

ANTI-CORRUPTION AND ANTI-BRIBERY CODE

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QUALITY. INNOVATION. TRUST.

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I PURPOSE

The adverse economic and social consequences of bribery and corruption are significant deterrents to development worldwide.

Zdravlje maintains a zero-tolerance policy for bribery. For many years, we have actively fostered an ethical culture throughout our organization and in our relationships with external stakeholders, striving to achieve the highest standards of responsibility and business integrity.

The purpose of this policy is to provide guidance for Zdravlje employees and third parties interacting with Zdravlje to comply with applicable anti-corruption and anti-bribery laws and regulations, and to promote a culture of ethics and integrity.

Additionally, this policy aims to protect Zdravlje and its employees' reputation and mitigate potential civil and criminal fines.

II SCOPE

This Policy applies to Zdravlje and to all Zdravlje Employees and Third Parties engaged in activities with Zdravlje. This Policy defines minimum requirements that must be complied with. Where local laws, regulations or contracts impose a higher standard, the higher standard must be followed. The requirements of this document also apply to subcontractors, such as consultants, vendors, or other partners involved in such activities supported by Zdravlje.

III SUPERVISION

The Legal and Compliance Department is authorized and instructed to control compliance with the provisions of this Policy.

IV GENERAL RESPONSIBILITIES

This Policy establishes standards as a minimum requirement to be followed by Zdravlje worldwide.

The localization, communication, dissemination, training, and compliance with this Policy are the responsibility of each department and Affiliate, with support and cooperation from the Legal and Compliance Department.

Fostering a culture of integrity throughout the organization and clearly communicating Zdravlje's expectations help reduce the risk of bribery and corruption. Managers are responsible for ensuring that all members of their teams understand what bribery is and how to prevent it.

Each department and Affiliate is obliged to implement this Policy. Local standard operating procedures (SOPs) based on this Policy should be developed only when necessary to meet special requirements of local laws, applicable regulations, and codes of practice. Any exceptions or waivers to this Policy must be approved in writing by the Head of Legal and Compliance. If amendments are required due to local legislation, the Head of Legal and Compliance must be informed before SOP approval.

Each Zdravlje Employee is responsible for complying with this Policy and is expected to participate in trainings provided by the Legal and Compliance Department.

All applicable anti-bribery and anti-corruption trainings should be completed by employees within 3 months of assignment/onboarding.

Each department and Affiliate is responsible for facilitating and documenting regular trainings (at least once a year or as required by local law) for Zdravlje Employees on anti-bribery regulations, as outlined in this Policy.

Each Zdravlje Employee has a duty to prevent breaches of this Policy by reporting any questionable situations according to Zdravlje's Code of Conduct.

Zdravlje expects all Zdravlje Employees to demonstrate exemplary conduct and full compliance with the provisions herein. Failure to comply with the terms of this Policy may result in disciplinary action in accordance with applicable labor laws.

FINANCIAL AND ACCOUNTING CONTROLS

In accordance with all relevant rules, regulations and internal procedures, Zdravlje requires that all books, records, and accounts are kept in reasonable detail to accurately and fairly reflect all transactions and dispositions of assets and that adequate internal controls are maintained to provide reasonable assurance that management is aware of, and directing, all transactions ethically and in compliance with applicable Zdravlje's policies and internal standards.

CONSEQUENCES OF NON-COMPLIANCE WITH THIS POLICY

Violations of Anti-corruption and Anti-bribery Laws and Regulations may result in civil and criminal penalties for Zdravlje and Zdravlje Employees, in addition to disciplinary actions against Zdravlje Employees according to the internal regulations and the Zdravlje Code of Conduct.

V REQUIREMENTS

GENERAL REQUIREMENTS

Zdravlje seeks competitive advantage through high-quality products, services, and performance, but never through unethical or illegal business practices. All Zdravlje Employees must comply with existing Anti-corruption and Anti-bribery Laws and Regulations.

Zdravlje, Zdravlje Employees, and Third Parties are prohibited from giving, promising to give, or offering anything of value (e.g., cash, gifts, employment offers, donations, or contributions, etc.) to any person to influence any act or decision of the person or the entity they represent, in order to secure an improper advantage or obtain or retain business for Zdravlje, including the prescription, supply, administration, recommendation, or purchase of Zdravlje's products.

This prohibition also applies to the indirect provision of anything of value to any person, including through intermediaries or relatives. Zdravlje, Zdravlje Employees, and Third Parties are prohibited from making, offering to make, or authorizing a payment to any person or entity (e.g., suppliers, agents, distributors, or intermediaries) with the knowledge that all or part of the payment will be offered or given to a person to secure an improper advantage or obtain or retain business.

