

CODE OF CONDUCT

Version 4

COMMERCIAL IN CONFIDENCE



MISSIONPHARMA
cfaogroup.com



CODE OF CONDUCT

Vers. 4,
September 2016

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Our Values

The vision of the Missionpharma Group is to contribute to progress in Africa by strengthening tomorrow's healthcare with intelligent solutions and trustful partnerships.

As part of Eurapharma and CFAO group, Missionpharma Group is committed to conducting its business in a spirit of loyalty, openness and respect of its employees, suppliers, customers, shareholders.

Missionpharma Group recognises that corruption and other unethical practices are incompatible with its vision and undermine the support and confidence of its business environment (customers, donors, suppliers, agents, consultants and all other business relations), which is key to its business success.

In support of these principles, and in reference to the CFAO code of conduct and Eurapharma Anti Bribery and corruption Policy, Missionpharma has developed its own Anti-Bribery and Corruption Policy for countering corruption, bribery and conflicts of interest in its specific businesses, hereinafter called as "Code of Conduct".

This Code of Conduct shall take effect on companies and subsidiaries in the Corporate healthcare customer division of Eurapharma, headed by Missionpharma Group (hereafter just "Missionpharma").

Structure of the Code of Conduct

Section 1 and 2 in this Code of Conduct include a description of our aims and commitments, followed by a listing of definitions in section 3.

Section 4 describes a number of situations covered by this Code of Conduct. Section 5 describes how it applies to various parties, and section 6 refers to the procedures in place to respect the Conduct of Conduct.

The implementation of this Code of Conduct, including roles, responsibilities, communication and training is described in Section 7 together with potential sanctions for breaching the Code of Conduct.



Code of Conduct

1. Aims

1.1 The aim of this Code of Conduct is to

- Give guidance to employees, business associates and agents by setting out Missionpharma's business practice for countering corruption, bribery and conflicts of interest.
- Complement Missionpharma's general initiatives within Corporate Social Responsibility (CSR).

1.2 This Code of Conduct will be implemented in Missionpharma in the fourth quarter of 2013.

2. Commitments

2.1 Missionpharma has a zero tolerance policy against bribery and corruption. This policy extends to all Missionpharma's business dealings and transactions in every country in which it, its subsidiaries, agents and associates operate.

2.2 Missionpharma will avoid any conflict of interest, whether real or potential, between Missionpharma and its employees, business associates and agents.

2.3 This Code of Conduct is constantly revised to capture changes in law, reputational demands and changes in the company.

2.4 Missionpharma and its employees subscribe to this Code of Conduct and to the pursuit of Missionpharma's Values.

2.5 The responsibility for the Code of Conduct's implementation, monitoring and addressing questions regarding policies and principles rests with the Executive Management of Missionpharma (hereafter just "the Management").

2.6 This Code of Conduct only sets minimum standards; therefore, local law in the country where Missionpharma operates shall always be followed, if it sets stricter requirements.



3. Definitions

- 3.1 **Corruption** is generally defined as the misuse of entrusted power for personal gain.
- 3.2 **Bribery** is a form of corruption consisting in the offer or the exchange of any gift, loan, fee, reward or other advantage between anybody working for or on behalf of Missionpharma, and any person external to the company, as an inducement to do something which is dishonest, illegal or a breach of trust, in the conduct of the company's business activities, in order to obtain or retain business or secure a business advantage for Missionpharma. Bribery is the promise, solicitation, agreement and/or the actual exchange of a bribe or any other undue advantage. Within this Code of Conduct, this includes **Extortion**, which is the demand of a bribe coupled with an explicit or implicit threat should the demand be refused.
- 3.3 **Facilitation Payment** means unofficial payment made to secure or speed up routine actions to which the payer is already legally or contractually entitled to.
- 3.4 **A Kickback** is a form of bribery between private entities, inter alia, made with the purpose of winning a tender for a contract
- 3.5 **Gifts** include anything of value such as cash or cash equivalent as well as Company products, vouchers, services, loans, prizes or any other benefit given as a mark of friendship or appreciation without expectation of any consideration in return.
- 3.6 **Hospitality** includes meals, accommodation, travel expenses and invitations or tickets to social or entertainment events.
- 3.7 **Political Contributions** are defined as financial or other kinds of support given to political parties and political campaign efforts, whereas **Charitable Contributions** are defined as contributions made to charitable causes or organizations.
- 3.8 **Employee** means any Director, Officer, Manager or Employee, whether designated or hired by the Company, either on a limited duration or for an indeterminate period, to work for the Company.
- 3.9 **Government Official** covers individual who holds a legislative, administrative or judicial position of any kind, whether appointed or elected, who exercises a public function for a comity, a territory, any public agency or public company of that country or territory, who acts as an official or agent of a public international organization (including agents and consultants), who works in public institutions (hospitals, research institutes, universities which are owned, controlled and/or run by the government, political parties or candidates for public office, or any person acting on their behalf.
- 3.10 **HCPs and HCOs** means Health Care Professionals and Health Care Organizations



4. Scope of the Code of Conduct and Situations

Bribery and corruption in general can take many forms. Following is a non-exhaustive list of situations connected to corruption and other unethical activities.

