

Third Party Code of Conduct

Orion Corporation together with its group companies ("Orion") is a globally operating Finnish pharmaceutical group — a builder of well-being. We develop, manufacture and market human and veterinary pharmaceuticals and active pharmaceutical ingredients. Our self-care products that support well-being help people take care of themselves every day.

Orion is committed to sustainability in all its operations. Through Orion's internal Code of Conduct and our management approaches of corporate responsibility Orion has established company standards that include ethical business practices, labour, human rights, health and safety, environment and related management systems. These standards apply to all Orion personnel. We are committed to high standards ourselves thus we regard ourselves entitled to expect the same from the Third Parties with whom we do business. In this context, 'Third Parties' typically refers to suppliers of products and services, but can also include, inter alia, agents, distributors, wholesalers, licensors, licensees and sales entities. All of Orion's Third Parties are required to implement the principles of this Third Party Code of Conduct across their whole business relevant to the manufacturing of goods and services for Orion, or other dealings with Orion.

Orion is a member of the Pharmaceutical Supply Chain Initiative (PSCI). This Third Party Code of Conduct is consistent with the PSCI Principles for Responsible Supply Chain Management. To verify conformance with these expectations and compliance with applicable regulations, Orion reserves the right to conduct, or have conducted on its behalf, on-site or desk-top audits upon reasonable notice. If you have any questions relating to this Third Party Code of Conduct, please do not hesitate to contact us at Orion.

Governance and Management Systems

Good governance and management systems are the foundation for compliance with the principles outlined in this Third Party Code of Conduct. Third Party shall use appropriate systems to conduct due diligence on risk and impact, monitor legislation, set priorities, assign responsibility, adopt risk-mitigation measures, and facilitate continual improvement and compliance.

Culture, commitment and accountability

Third Party shall demonstrate commitment to the concepts described in this document by allocating appropriate resources and identifying senior responsible personnel, thereby creating a culture of responsible practices.

Legal and customer requirements

Third Party shall identify and comply with applicable national and international laws and regulations in the countries in which it operates. Third Party Code of Conduct requirements may exceed the requirements set out in national law. Should the Third Party Code of Conduct contradict the applicable laws or regulations, the law is complied with and prevails. In such cases, Orion is notified without undue delay and alternative ways to respect the requirements of this Third Party Code of Conduct are looked for. Third Party shall also identify and comply with relevant recognized standards i.e., generally accepted management systems and customer requirements.

Risk management

Third Party shall have mechanisms to determine and manage risks in all relevant areas addressed by applicable regulation and this Third Party Code of Conduct. Third Party shall have a management of change process in place to evaluate and control the risk of change.

Traceability and control

Third Party shall have systems in place to carry out due diligence on its own supply chains, including for example traceability for the sources of raw materials to support legal and sustainable sourcing.

Training and competency

Third Party shall have a training program that achieves an appropriate level of knowledge, skills and abilities in management and workers to address the expectations outlined in this Third Party Code of Conduct.

Documentation

Third Party shall maintain documentation necessary to demonstrate conformance with this Third Party Code of Conduct and compliance with applicable regulations.

Continual improvement

Third Party is expected to continually improve by setting performance objectives and executing implementation plans. Third Party shall take necessary corrective actions for deficiencies identified by internal or external assessments, audits, inspections, and management reviews, including the recording and reporting of near-misses, incidents, and incident prevention opportunities.

Emergency preparedness and response

Third Party shall have effective emergency plans and response procedures and their functionality shall be tested periodically. Testing and response procedures should include, where applicable, fire detection and protection, fire drills, evacuation process, and emergency equipment inspections.

Grievance mechanisms

Third Party shall establish grievance mechanisms accessible to internal and external stakeholders who shall be encouraged to use them to report concerns, illegal activities or breaches of the principles of this Third Party Code of Conduct at work. Third party shall have a transparent and understandable grievance policy, and it must provide protection from retaliation, threat of or actual reprisal, intimidation, or harassment, for both reporters and for those participating in any related investigations. Received complaints are recorded and the anonymity of workers is protected.

Response and remediation

Third Party shall properly investigate incidents or concerns relating to the principles outlined in this document, take necessary corrective actions, and provide remediation where required.

Effective communication

Third Party shall have effective systems to communicate the principles of this Third Party Code of Conduct to relevant stakeholders including their workers, contractors, suppliers, and local communities.