The prohibition set forth in this Policy also applies if Zdravlje Employees use their personal funds or assets.

Zdravlje prohibits Facilitating Payments, even when permitted under local law.

Zdravlje, Zdravlje Employees, and Third Parties are prohibited from receiving, making, offering to make, or authorizing any Kickback Payments from or to any person or Third Party.

Zdravlje has zero tolerance for corruption and bribery. Bribes can take many forms, such as gifts, entertainment kickbacks, facilitating payments, any

portion of contract payments, political or charitable contributions. Even the promise or offer of a bribe in any form is prohibited.

Therefore, Zdravlje Employees must ensure they fully understand all such restrictions and associated policies and procedures before acting on behalf of Zdravlje. In case of uncertainty, Zdravlje Employees must obtain written approval from the Legal and Compliance Department before acting on behalf of Zdravlje.

POLITICAL CONTRIBUTION

No Contributions or Sponsorship intended for a political purpose shall be granted without a written approval of the Zdravlje's CEO.

CHARITABLE CONTRIBUTIONS AND SPONSORSHIPS

Contributions or Sponsorship shall not be intended to inappropriately influence HCPs or HCOs and must not influence decisions on research programmes and/or of persons benefitting from the Contributions or Sponsorship.

Contributions or Sponsorship cannot be provided to:

- recipients that discriminate on the basis of race, colour, creed, gender, sexual orientation or national origin;
- organizations or programs designed to solely influence legislation or to elect candidates to public office; or
- religious organizations, except when proposed project is specifically related to (1) health; (2) public services; (3) educational institutions; (4) art; and (5) sports, but not for religious purpose.

Contributions, however, cannot be provided to individuals, and for-profit organisations.

GUIDELINES

Below are guidelines regarding possible business situations, noting that the list is not comprehensive. Employees and partners are reminded that bribery is strictly prohibited, and that advice should be sought before taking any measures in situations where compliance problems may arise.

- It is prohibited to make any payments or provide things of value to influence decision-making on the selection of Zdravlje's products or services, or to influence HCPs to prescribe Zdravlje's products.
- It is prohibited to pay any fees or commissions to HCPs or enter into profit-sharing agreements with them to influence the use of Zdravlje's products.
- Consulting or fee-for-service agreements with HCPs must be entered into to provide lawful services in good faith at fair market value and must comply with local policies and procedures governing interactions with HCPs. Zdravlje strictly prohibits fees for consulting services that are neither required nor provided, or transactions with HCPs at a value greater than fair market value. Zdravlje prohibits fees for unnecessary market research, payments for advertisements, or similar agreements.
- Providing samples of products to HCPs in exchange for actions that benefit Zdravlje is prohibited.
- It is prohibited to provide gifts and all other benefits or things of value directly or indirectly to a Government Official or HCP to unduly influence them to prescribe Zdravlje's products or provide other benefits for Zdravlje. All gifts and items of medical value provided to HCPs must comply with local laws, regulations, and procedures regarding sales, transactions, and interactions with HCPs.
- Payments made to influence the action or decision of a Government Official (such as awarding government contracts, providing non-public information about a government tender, or obtaining drug lists or patient registry information) are prohibited.
- Payments made to influence a Government Official to perform or not perform a specific action (such as issuing a license, waiving the conduct of a

clinical trial, or other requirements related to product registration, or failing to perform control of a specific facility) are prohibited.

- Payments to a Government Official in order to use the influence he has in a Government or Government Organization to inappropriately influence the action or decision of a Government or Government Organization are prohibited.

VI PROHIBITION

ON MONEY LAUNDERING

Money laundering is the process of disguising the origins of funds obtained from criminal or terrorist activities, thereby transforming illicit or 'dirty' money into seemingly legitimate or 'clean' assets. To combat this, numerous governments worldwide have enacted stringent anti-money laundering legislation, aiming to thwart transactions designed to obscure the illicit origins of funds.

Adherence to anti-money laundering principles is vital for preventing the misuse of ZDRAVLJE's resources for concealing criminal activities.

Our approach entails:

- Full compliance with laws and regulations of Republic of Serbia and all other applicable national or international laws and regulations, such as, without limitation, the Law on the Prevention of Money Laundering and the Financing of Terrorism.
- Engaging exclusively with customers who willingly provide comprehensive information, enabling us to assess the legitimacy of transactions.
- Refraining from initiating payments to entities or accepting payments from parties not directly involved in transactions or lacking legal entitlement, except with prior approval from the Legal and Compliance Department.
- Restricting the acceptance of cash payments to instances where prior authorization from the Legal and Compliance Department has been obtained.