4.1 Corruption

- 4.1.1 Corruption is illegal in most countries, punishable by criminal and monetary sanctions. Individuals engaging in such practices can be imprisoned and their employer can receive heavy fines and be subjected to other administrative penalties.
- 4.1.2 Danish companies and citizens can be prosecuted in Denmark for corruption committed in a foreign country.
- 4.1.3 Even though a company's Employees are not directly involved in acts of corruption, the company can be held liable for such acts committed by third parties, such as agents and business intermediaries, conducting business for the company. This applies in particular when it can be proved that the company knowingly used those third parties to carry out corrupt acts. Additionally, failure to exert due diligence in the choice of third parties will cause the company to be held liable for third parties' actions.
- 4.1.4 The fact that corruption is a common practice in a given country does not make it more legal. In particular, even in cases of smaller illegal payments, reference to local habits and patterns of trade are not a defense acceptable to the given country's or Danish courts.

4.2 Kickbacks

- 4.2.1 In the course of submitting an offer in a tender, the person who shall award a contract or an order does not necessarily award it to the best bid or proposal, but rather to the payer of the Kickback. A Kickback is illegal even if the company, which pays it, have presented the best bid and would have won the contract even without the Kickback.
- 4.2.2 Missionpharma will not pay or promise to pay any Kickback in exchange for awarding Missionpharma contracts/orders to a specific supplier.
- 4.2.3 Missionpharma Employees will not solicit or receive any Kickback in exchange for awarding Missionpharma contracts/orders to a specific supplier.
- 4.2.4 Missionpharma will not promise, solicit, give or receive any advantage that can be seen to be in connection with the awarding of a contract, regardless of whether such advantage is exchanged before or after the contract has been awarded.

4.3 Political and Charitable Contributions and Sponsorships

- 4.3.1 Missionpharma will not participate in making political contributions. Employees may, however, exercise their private rights to participate in the political process.
- 4.3.2 Charitable and community support as well as donations are acceptable, be it in-kind services, knowledge, services exchange, or direct financial contributions, and provided that such donations are



not given with the purpose of obtaining or retaining business or any other undue advantage. Managers and Employees must ensure, through due diligence and transparency, that charitable contributions and sponsorships, are not used as a subterfuge for, and do not constitute, bribery. Therefore, donations should only be given to organisations, not individuals.

4.3.3 Donations in terms of field trips, conferences, excursions etc. for parties in Missionpharma's business environment are acceptable as long as the purpose of such donations is to educate, inform and enlighten these business relations on industry related topics, and provided that such donations are not given with the purpose of obtaining or retaining business or any other undue advantage.

4.4 Facilitation Payments

4.4.1 **Facilitation Payments** are a form of bribery made with the purpose of expediting or facilitating the performance by a public official of a routine governmental action, and not with the purpose of obtaining or retaining business or any other undue advantage.

4.4.2 Missionpharma is against Facilitation Payments and will actively oppose them if/when we meet them.

4.4.3 In case a payment is requested from an Employee or a third party while carrying on business on behalf of the Company and such payment might be qualified as Facilitation Payment, the Employee or third party concerned must report this payment in the form and according to the process described in section 6.1.1.

4.4.4 Missionpharma recognizes that, in exceptional circumstances, payments may be demanded from Employees or third parties performing services for or on behalf of the Company under duress.

4.5 Gifts and Hospitality

4.5.1 The provision of Gifts and Hospitality must comply with the laws of the country in which they are promised, solicited given or received. Missionpharma's Employees shall keep in mind that stricter rules normally apply to dealings with the public sector than with the private sector. In many countries, for example, Government Officials are not allowed to receive advantages of any kind or can only accept those which are worth less than a fixed, low amount.