Ethics

Third Party shall conduct its business responsibly and ethically and act with integrity.

Patient safety and access to information

Third Party shall ensure that adequate management systems are in place to minimize the risk of adversely impacting on the rights of stakeholders, e.g. patients, subjects, and donors, including their rights to health and to access information directly.

Anti-bribery and corruption

All forms of corruption including but not limited to bribery, extortion and embezzlement are prohibited. Third Party shall ensure that its directors and employees or any third parties acting on its behalf do not promise, offer, give or accept any bribes, or make or accept improper payments to obtain new business, retain existing business, or secure any other improper advantage.

Third Party shall not, participate in any corrupt inducements in business or government relationships, or through the use of intermediaries to secure an unfair advantage. Third Party shall ensure it has adequate systems in place to prevent corruption and comply with applicable laws, including but not limited to the U.S. Foreign Corrupt Practices Act and the UK Bribery Act, in the jurisdiction in which they conduct business.

Gifts and entertainment

Third party must not promise, offer or accept any gift or anything else of value to obtain improper advantages or influence for the Third Party, for Orion (including Orion's employees and/or their family members and associates), or for any third party. Gifts include but are not limited to benefits, fees, discounts, commissions, dividends, cash, gratuities, services, or any inducements.

Third Party commits to ensure that all gifts and entertainment it offers are modest business courtesies, they comply with applicable laws, and are limited in their scope, value and frequency. Cash or equivalent, such as gift cards, are not acceptable. Third Party must not provide any gifts, corporate hospitality or other benefits to an Orion employee's family members.

Trade sanctions

Third party shall ensure its compliance with all applicable import and export control laws and regulations, including but not limited to international trade sanctions issued by the UN, EU, UK or US authorities.

Third party shall inform Orion without undue delay of any 1) non-compliance with international trade sanctions or restrictions, 2) sanctions compliance investigations that Third Party becomes subject to, and 3) export controls or license requirements applicable to the products, software, or technology that Third Party supplies to Orion. Third Party shall provide Orion upon request with information about the manufacturing location of the products it supplies to Orion together with proof of origin.

Fair competition

Third Party shall conduct its business consistent with fair competition and in compliance with all applicable anti-trust laws. Third Party shall employ fair business practices including accurate and truthful advertising.

Animal welfare

If Third Party works with animals, animals shall be treated respectfully with pain and stress minimized. Animal testing should only be performed after consideration to replace animals, to reduce the numbers of animals used, or to refine procedures to minimize distress. Alternatives should be used wherever these are scientifically valid and acceptable to regulatory authorities.

Data privacy and security

Third Party shall safeguard and make only proper use of confidential information to ensure that company, worker, patient, subject, and donor privacy rights are protected. Third Party shall comply with applicable privacy and data protection laws and ensure the protection, security, and lawful use of personal data.

Avoidance and management of conflict of interest

Third Party shall take reasonable care to identify, avoid, and manage conflicts of interest. In particular, Third Party should avoid any interaction with Orion's employees that may conflict, or appear to conflict, with that employee's duty to act in the best interests of Orion. Third Party shall disclose to Orion all conflicts of interest or situations giving the appearance of a conflict of interest in its engagement with Orion.

Product protection and quality

Third Party shall ensure that management and security systems protect products, components and ingredients from the risks of adulteration, falsification, or theft for the purpose of illegal resale.

Human Rights

Third Party shall be committed to respect the human rights of internal and external stakeholders, ensuring to treat them with dignity and respect. Third Party shall commit to and respect the human rights as outlined in the United Nations Guiding Principles on Business and Human Rights (UNGPs). In the UNGPs, human rights are defined, at a minimum, as the rights expressed in the International Bill of Human Rights and the International Labour Organization's Declaration on Fundamental Principles and Rights at Work.

Freely chosen employment

Third Party shall not use forced, bonded or indentured labour, involuntary prison labour, or take part in human trafficking or any form of modern slavery. No worker shall pay for a job or be denied freedom of movement.

Child labour and young workers

Third Party shall not use child labour, i.e., under any condition, employ children who are below the minimum legal age for employment. The employment of young workers below the age of 18 shall only occur in non-hazardous work and when young workers are above a country's legal age for employment, or the age established for completing compulsory education.

