

APPENDIX 4:

ANTI-CORRUPTION COMPLIANCE POLICY

HRA PHARMA

HRA Pharma undertakes to conduct all of its activities, in France and abroad, with integrity, transparently and in strict compliance with national and international laws and regulations on the fight against corruption, applicable in the countries where HRA Pharma operates.

This policy, which is applicable to all entities making up the HRA Pharma* Group (hereinafter “HRA Pharma”), aims to eliminate the risk of corruption and helps to ensure behaviour from all of those who work for HRA Pharma that is beyond reproach.

If you have a question ?

Contact your Ethics Adviser:

Valérie Breon Normand | v.breon-normand@HRA-PHARMA.COM | +33 (0) 1 40 33 65 98

* The HRA Pharma Group comprises the companies Hera and Laboratoire HRA Pharma and their subsidiaries.



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1. SCOPE

This policy applies to all HRA Pharma managers, corporate officers, staff members and casual staff (in particular trainees and temps).

It also applies to third parties that have a relationship with HRA Pharma, under the conditions defined in Section 2-12 of this policy.

2. DEFINITIONS

The definitions below are applicable in the context of this policy.

1. **“Public official”** refers to any person holding a legislative, executive or administrative office, whether appointed or elected, permanent or temporary, paid or unpaid, irrespective of that person’s seniority; any person who performs a public function or provides a public service; or any person defined as a public official by the applicable legislation. By extension, public officials include, broadly speaking, any person with a role or responsibility in a political party.
2. **“Private agent”** refers to a person or entity not in a position of public authority or tasked with a public service mission that, in the context of a professional or social activity, directs or works either on their own behalf or for an individual or entity, or anybody.
3. **“Corruption”** can be defined as the action by which a person, with public official or private agent status, promises and/or grants, or solicits or accepts, directly or indirectly through a third party, the donation, offer or promise of a sum of money or of any undue advantage, with a view to performing, delaying or failing to perform an act falling directly or indirectly within the scope of their duties.
4. **“Undue advantage”** can refer to a sum of money or any object or advantage of value, whether that value is real or perceived as significant by the person receiving the advantage, including, but not limited to, gifts, invitations, the payment of travel or holiday expenses, free services, discounts or reductions, supplies of goods, advantages such as the payment of school fees or the provision of job opportunities for friends or family, which can be perceived as a means of exerting influence over an individual such that they act in a manner contrary to their duties and obligations.
5. Passive **“trading in influence”** means the act by which a private agent, whether an individual or entity, makes or proposes, without entitlement, offers, promises, donations, presents or advantages of any kind to make a person in a position of public authority use their real or supposed influence in order for awards, jobs, contracts or any other favourable decision to be obtained from a public authority or administration, and active trading in influence means the act by which a person in a position of public authority solicits, accepts, receives, without entitlement, offers, promises, donations or presents in order for one of the above-mentioned favours to be obtained from the public authority.

6. **“Extortion”** occurs when someone unlawfully solicits or obtains money or material goods through intimidation, or the use of threats of physical or material violence, threats of being personally charged for committing an offence, or threats to reveal compromising information.
7. **“Illegal acquisition of interests”** is the act by which a person in a position of public authority, tasked with a public service mission or in elected public office acquires, receives or retains, directly or indirectly, any interest in a company or in an operation, the monitoring, administration, liquidation or payment of which they are, at the time of the act, wholly or partly responsible for.
8. The **“laundering of the proceeds of corruption or of the corrupt practices”** referred to above consists of the concealment or the disguise of the illicit origin, source, location, disposition, movement or ownership of property, knowing that it represents the proceeds of a crime.
9. **“Gift”** means any material benefit offered or received, given free of charge or at a price below market value.
10. **“Hospitality”** includes meals and refreshments, and the payment of accommodation and travel expenses, the cost of registration for an event or all of the other costs relating to those expenses.
11. **“Entertainment”** can take the form of an invitation to a leisure activity, trips, holidays, etc.
12. The term **“third party”** refers to any person or entity that acts in the name of a company, intervenes on its behalf or represents its interests with respect to any other activity benefiting the Company, as well as any person or entity that provides services and/or supplies tangible or intangible goods, in particular products, materials or equipment. Third parties include but are not limited to:
 - agents, brokers and other commercial intermediaries,
 - consultants,
 - partners in a joint venture or economic interest group,
 - lobbyists,
 - distributors,
 - suppliers,
 - co-contractors and subcontractors.
13. **“Donations”** refer to anything of value offered to support non-profit organisations, without HRA Pharma expecting any commercial advantage or other compensation in return. They can be made in money, in kind, in goods or in services.
14. **“Political contributions”** are financial or in-kind contributions intended to support political parties, politicians or political initiatives.