VII GLOSSARY

& ABBREVIATIONS

Affiliate: any person that at such time is controlled by or is under common control of Zdravlje. The term 'control' (and its grammatical variations) shall mean (i) possession, direct or indirect, through one or more intermediaries, of the power to direct the management or policies of a person, whether through ownership of voting securities, by contract relating to voting rights or otherwise, or (ii) ownership, direct or indirect, through one or more intermediaries, of more than fifty percent (50%) – or any other percentage as per any applicable law which enables to exercise the Control – of the outstanding voting securities or other ownership interest of such person.

Anti-corruption and Anti-bribery Laws and Regulations: any applicable national and/or international law or regulation addressing corruption and/or bribery, including, without limitation, the U.S. Foreign Corrupt Practices Act (FCPA) and the U.K. Bribery Act 2010 (UKBA), as well as applicable international conventions, including without limitation, the Organisation for Economic Co-operation and Development (OECD) Anti-Bribery Convention and the United Nations (UN) Convention against Corruption.

Bribe: anything of value. It is an act of offering, promising or giving a financial or other advantage or benefit to another person with the intent to induce improper performance of a business or public function, especially to do or not do something within the scope of, or facilitated by, their job or position.

Facilitating Payments: Payments to any Government Organization or Government Official, made in order to expedite or secure performance of non-discretionary, routine governmental actions (e.g.: processing a visa, customs invoice, or other governmental paper).

Government or Government Organization: any ministry, department, administration, or agency owned or controlled in whole or in part by the

government, any public international organizations and their agencies or instrumentality/institution of a government (including a government-controlled enterprise), and any organization/institution considered to be a government department or administrative office under any local law.

Government Official: individuals, even working part time, in the following categories:

- Any officer or employee (including any person nominated or appointed to be an officer or employee) of a Government or a Government Organization;
- Any person acting in an official capacity on behalf of a Government or a Government Organization;
- Any officer or employee of a company or business owned in whole or part by a Government or a Government Organization;
- Any officer or employee of a public international organization, such as the World Health Organization, World Bank or the United Nations;
- Any officer or employee of a political party or any person acting in an official capacity on behalf of a political party; and/or
- Any candidate for political office.

Healthcare Organisations (HCO): A healthcare, medical or scientific association or organisation (irrespective of the legal or organisational form) such as a hospital, clinic, foundation, university or other teaching institution, or learned society. Also, any entity through which one or more Healthcare Professionals provide healthcare services. Wholesalers, distributors, and similar commercial intermediaries are not considered Healthcare Organisations. Pharmacy businesses are always healthcare organisations, even if they are retailers and regardless of their ownership or ownership structure.

Healthcare Professional (HCP): a member of the medical, dental, pharmacy or nursing professions or any other person who, in the course of their professional activities, may prescribe, dispense, purchase, supply, recommend or administer a medicinal product. It includes any official or employee of a government agency or other organisation (whether in the public or private sector) who may purchase, supply, recommend or administer medicinal products. It also

includes any employee of a pharmaceutical company whose primary occupation is that of a practising healthcare professional. It excludes other employees of pharmaceutical companies, and wholesalers or distributors of medicinal products. Individual pharmacists are healthcare professionals.

Kickback Payments: Negotiated bribes hidden in a fraudulent or inflated payment/invoice (generally for goods or services which were not needed, of inferior quality, or both), paid to a recipient as compensation or reward for providing favourable treatment or services to another party.

Political Contributions: a financial or in-kind (e.g. resources, facilities or employee time) contribution made to support political activities, politicians or electoral candidates (either directly or indirectly, at local, national or international level).

Third Party: any person who has or may have, due to his/her functions or responsibilities, an influence in any capacity to take or not a decision relating to any existing or future Zdravlje product or to any Zdravlje activities. For the purposes of this Policy, a distinction is made between two main categories of Third Parties:

- Third Parties from the private sector, such as suppliers, distributors, consultants, etc.
- Third Parties who are considered under this Policy and/or under more detailed or stringent local laws as Government Officials.

Zdravlje's Affiliate: any Affiliate solely and/or all Affiliates together.

Zdravlje Employee: any employee of Zdravlje whether full time or part time, temporary or trainee and any other employee category according to local law.

Zdravlje products: over-the-counter medicines, prescription-only medicines and food supplements in case Zdravlje is their marketing authorisation holder or a distributor.