Non-discrimination

Third Party shall strive for equality, providing a work environment free from discrimination for reasons such as race, colour, age, pregnancy, gender, sexual orientation, ethnicity, disability, religion, political affiliation, union membership, marital status or any other discriminating factor.

Fair treatment

Third Party shall provide a work environment free of harassment, harsh and inhumane treatment, including any sexual harassment, sexual abuse, corporal punishment, mental or physical coercion or verbal abuse of workers, and of threat of any such treatment.

Wages, benefits and working hours

Third Party shall pay workers according to applicable wage laws and employment contracts, including minimum wages, overtime hours and mandated benefits required by local laws. Third Party shall communicate with the worker the basis on which they are being compensated in a timely manner. Overtime work shall be voluntary, as well as consistent with applicable national and international standards. Third Party is expected to communicate with the worker whether overtime is required and the wages to be paid for such overtime.

Freedom of association and right to collective bargaining

Open communication and direct engagement with workers (i.e., social dialogue) to resolve workplace and compensation issues are encouraged. Third Party shall respect the rights of workers, as set forth in local laws, to associate freely, join or not join labour unions, seek representation and join workers' councils, as well as to bargain collectively. Where the right to freedom of association and collective bargaining is restricted under law, the employer facilitates, and does not hinder, the development of parallel means for independent and free association and bargaining. Workers shall be able to communicate openly with management regarding working conditions without fear of retaliation.

Local communities

Third Party shall respect the rights of the local communities around their sites including the right to a clean and healthy environment.

Health and Safety

Third Party shall provide a safe and healthy working environment, commit to occupational injury and illness prevention and support the wellbeing of workers. There shall be a process in place to identify, assess and either eliminate, minimize or control potential occupational health and safety hazards and risks associated with its operations. Health and safety measures shall extend to contractors and subcontractors on Third Party sites.

Safety of the work environment

Adequate risk assessment and emergency plans shall be in place to ensure the safety of the work environment. Safety information relating to potential hazards and risks, especially hazardous materials – including pharmaceutical compounds and pharmaceutical intermediate materials – shall be available and used to educate, train, and protect workers from hazards. Third Party shall demonstrate good housekeeping practice and a culture of safety. Special emphasis shall be placed on high-risk tasks and safe operation of machinery. A permit to work system shall be in place where necessary.

Worker protection, health and wellbeing

Third Party shall protect workers from overexposure to chemical, biological and physical hazards. Appropriate equipment, facilities and services shall be provided to support worker safety, health and wellbeing. Adequate procedures shall be in place to proactively prevent, manage and control occupational injuries and illness. Based on risk evaluation, the following measures shall be provided, when necessary: medical monitoring, employee health surveillance, and exposure monitoring. Appropriate personal protective equipment (PPE) shall be provided when needed and correct use ensured.

Process safety

If Third Party works with chemical and biological processes, it shall have management processes in place to identify the risks from these processes and to prevent, mitigate and control the catastrophic release of chemical or biological agents.

Environment

Third Party shall operate in an environmentally responsible and efficient manner to minimize adverse impacts on the environment, and to help their own suppliers do the same. Third Party is encouraged to conserve natural resources, reduce greenhouse gas (GHG) emissions, preserve biodiversity and clean water, and minimize and control the use of hazardous materials.

Environmental authorizations and reporting

Third Party shall comply with all applicable environmental laws and regulations. All required environmental permits, licenses and information registrations shall be obtained, and their operational and reporting requirements and any restrictions followed.

Management of waste and emissions

Any waste, wastewater, or emissions with the potential to adversely impact human or environmental health shall be appropriately managed, controlled, and treated prior to release into the environment. This also includes managing releases of active pharmaceuticals into the environment (PiE).

Climate change

Third Party shall monitor and reduce its GHG emissions and support its suppliers to do the same.

Resource efficiency

Third Party shall strive for circularity, designing out waste, taking measures to improve efficiency and reduce the consumption of resources, including water, favoring renewable and sustainable sources. They shall also take measures to reuse and recycle.

Biodiversity conservation

Third Party shall aim to understand its impacts on biodiversity, reducing and mitigating its footprint wherever possible.

Spills and releases

Third Party shall have effective systems in place to prevent and mitigate accidental spills and releases to the environment and adverse impacts on the local community.