15. **“Sponsorship”** is material support provided to an event, person, product or organisation with a view to benefiting from it in terms of communication, publicity and/or reputation.

3. COMPLIANCE WITH ANTI-CORRUPTION LAWS

3.1. SUMMARY OF ANTI-CORRUPTION LAWS

HRA Pharma intends to conduct its activities with integrity, transparently and in strict compliance with national and international laws and regulations on the fight against corruption, applicable in all the countries where HRA Pharma operates.

Anti-corruption laws include, in particular:

- The relevant provisions of the French Criminal Code that prohibit the corruption of national and foreign public officials, and corruption in private commercial transactions, trading in influence, extortion, the illegal acquisition of interests and the laundering of the proceeds of these offences.
- International conventions: the Convention on the fight against corruption involving officials of the European Communities or officials of Member States of the European Union of 26 May 1997; the Convention of the Organisation for Economic Cooperation and Development (OECD) on Combating Bribery of Foreign Public Officials in International Business Transactions of 17 December 1997; the Council of Europe Criminal Law Convention on Corruption of 27 January 1999; the Council of Europe Civil Law Convention on Corruption of 4 November 1999; the United Nations Convention against Corruption (the “Mérida Convention”) of 31 October 2003.
- Anti-corruption laws of the countries in which HRA Pharma conducts its activities, in particular those with extraterritorial reach: the US “Foreign Corrupt Practices Act” (FCPA) of 1977 and the “United Kingdom Bribery Act” (UKBA) of 2011, which prohibit the corruption of foreign public officials.

The FCPA can be applied to all US citizens, including US companies or any company listed on the US stock market, as well as their subsidiaries, directors, officers, employees, agents and contractors, and when even a minor element of the offence of corruption of a foreign public official has a connection to US territory.

The UKBA can be applied to companies registered in the United Kingdom and to persons associated with those companies (employees, service providers, subsidiaries, etc.) responsible for acts of or attempts at corruption undertaken with the aim of winning a contract or obtaining a commercial advantage for the entity.

3.2. PROHIBITION OF ALL FORMS OF CORRUPTION AND CORRUPT PRACTICES

HRA Pharma prohibits corruption and all forms of corrupt practices (in particular extortion, trading in influence, the illegal acquisition of interests and the laundering of the proceeds of these practices), in both the public and private sector, in all circumstances.

It is strictly prohibited to solicit or accept from a national or foreign public official or from a private agent, directly or indirectly via a third-party intermediary, a sum of money, gifts, services or any other undue advantage, in order to encourage those persons to carry out or not carry out an act that relates to their role or that could be facilitated by their activity or role.

If you receive an offer of or a request for an undue advantage or another violation of this policy, you must immediately refuse that offer or request and contact the Ethics Adviser.

Similarly, if you know or think you know that an offer of or a request for an undue advantage has been made or is going to be made, or has been accepted or is going to be accepted by a manager, corporate officer, member of staff or third party of HRA Pharma, you must make use of HRA Pharma's procedure for receiving alerts.

You must follow this policy even if it conflicts with local practices or customs.

Under certain strict conditions, the US law, known as the FCPA, provides for an exception relating to "facilitating" payments of small amounts to a foreign public official, a political party or a party official that aim to accelerate or ensure the execution of routine governmental action described in this law.

In these circumstances, if you receive a request for a facilitating payment, you must first notify your line manager or the Ethics Adviser and not fulfil that request until receiving the prior written authorisation of the Ethics Adviser.

When a facilitating payment is made in such circumstances, it must be recorded in HRA Pharma's accounting books and documents.