4.5.2 Missionpharma's Employees will not offer or accept Gifts and Hospitality with the purpose of obtaining or retaining business or any other undue advantage or Hospitality. Neither will Missionpharma's Employees offer or accept Gifts or hospitalities which are unreasonable, excessive or exceeding normal market value. Additionally, they will never solicit Gifts or Hospitality in relation to their work for the company. Gifts in cash form or those equivalents to cash – such as gift certificates – are prohibited for Missionpharma's Employees to promise, solicit, give or receive.

4.5.3 In general, all Gifts that could be seen to influence judgments are also prohibited. Normally, Gifts in connection with special occasions, such as Christmas, New Year or retirement, are not considered to be influencing judgment and are therefore allowed, provided they stay within the general limits stated above under paragraph 4.5.1 and 4.5.2.



4.5.4 Gifts for or entertainment of parties engaged in tenders or competitive bidding processes are forbidden altogether. This applies to the awarding agency, concerned public bodies and the other competing companies.

4.6 Intelligence and Intellectual Property

4.6.1 Missionpharma's Employees will protect the company's confidential information and will respect other companies' products covered by Intellectual Property and their confidential information (altogether defined as Protected Information).

4.6.2 In particular, Missionpharma will not try to obtain confidential information on competitors or confidential information regarding invitations to tenders by engaging in payments to people who have legal access to such information.

4.7 Conflict of Interest

4.7.1 A Conflict of Interest and thereby lack of independence may arise from, but is not limited to, situations where an agent, employee or manager of Missionpharma or his/her close family members:

- Owns or holds significant financial interest in any company competing with Missionpharma or any company that is a major customer or supplier to Missionpharma.
- Is employed or holds a managerial position with a company which competes with Missionpharma or is a major customer or supplier to Missionpharma.
- Has established special deals or agreements with companies who directly or indirectly provide a benefit to the Employee not specified in the Employee's contract.
- Is in a position which the manager's, Employee's or agent's loyalty or integrity towards Missionpharma is compromised.
- Has interests in any competing companies or companies/public entities with whom Missionpharma has a significant business relationship.

4.7.2 The Compliance Officer must be informed of any Conflict of Interest in writing as soon as it arises. Written answer and guidance should be provided after consulting the Compliance Officer.

4.7.3 Any financial or management interest that an Employee might have in a third party, any other employment outside the Company, any appointment to external Boards of Directors, must be disclosed to the Compliance Officer to get a prior written approval.



5. Involved Parties

5.1 Missionpharma Employees

5.1.1 This Code of Conduct applies to all Employees and Managers in the Missionpharma Group.

5.1.2 Missionpharma Employees and Managers will not be part of unethical or corrupt activities. In particular, they will NOT:

- Promise or make any payment which is contrary to the provisions in this Code of Conduct (Illegal Payment).
- Request, accept or receive any Illegal Payment.

5.2 Business Relationships

This Code of Conduct applies to Missionpharma's relations with business partners and intermediaries, generally defined as third parties.

Missionpharma will exert due diligence before engaging in business with any third parties. In particular, Missionpharma conducts a vetting and background check of all prospective and current third parties.

5.2.1 Subsidiaries and Business Partners

5.2.1.1 Missionpharma will exert with due diligence before engaging a business partner and ensure that subsidiaries and business partners are independent in regards to the specific assignment, and that they know and respect our Code of Conduct.

5.2.2 Distributors and Agents

5.2.2.1 Missionpharma will use due diligence before choosing any distributor or agent. They will be vetted with the aim of discovering any possible sign of them conducting business through unethical/illegal means.

5.2.2.2 In particular, the consideration paid to distributors and agents must be an appropriate and justifiable remuneration for legitimate services rendered. The relationship must be documented and the agent or distributor must contractually agree to comply with this Code of Conduct. Missionpharma will terminate any relationship with a distributor or agent in the event of clear evidence or conviction that an agent pays or solicits bribes or in any other ways violates this Code of Conduct or the law.

5.2.3 Contractors and Suppliers

5.2.3.1 Missionpharma conducts procurement practices in a fair and transparent manner and exerts due diligence when evaluating prospective contractors and suppliers. We make our anti-bribery policies known to our contractors and suppliers and we will terminate any relationship with a contractor or supplier in the event that our contractor's or supplier's agents is convicted of paying or soliciting bribes with relevance to Missionpharma's business or in any other ways violate this Code of Conduct or the law.



5.2.3.2 Missionpharma will avoid dealing with prospective contractors and suppliers known to be paying bribes. Furthermore, Missionpharma will in each instance assess with due diligence if a relationship with a contractor or supplier that has been associated with unethical business practices shall have the consequences of termination of the business relationship.

5.2.4 Government Officials including HCPs, HCOs

Legitimate and lawful payments to government and public organizations are made in respect of taxes, permits, licenses, inspections and other fees. Official government receipts must be obtained to support such payments.

