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Introduction

Helsinn's officers and employees must comply with all relevant laws and act in an ethical manner at all times. These principles have been incorporated into internal Helsinn's policies which its employees must follow. This Global Supplier Code of Conduct (the "Supplier Code") describes the principles expected of our Suppliers in the conduct of their business, an expectation which comprises an important component of Supplier evaluation and selection. Suppliers should also apply these or similar principles to the partners with whom they work in providing goods and services to Helsinn. Fundamental to this Supplier Code is the shared belief that business should not only operate in compliance with applicable laws, rules and regulations, but that our behaviours address underlying societal concerns. Helsinn is aware that differences in cultures and laws create challenges in applying this Supplier Code globally. The Supplier Code does not replace local law. In addition to these standards, Helsinn expects Suppliers to operate in compliance with applicable laws, rules and regulations. For the purposes of this Supplier Code, the term "Supplier(s)" includes all external contracting parties providing goods and/or services to Helsinn.

Procedure

Helsinn manages Suppliers through careful selection and performance monitoring. Any business regarding proposed engagement of new Suppliers must be coordinated by or in consultation with both the Supply Chain and Quality departments and the relevant department requesting the new supplier. It is important for potential Suppliers to note that only Helsinn Supply Chain has the authority to on-board new Suppliers through its due diligence process, and starting work without this is done at Supplier's own risk.

Scope

This Supplier Code applies globally to all Helsinn Suppliers and all Helsinn employees in relation to their engagement with Suppliers. Suppliers are expected to adopt this Supplier Code or develop their own proportionally equivalent policies or guidelines that address the below ethical business standards.



Break
the
corruption
chain

Business transactions – Legal and ethical standards

The conduct of all Helsinn officers and employees must be based on and comply with legal and ethical standards, demonstrating integrity, transparency and reliability when conducting business on behalf of Helsinn. These principles are similarly expected of our Suppliers:

1. Business and Financial Records

Suppliers are expected to prepare and maintain financial records for all matters related to Suppliers' business with Helsinn including the proper accounting for all payments and expenses made on behalf of Helsinn, or out of funds provided by Helsinn.

2. Anti-Corruption

All Suppliers are expected to comply strictly with relevant anti-corruption laws and regulations such as the US Foreign Corrupt Practices Act, the UK Bribery Act and other international and local laws dealing with the bribery of government and/or non-government officials and officers. Suppliers shall not offer or accept bribes or other forms of unlawful incentives to/from business partners to retain or gain an advantage in obtaining business. No intermediaries, such as agents, advisers, distributors or any other business partners, shall be used to commit acts of bribery. Suppliers shall not offer to or accept from Helsinn employees any payment or other form of unlawful incentive to retain or obtain business.

- **Facilitation Payments**

No facilitation payments are permitted to be made, irrespective of whether or not local law permits them.

- **Gifts, Hospitality and Entertainment**

The provision or receipt of gifts, hospitality, and entertainment in so far as it is connected to the Supplier's business relationship with Helsinn must be modest, reasonable and infrequent, so far as any individual recipient is concerned. Gifts, hospitality and entertainment should never be offered or provided by the Supplier with the intent of causing the recipient to do something favouring Helsinn or to refrain from doing something disadvantaging Helsinn.

Gifts in the form of cash and gifts that are cash-equivalent are prohibited by Helsinn.



- **Grants and Donations:**

Grants and donations are only given if the Supplier and/or Helsinn do not receive, and are not perceived to receive, any tangible consideration in return. Supplier must not make any such grant or donation on Helsinn's behalf or in connection with its relationship with Helsinn, without express prior written consent from Helsinn.

- **Political Contributions:**

If the Supplier chooses to make political contributions, they must not be made in connection to its business relationship with Helsinn or with any expectation of direct or immediate return for Helsinn.

- **Public Officials:**

Any relationship between the Supplier and public officials must be in strict compliance with the rules and regulations to which they are subject (i.e., any applicable rules or regulations in the particular country relating to public officials or that have been imposed by their employer). Any benefit conveyed by a Supplier to a public official related to goods/services being provided to Helsinn must be approved by Helsinn in advance and in writing and be fully transparent, properly documented, and accounted for.



3. Debarment

Suppliers must not at any time, use in any capacity, in connection with the supply of its good and/ or performance of its services, the services of any person debarred or proposed for debarment under any applicable law, otherwise disqualified or suspended from performing clinical research study or otherwise subject to any restrictions or sanctions by its national or any other regulatory authority or professional body with respect to the performance of scientific or clinical investigations.

4. Conflicts of Interest

Suppliers must avoid conflicts of interest in their relationship with Helsinn and other related business partners. If a Supplier's employee is a family relation of a Helsinn employee or has any other relationship with a Helsinn employee that may be a conflict of interest, or may have the appearance of being a conflict of interest, the Supplier should disclose this to Helsinn in writing.

5. Fair Competition

Suppliers shall conduct their business consistent with fair competition. They shall employ fair business practices, including accurate and truthful advertising. Suppliers shall comply with all fair competition and antitrust laws and regulations.

6. Protection of Information

Confidentiality statements must be signed before any exchange of confidential information can take place. Suppliers' primary Helsinn contact will provide Helsinn's Confidentiality Disclosure Agreement as needed. Suppliers are expected to protect the confidential information, including Intellectual Property and personal information of Helsinn and other related business partners and only use such information as is appropriate as part of this business relationship. Suppliers shall apply adequate data privacy and security protection to individuals' personal information it processes. Suppliers will operate in a manner that is consistent with applicable data protection laws.



7. Trade Compliance

Suppliers must comply with all applicable import and export controls, sanctions and other trade compliance laws.