4. POLICY ON GIFTS, HOSPITALITY AND ENTERTAINMENT

The offering, acceptance or receipt of gifts, entertainment or hospitality is often considered to be an act of courtesy, but it may give rise to a risk of corruption particularly if they constitute the consideration for preferential treatment in the context of a commercial operation or a regulatory procedure.

This policy defines the different rules concerning gifts, entertainment and forms of hospitality, and is consistent with the specific provisions governing HRA Pharma's interactions with the healthcare professionals or organisations that are defined by HRA Pharma's "*Collaboration with healthcare professionals or organisations and publication of transfers of value*" procedure.

4.1. PERMITTED CASES

Pursuant to this policy, it is prohibited to receive or offer gifts, hospitality and entertainment that may inappropriately influence the recipient's judgement, or give the impression of doing so or raise suspicion of an attempt to perniciously influence the business relationship.

However, HRA Pharma acknowledges that they can be an integral part of business relationships in line with certain local laws and may be offered or accepted without prior authorisation provided that they:

- are given in good faith and not for the purposes of corruption or with the expectation of favours;
- are appropriate, reasonable and comply with the regulatory provisions of the countries of origin;
- do not give rise to conflicts of interest as defined in the Code of Ethics;
- are not offered or received too frequently or at inappropriate times;
- are not from the black market or from any form of racketeering (in particular for invitation passes or tickets);
- do not benefit family members.

And in the following cases, provided that:

- with respect to gifts, they do not involve cash payments or equivalents (gift vouchers, loyalty cards, casino chips, various purchase orders, payment of expense claims, travel, etc.) and are limited to a reasonable and legitimate expense of less than €50 excluding taxes;
- with respect to hospitality, it is strictly related to an event organised by or on behalf of HRA Pharma with a scientific and medical purpose, and given solely to the guests involved in the event;
- with respect to the payment of expenses for travel, the distance and duration is justified for professional reasons;
- with respect to meals and refreshments, they represent an ordinary business meal in line with local standards.

4.2. CASES REQUIRING PRIOR AUTHORISATION

Gifts, hospitality and entertainment that do not specifically meet the above criteria require the prior written authorisation of the Ethics Adviser.

In case of doubt regarding the appropriateness of a gift, hospitality or entertainment we ask that you seek the opinion of the Ethics Adviser, who will determine the appropriate course of action.

Finally, all gifts, entertainment and hospitality offered or received must be recorded in HRA Pharma's books and records in accordance with Section 11 of this policy.

5. POLICY ON RELATIONSHIPS WITH THIRD PARTIES

HRA Pharma has implemented a process for due diligence, described below, when selecting, concluding contracts and/or managing relationships with certain third parties to ensure that the latter conduct their activities ethically and comply with this policy.

This due diligence should be undertaken when HRA Pharma is seeking to conclude a contract with either a third party acting in the context of a long-term relationship, in connection with a potentially significant transaction or with the aim of winning a contract or influencing a public decision, or with a third party operating in a high-risk country¹.

The execution of this due diligence is generally entrusted to the department responsible for the transaction, which must ensure that the contract is only negotiated and signed when the due diligence process is completed. If necessary, it can be assisted by the legal department. The results will be sent to the Ethics Adviser, who must give prior written authorisation for any contract or transaction.

This due diligence includes the gathering of information directly from the third party, the carrying out of preliminary checks, prior authorisation from the Ethics Adviser, the monitoring of warning signs prior to and during the course of the business relationship, the formalisation of the relationship with the third party and the request for a commitment to fighting corruption.

Any doubts concerning the appropriate due diligence to be carried out should be raised with the Ethics Adviser.

5.1. GATHERING INFORMATION DIRECTLY FROM THE THIRD-PARTY CANDIDATE

Prior to entering into a business relationship with a third party, the department responsible for the transaction must ask the third-party candidate to complete the “Commercial information request form” (Appendix A) and ask it to supply documents in support of its responses.

The documents provided and the completed form are to be submitted to the Ethics Adviser.

5.2. CARRYING OUT PRELIMINARY CHECKS OF THE THIRD PARTY

Furthermore, preliminary checks must be carried out directly by the department responsible for the transaction, assisted if necessary by the legal department, to ensure the veracity and reliability of the responses provided by the third party.

