements with third parties. Such documents must clearly set forth all material terms and conditions and never be created as a false record to pursue an improper purpose.

## **7. CONFLICTS OF INTEREST**

7.1 All employees are responsible for acting in the best interests of the company. We especially expect our employees to honor their duty of good faith and fidelity, and to perform their duties in a manner which seeks to ensure our best interests ahead of their own interests. We further expect that none of our employees will:

- (a) take advantage of any business opportunity discovered through the employee's position or through the use of our property or information;
- (b) use their position or our property or information for personal gain;
- (c) compete with us; or
- (d) take any steps which involve or create the appearance of a conflict of interest.

## **8. FINANCIAL REPORTING**

8.1 We will maintain financial, accounting and business records that fully and accurately reflect all the transactions and businesses in which we engage, in accordance with applicable accounting principles, policies and practices.

8.2 No employee, nor anyone acting on the instruction of any employee, is permitted to take any action to violate our financial reporting policies or to circumvent our system of internal controls.

## **9. CONFIDENTIALITY**

9.1 We require our employees to treat as confidential all trade secrets and proprietary information relating to us and our business partners. We also require our employees to prevent the misuse or improper disclosure of confidential information relating to other employees.

## **10. DATA PROTECTION**

10.1 Privacy and personal data protection is a fundamental right. We are committed to protecting the personal data of our employees, business partners and other individuals, especially given the development of communication and information technologies.

10.2 We always follow the applicable laws and regulations and adhere especially to the following principles:

- (a) We process the personal data lawfully, fairly and in a transparent manner in relation to the data subjects;
- (b) We collect the personal data solely for specified, explicit and legitimate purposes and not further processed in a manner that is incompatible with those purposes;
- (c) Personal data processing is always adequate, relevant and limited to what is necessary in relation to the purposes for which the personal data are processed;
- (d) Processed personal data are accurate and, where necessary, kept up to date;

- (e) Personal data are kept in a form which permits identification of data subjects for no longer than is necessary for the purposes for which the personal data are processed;
- (f) Personal data are processed in a manner that ensures their appropriate security, including protection against unauthorized or unlawful processing and against accidental loss, destruction or damage, using appropriate technical or organizational measures.

## 11. ENVIRONMENT

- 11.1 Last but not least, we are committed to environmental responsibility and strive to minimize the environmental impact of our business operations and help address various environmental challenges the world faces. Accordingly, we are committed to comply with or exceed applicable environmental laws and regulations.

In Bílovec on: 20.02.2020

Ing. Ivan MIKEŠ CSc.  
CEO