In the normal course of business, meetings may be scheduled with Government Officials for the purpose of discussing legitimate business. These meetings must be held in an open and transparent manner in order to minimize the perception of any corrupt activity taking place.

In general, services performed by Government Officials for Missionpharma are strongly discouraged. Engaging a Government Official would be allowed only if the official's knowledge and expertise are considered to be of unique value, and if allowed by local laws and regulations.

Occasionally, Missionpharma may host events and invite public officials and other third parties. The proposed participants must be approved by the Management. The company does not permit participants to invite other guests.

Poorly executed transactions with Government Officials may expose Missionpharma to legal liability and reputational damage. As such, all interactions should be documented properly, to ensure their transparency and monitoring.

If at any point, potential corruption is suspected, the Compliance Officer must be notified to determine the appropriate course of action. All potential problems must be fully documented.

6. Procedures to be adopted in particular cases

6.1 Procedures

6.1.1 Faced with a demand for a **Facilitation Payment**, the agent, employee or manager of Missionpharma confronted with the demand must actively resist the payment.

If, nevertheless, a certain facilitation is unavoidable due to the given circumstances, the agent, employee or manager faced with the demand must:

1. Inform the Management, if possible, before making any unavoidable payment
2. Keep any amount to an absolute minimum



6.1.2 In case a **Conflict of Interest** arises, the following steps must immediately be taken by the agent, employee or manager of Missionpharma involved in this conflict:

1. Inform the Management
2. Disassociate yourself with the particular assignment
3. In the case where the Manager finds the Conflict of Interest not to be substantial, a written consent may be agreed with the Management

6.2 Complaints and Reporting

6.2.1 Employees may report instances of unethical or corrupt behaviour in relation to Missionpharma's conduct of business. They can do so by contacting their Manager or the Compliance Officer (see below under section 7 for more information about the Compliance Officer). Employees who choose to report will not face reprisal.

6.2.2 Complaints about unethical or corrupt behaviour related to Missionpharma's conduct of business can also be filed by parties external to the company.

6.2.3 Missionpharma will only investigate complaints involving the company or its business subsidiaries. Complaints regarding Missionpharma Employees are only relevant if they relate to their role as Employees in Missionpharma. Complaints regarding Employees' private matters are not of interest to the company and will be deleted immediately.

6.2.4 Complaints can be filed anonymously. However, it is preferable that contact information is provided in order to enable Missionpharma to ask for additional information, if required to investigate the case. Both in regards to internal as well as to external complaints, Missionpharma will observe confidentiality regarding the identity of the reporter and about the reported case.

6.2.5 The storage of information about the reporters will abide by the rules in force for the protection of personal information, among others, those prescribing the deletion of information which is no longer of interest to the company.

7. Implementation of the Code of Conduct

7.1 Roles and Responsibilities

7.1.1 It is every Employee's responsibility to counter bribery and corruption by adhering to this Code of Conduct. Every Manager and Employee has an individual obligation to ensure that any interaction complies with all relevant laws and regulations, as well as this Code of Conduct.

7.1.2 It is the responsibility of every Manager to communicate this Code of Conduct and ensure that all Employees and external parties working on behalf of Missionpharma, within their area of responsibility, understand and comply with the aims and procedures of this Code of Conduct.

7.1.3 Missionpharma has established the function of Compliance Officer to safeguard the implementation of this Code of Conduct.



The **Compliance Officer** discharges the tasks of a Help Desk. If Employees have any doubts regarding ethical behaviour in the conduct of business on behalf of Missionpharma, they can contact him/her for guidance.

7.2 Communication and Training

7.2.1 Missionpharma will ensure that all their Employees are informed about and understand this Code of Conduct.

7.2.2 Each Employee will receive relevant training and new Employees will be briefed as a part of the welcome orientation. At a minimum, key employees will receive mandatory training, including compliance with laws, regulations, or standard conducts relevant for our field of business.

7.3 Sanctions

7.3.1 No Employee will be penalised or be subject to other adverse consequences for refusing to pay bribes, even if doing so may cause Missionpharma lose business or suffer any other negative consequence.

7.3.2 No Employee will be penalised for raising questions about or reporting on unethical behaviour or corruption.

7.3.3 Failure to observe this Code of Conduct is a cause for disciplinary action, and possible dismissal. Company management is responsible for overseeing appropriate disciplinary actions in line with company discipline standards, as allowed by local labour laws. Breaches of law may also result in civil or criminal penalties for the violator.

Lynge, March 2016