These checks will be carried out in several stages:

- consultation of relevant websites and newspaper or journal articles in order to determine whether the third party is associated with a national or foreign public

¹ See the list of countries identified as “Highly corrupt” by Transparency International in its Corruption Perceptions Index (CPI) published annually (see <http://www.transparency.org/>). For example, in 2016, Brazil, China, India and Russia were featured.

official, or maintains a close personal or business relationship with a national or foreign public official;

- research on the third-party individual or entity (name of the third party, of its owners and officers, including with alternative spellings) in appropriate databases in order to verify any proceedings instituted against it or sanctions imposed on it;
- consultation of the most recently published accounts or of other public documents where appropriate.

On the basis of these checks, the department responsible for the transaction will complete the "Preliminary third-party verification form" (Appendix B) and will forward it to the Ethics Adviser.

5.3. PRIOR AUTHORISATION OF THE ETHICS ADVISER

Based on the information gathered and following searches for additional information, the Ethics Adviser will decide on the action to be taken on the proposed business relationship with the third party. They will complete the "Third-party engagement authorisation form" (Appendix C).

5.4. MONITORING OF WARNING SIGNS PRIOR TO AND DURING THE BUSINESS RELATIONSHIP

Prior to entering into a business relationship and then throughout the business relationship with a third party, you must remain vigilant and monitor the "warning signs" listed below that may indicate a potential risk of corruption.

The warning signs are the following, in particular:

- the past activities, reputation and references of the third party give rise to legitimate suspicion about dubious or unethical commercial practices;
- the third party requests unusual, unexpected or excessive payments, such as overbilling, requests for poorly defined or last-minute payments, or unusual commissions;
- the third party requires payments to an account located in a country other than the one in which the third party is based or works on behalf of the Company;
- the third party requires that payments are made to another third party to a numbered account, or in cash or any other untraceable form;
- the third party requests political contributions or donations to a non-profit organisation;
- the third party refuses to disclose the identity of its owners, partners or customers, or hesitates in doing so;
- the third party uses holding companies or other methods to conceal the identity of its owners, without sufficient commercial justification;

- the third party expresses the wish to keep the transaction with HRA Pharma or the terms of its engagement secret;
- the third party has little experience in the sector but says that they “knows the right people”;
- the third party refuses to make a clear commitment to fight against corruption;
- the third party refuses to provide detailed invoices, or the invoices provided are incorrect or reflect an activity that was not actually carried out.

The presence of one or more of these warning signs at the time of the selection of the third party or during collaboration with it will not necessarily be an obstacle to the business relationship.

However, if one or more of these warning signs arise, an additional opinion from the Ethics Adviser must be sought through a more thorough investigation, prior to continuing any business relationship deemed to be high risk.

Thus, the Ethics Adviser may where possible consult references for the third party (e.g. banks and commercial partners), engage a company specialising in preliminary investigations and/or consult a local lawyer to find out if the contract between the Company and the third party is lawful with respect to local legislation and the terms and conditions of the reference contract.

5.5. FORMALISATION OF THE RELATIONSHIP WITH THE THIRD PARTY AND REQUEST FOR A COMMITMENT TO FIGHTING CORRUPTION

The relationship with the third party must then be formalised by a contract so that it can conduct an activity in the interest or on behalf of HRA Pharma.

HRA Pharma’s principles and expectations regarding the fight against corruption must be communicated to the third party.

Contractual commitment clauses on anti-corruption compliance and compliance with regulations on economic sanctions must be inserted into contracts when the due diligence procedure has been rendered necessary (Appendix D).

Third parties may only receive remuneration proportionate to work carried out and to legitimate services constituting the normal consideration, and proportionate to supplies and/or services, in accordance with the terms and conditions provided for in the contract.

The reasonableness and legitimacy of the services provided by the third party, as well as of the remuneration paid to the latter during the engagement, must be monitored throughout the business relationship.

Payment is made after validation in accordance with the applicable procedures.

No payments should be made to an account located outside the country in which the third party conducts its activities.