8. Clinical Trials

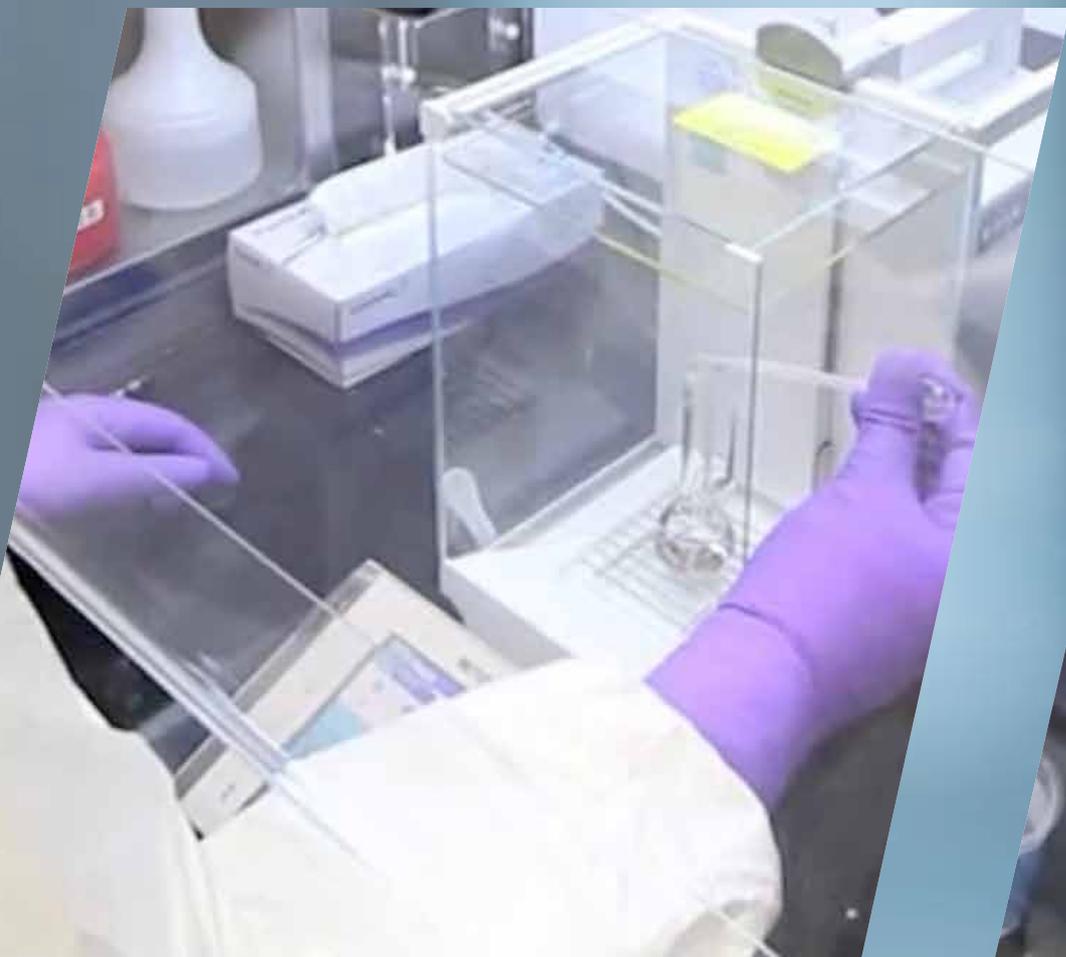
When Suppliers are directly engaged in providing goods and services for Helsinn clinical trials, all relevant Supplier conduct must be in accordance with the global standards of Good Clinical Practices, applicable local regulatory requirements and following the ethical principles that have their origin in the Declaration of Helsinki.

9. Animal Welfare

To the extent relevant to a Supplier's business, animals shall be treated respectfully, with pain and stress minimized. Animal testing should be performed after consideration to replace animals, reduce the numbers of animals used or refine procedures to minimize distress. Alternatives should be used whenever scientifically valid and acceptable to regulators.

10. Proper Protection of Personal Information

Suppliers shall have the proper organizational structure, processes and procedures to ensure the protection of personal information against accidental, unauthorized or unlawful loss, destruction, alteration, disclosure, use or access. If Suppliers believe that they are in receipt of Helsinn confidential information that they should not have, Supplier should immediately notify Helsinn in writing and refrain from any use of such information. Equally, Suppliers shall not share with Helsinn confidential information related to another company where a Supplier is under a contractual or other legal obligation not to share such information.



11. Proper Security Measures

Suppliers must have adequate policies and procedures in place which address technical and organizational security and take reasonable steps to confirm compliance with those.

12. Compliance with Cross-Border Transfer Restrictions

Suppliers must have adequate safeguards, rules and procedures to ensure that they remain in compliance with all applicable laws that govern cross-border data transmissions.

13. Employee Protection

Suppliers shall not use forced, bonded or indentured labour or involuntary prison labor. Employees shall also not be required to lodge papers or deposits on starting work.

14. Child Labour and Young Workers

Supplier shall not use any form of labour from children below the local minimum working age, the age of compulsory education or the ages set out in the international labour organization core conventions (whichever is higher). Young people under the age of 18 should not carry out any hazardous work.

15. Commitment to a Safe and Secure Working Environment

Suppliers should provide a safe and secure working environment in which staff adheres to commonly accepted standards governing personal conduct at work. Staff and guests should feel physically secure in the workplace.

16. Fair and Equal Treatment/Non-Discrimination

Helsinn believes in equal employment opportunity for all staff, without regard to gender, race, ethnicity, sexual orientation, marital status, physical or mental disability, age, pregnancy, nationality, religion or any other legally protected status. Helsinn expects the same fair and equal treatment and non-discrimination of staff from its Suppliers.