No payments should be made in cash or by bearer cheque, and any exception to the above rules must be approved by the Ethics Adviser.

6. POLICY ON DONATIONS TO NON-PROFIT ORGANISATION, SPONSORSHIPS AND POLITICAL CONTRIBUTIONS

This policy is consistent with the specific provisions governing HRA Pharma's interactions with healthcare professionals or bodies contained in HRA Pharma's "Collaboration with healthcare professionals and organisations and publication of transfers of value" procedure.

In principle, donations to non-profit organisations and sponsorship actions may be made and implemented by HRA Pharma in the context of its activities, provided that they are not inconsistent with the applicable laws and regulations and if they are not perceived as a means of exerting influence over an individual such that they act in a manner contrary to their duties and obligations.

Donations are subject to prior verification of the potential beneficiary's reputation and the prior written authorisation of the Ethics Adviser.

Requests for authorisation must be examined with particular attention when they concern organisations involving leading political figures, members of their family or close friends, or third parties linked to HRA Pharma.

In addition, all operations must be recorded in HRA Pharma's books and records in accordance with Section 11 of this policy.

HRA Pharma prohibits political contributions in its name as well as any contributions to religious groups in its name.

7. HUMAN RESOURCES POLICY

In cases where public officials or third parties ask HRA Pharma to provide internships or jobs to persons that they recommend or introduce, it is necessary to ensure that these types of recommendations or introductions do not give rise to any direct or indirect undue advantages, or any discrimination in employment.

The application will therefore be dealt with in accordance with normal procedures, and applicants will be subject to selection criteria identical to those valid for any applicant of the same type.

The Ethics Adviser must be informed of any relationship between the applicant and a public official or a third party of HRA Pharma, and any recruitment must be subject to prior written authorisation by them.

In addition, if the activity or job for which former public officials are approached is directly related to the duties that they performed or supervised while they were in post, those officials may not be hired in any capacity prior to the end of a reasonable period after leaving their post.

8. MERGERS AND ACQUISITIONS POLICY

Searching for strategic partnerships, the acquisition of companies and the acquisition of minority interests are part of HRA Pharma's activities.

Pursuant to this policy, in the context of the appraisal of any merger, acquisition and joint venture plans, a certain number of pieces of information on the counterparty and, where relevant, on its shareholder base must be gathered in order to evaluate the state of that counterparty's anti-corruption policy and programme.

If the proposed operation presents a risk of corruption, you must inform the Ethics Adviser.

If the opinion is negative, the action to be taken on the proposed operation must be decided by HRA Pharma's management.

These checks are documented and retained in accordance with the periods established in Section 11 of this policy.

9. RESPONSIBILITIES AND PENALTIES

Each company in the HRA Pharma Group must take all necessary measures to inform its staff members and the third parties with which it is in contact of the obligations and responsibilities with respect to this policy, as well as the offences under local and international laws and regulations. Each company must also ensure that they comply with this policy and all anti-corruption laws.

Acts of corruption expose HRA Pharma, its managers and its staff members to the risk of civil, criminal and financial penalties in France but also in other countries, given the extraterritorial application of certain legislation.

Under the French Criminal Code, individuals are liable to up to 10 years' imprisonment and a fine of EUR 1 million, deprivation of civic rights and prohibition from engaging in the activity in question for five years or more.

HRA Pharma is liable to a fine from EUR 5 million to 30% of its turnover, or even to double the proceeds resulting from the offence, market exclusions, etc.

Acts of corruption or corrupt practices also expose HRA Pharma to the risk of reputational damage and go against all of HRA Pharma's values.

Furthermore, if an act of corruption or a corrupt practice is proven, appropriate disciplinary measures will be taken against the persons in question.

If they are external partners, experts, consultants or interns, their services will be discontinued in accordance with legislative and contractual provisions.

However, it should be noted that no reprisal or disciplinary measures can be imposed for having reported in good faith any proven or reasonably suspected failures to comply with this policy, or for having refused to engage in any form of corruption.

10. DISSEMINATION AND TRAINING

In the context of HRA Pharma's continued commitment to anti-corruption compliance, all of its managers, corporate officers, staff members and casual staff should receive and read a copy of this policy.

They have to complete a declaration on the anti-corruption compliance policy (Appendix E), by which they certify that they (1) have read this policy; (2) agree to comply with it; and (3) are aware of their option to report any potential infringement of this policy to the Ethics Adviser. The signed declaration should be returned to the Human Resources Department, which will place it in the staff member's personal file and send a copy to the Ethics Adviser.

HRA Pharma also provides training programmes on compliance with laws and regulations on the fight against corruption in order to train managers, corporate officers, staff members and casual staff on the requirements and obligations of anti-corruption laws and of this HRA Pharma policy. These parties are required to attend the training and the Ethics Adviser must retain the attendance records to prove the fulfilment of that obligation.

11. MAINTENANCE OF THE BOOKS AND RECORDS, AND ARCHIVING

The books and records must be maintained in a sufficiently detailed and accurate manner, such that they correctly reflect all of the operations and meet internal control requirements.

In the context of the fight against corruption, it is essential that HRA Pharma's operations and transactions are transparent and exhaustively documented, that expenses are correctly recorded in its accounting, and that any payments made with its funds or in its name are duly authorised.

All operations mentioned in this procedure must be clearly and accurately recorded in HRA Pharma's books and records:

- gifts, hospitality and entertainment received or offered, indicating in particular the purpose, the person instigating them, the beneficiary/guest, their nature and their value;
- donations to non-profit organisations made and sponsorships conducted;
- attendance records proving the undertaking of anti-corruption training.

In addition, all of the documents mentioned in this policy are retained and archived for five years. They include:

- detailed statements concerning the gifts, hospitality and entertainment offered, received or paid for by HRA Pharma, and documents to prove the issuance of authorisations for them where appropriate;
- with respect to relationships with third parties, all verification documents in the context of due diligence, all forms and their related documentation, and all approvals and refusals relating to the engagement of a third party, with supporting summaries for the refusals;

- verification documents relating to donations to non-profit organisations and sponsorships, and related authorisations, as well as refusals of requests for political contributions;
- documents to prove the issuance of the prior authorisations required for human resources actions and practices that require them;
- all verification and opinion documents relating to a merger or acquisition operation enabling the evaluation of the state of the anti-corruption policy of the entities concerned;
- declarations relating to anti-corruption compliance.

12. REPORTING OF VIOLATIONS

Do you wish to raise an alert?

Please consult HRA Pharma's procedure for receiving alerts and send your alert in writing to your Ethics Adviser:

Valérie Breon Normand | compliance@EthicHRA.com | HRA Pharma Head Office | 15 rue Béranger | 75003 Paris | France

13. CONTACTS

Questions?

If you have any doubts about the implementation of this policy, and in particular if an operation may constitute a violation of this policy, please contact your Ethics Adviser:

Valérie Breon Normand | v.breon-normand@HRA-PHARMA.COM | +33 (0) 1 40 33 65 98

14. APPENDICES

Appendix A - Third-party commercial information request form;

Appendix B - Preliminary third-party verification form;

Appendix C - Third-party engagement authorisation form;

Appendix D - Contractual commitment clauses on anti-corruption compliance and compliance with regulations on economic sanctions;

Appendix E - Staff member declaration on the anti-corruption compliance policy.

APPENDIX A

THIRD-PARTY COMMERCIAL INFORMATION REQUEST FORM

This information request form is required in the context of HRA Pharma's due diligence procedures for certain proposed third parties that may act as representatives for HRA Pharma. This form may be completed by the third party at the request of a member of staff of HRA Pharma or by the member of staff of HRA Pharma based on information provided by the third party.

Full corporate name of the Company _____

In letters of the language of the country of origin (*where appropriate*) _____

Address of the principal place of business _____

Website (*where appropriate*) _____

Country in which the work will be carried out _____

Telephone No (include country code) _____

Nature of the activity or service _____

Tick a box: Company Partnership Sole trader

Year of company incorporation: _____ Number of employees: _____

Key decision-makers and functions: _____

Nature of the activity (it is also possible to provide a brochure or a summary of the activity).

Countries in which the Company operates: _____

Please attach the training and procedures concerning the Company’s compliance with laws and regulations on the fight against corruption and sanctions, where appropriate.

Has the Company (or one of the Company’s current or former employees) been the subject of investigations, inquiries or legal proceedings in connection with corruption or any other criminal behaviour in the last five years?

Yes No

Does the Company have customers that are owned or controlled by a government?

Yes No

In the questions below, “public official” includes, broadly speaking, (1) the elected or appointed officials, officers or employees of a government; (2) persons acting in an official or public capacity on behalf of a government; (3) any person performing legal, legislative, executive, administrative or regulatory duties for or as part of a government (including any independent regulatory bodies); (4) any person with a role or responsibility in a political party; (5) candidates for a public office; and (6) any employee, manager, agent or any other person acting for or on behalf of an entity wholly or partially owned or controlled by a government, or any public, quasi-public or non-governmental organisation.

Does a serving or former public official, or one of their close relatives, hold a direct or indirect interest in the Company?

Yes No

Explain: _____

Is or was a senior employee, manager or director of the Company a public official or a close relative of such an official (close family, first cousins, nieces/nephews)?

Yes No

Explain: _____

Does the Company plan to use the services of third parties for the work carried out on behalf of HRA Pharma?

Yes No

If yes, list the third parties and describe the nature of those services.

Does the Company engage in activities (including joint ventures) with persons who reside, are established or are located in a country subject to economic sanctions?

Yes No

If yes, list the countries and describe the nature of the activity.

Do customers of the Company, distributors or other third parties resell the Company's products or services to sanctioned countries?

Yes No

If yes, list the countries and describe the nature of the activity.

Do persons who are citizens or residents of the United States or entities established in the United States, or governed by US law, used by the Company (as employees, suppliers, consultants or other agents) work in a sanctioned country?

Yes No

In the last five years, has the Company engaged in transactions or operations with a person or entity placed on an economic sanctions list or with an entity owned by a listed person or entity?

Yes No

When the Company enters into a business relationship (including when it selects partners in the context of a joint venture), does it consult OFAC's SDN list or the EU's list of financial sanctions in order to ensure that it does not sign a contract with individuals or entities targeted by a sanction or their subsidiaries?

Yes No

Has the Company been the subject of or involved in (a) investigations/inquiries conducted by a government or a regulatory authority or (b) internal investigations/inquiries involving allegations of violations by the Company of regulations on economic sanctions in the last five years?

Yes No

In addition, in the last five years, has the Company been the subject of:

(i) reports from whistle-blowers concerning the suspected violation of regulations on economic sanctions;

Yes No

(ii) internal reports revealing situations leading to voluntary disclosures to a body or an agency of a government;

Yes No

(iii) internal reports revealing potential violations that have not led to voluntary disclosures? If the answer to point (iii) is yes, explain the reasons behind the decision not to report the situation.

Yes No

Is the Company aware of information that could indicate that it may have violated a regulation on economic sanctions in the last five years?

Yes No

Please provide the Company's commercial references:

1. Company: _____

Contact: _____

Address _____

Tel. No _____

2. Company: _____

Contact: _____

Address _____

Tel. No _____

3. Company: _____

Contact: _____

Address _____

Tel. No _____

Please provide the following financial references:

1. Banker's name and address:

Name _____

Name of the bank _____

Address _____

Tel. No _____

Payment method: Bank transfer Electronic transfer of funds

Cheque Other

2. Names and addresses of the auditor and accountant:

Name _____

Name of the firm _____

Address _____

Tel. No _____

If this form is completed by a representative of the Company, sign below:

I, the undersigned, certify on behalf of _____ that, to its knowledge, the information provided is complete and accurate, and that _____ is in compliance with all applicable laws, rules and regulations, including the laws, rules and regulations on the fight against corruption and regulations on economic sanctions in the jurisdictions in which the Company operates.

I understand that any false or inaccurate statements in the information provided may lead to the termination of any commercial agreements or contracts, and the immediate termination of the relationship with HRA Pharma, without any compensation.

Signature of the Company's authorised representative

Date

APPENDIX B

PRELIMINARY THIRD-PARTY VERIFICATION FORM

This preliminary third-party verification form is required in the context of HRA Pharma's due diligence procedure for certain proposed third parties that may act as representatives for HRA Pharma. This form is completed by a member of HRA Pharma based on their own research.

- 1 Name and address of the third party:

- 2 To your knowledge, is the third party associated with or linked to a public official or a public function? If yes, explain.

- 3 Describe the proposed responsibilities of the third party.

- 4 Describe the third party's relevant experience and the source(s) of this information.

- 5 Did the third party freely answer the questions asked on the commercial information request form, including on the references? If no, explain.

- 6 Do the third party's answers or other information indicate prior improper activity, or significant prior criminal or civil proceedings brought against the third party? If yes, explain.

- 7 Do the third party's references recommend them without reservation? If no, explain.

- 8 Do you have reason to think that the third party may not comply with the Company's global policy on compliance with laws and regulations on the fight against corruption and sanctions? If yes, explain.

- 9 Is the third party an individual or entity subject to an economic sanction or is it owned by an entity or individual subject to an economic sanction?

- 10 Is the third party resident in, located in or operating from a sanctioned country?

11 Does the third party operate in the defence industry, or is it otherwise involved in the export of military or dual use goods, technologies or software?

Signature: _____ Date: _____

Name: _____

Job title: _____

APPENDIX C

THIRD-PARTY ENGAGEMENT AUTHORISATION FORM

This form is required as part of HRA Pharma’s due diligence procedures for certain proposed third parties that may act as representatives for HRA Pharma. This form is completed by the Ethics Adviser, based on information contained in the third-party commercial information request form and the preliminary third-party verification form.

I have read the information contained in the third-party commercial information request form and the preliminary third-party verification form,

concerning -----
----- (Name and address of the third party).

Furthermore, I have gathered the necessary additional information in order to determine whether this transaction complies with HRA Pharma’s anti-corruption compliance policy.

Having examined this transaction, it is

- AUTHORISED
- REFUSED

I have also taken reasonable measures to ensure that this form and the other related forms and documentation are retained for five years.

Signature: _____ Date: _____

Name: _____

Job title: _____

APPENDIX D

CONTRACTUAL COMMITMENT CLAUSES ON ANTI-CORRUPTION COMPLIANCE AND COMPLIANCE WITH REGULATIONS ON ECONOMIC SANCTIONS

Declarations and guarantees on anti-corruption compliance and compliance with regulations on economic sanctions

_____ declares and guarantees that it is in compliance with national and international anti-corruption laws, and national and international regulations on economic sanctions, and that it will continue to comply with those laws and regulations for the duration of this Contract.

Right of suspension

Notwithstanding any other stipulation in this Contract, the Company may immediately suspend the execution of the Contract without notice or other formalities, as well as any payments due pursuant to this Contract, if it has information enabling it to consider unilaterally and in good faith that there is a risk of the infringement of national and international anti-corruption laws and/or of national and international regulations on economic sanctions by _____.

Right of termination

The Company may terminate the Contract without notice or other formalities other than notice via the termination letter sent by registered post with acknowledgement of receipt when it has proof or a body of evidence leading it to consider reasonably and in good faith that _____ does not intend to comply or has not complied with national and international anti-corruption laws or national and international regulations on economic sanctions.

Termination will take effect on receipt or the first presentation of that letter at the address mentioned in the Contract.

APPENDIX E

DECLARATION ON THE ANTI-CORRUPTION COMPLIANCE POLICY

I, the undersigned, acknowledge having received, read and understood HRA Pharma's anti-corruption compliance policy.

I agree to comply with all of the rules contained within them. I am aware of HRA Pharma's procedure for receiving alerts, which I undertake to apply. I will attend HRA Pharma's training on the fight against corruption.

I understand that failure to comply with that HRA Pharma policy and the applicable anti-corruption laws may lead to disciplinary measures and prosecution, with penalties including fines and/or imprisonment.

If I have questions concerning this policy, I will immediately contact the Ethics Adviser.

Signature: _____

Name (in block capitals): _____

Company: _____

Department: _____

Date: _____

(The signed declaration should be returned to the Human Resources Department and placed in the staff member's personal file. The Human Resources Department will send a copy to the Ethics Adviser.)