

# Statement Charter

## Ethics & Compliance Committee

The Swixx Ethics & Compliance Committee has important responsibilities at the core of the company's business activities.

We understand that the very success of our company depends upon a vigilant respect for laws, rules, regulations, Codes of Practice, and high ethical standards in all that we do. We are committed to the practical application of both our company and our partners' compliance, quality and ethical standards.

We aim for the highest ethical and professional standards. Operating ethically and in strict compliance with partners' guidelines is a top priority of all employees and is deep in our company culture.

### Status

The Ethics & Compliance Committee (ECC) has been appointed as a committee reporting to the board of Directors (the Board) of Swixx and affiliated Companies (Swixx or the Company).

### Strategic objectives of Company Leaders

#### Board of Directors

- Lead and oversee the Swixx commitment to high business standards and ethical behaviour as set out in the 'Code of Business Conduct.' Provide strategy, resources and reactions to the Ethics and Compliance requirements identified by the Company bodies or external situations.
  - Consider ethics and compliance as a standing agenda item at board meetings
  - Decide upon and allocate the resources necessary for the Swixx compliance program
  - Respond and make decisions with respect to matters raised by the Compliance Function and Ethics & Compliance Committee

### Ethics & Compliance Committee

- Assist and advise the board and the compliance function with respect to business standards and ethical behaviour set out in the 'Code of Business Conduct'
- Undertake activities set out in the 'Charter' below

### General Manager

- Co-lead and manage the Swixx compliance and ethical behaviour program and encourage ethics and compliance culture; lead tone from the top and motivate all to do the same.
- Create tools for communication of ethics and compliance messages within the organisation and communicate directly with employees in this connection and encourage direct communication within the Company where best practices learnings from mistakes and proposals for continuing improvements are shared.
- Ensure resources are available for continuing improvement and implementation of ethical behaviours and a compliant culture.

### Members of the Management Team

- Support management of the Swixx compliance and ethical behaviour program and encourage ethics and compliance culture; lead tone from the top and motivate all to do the same.
- Communicate ethics and compliance messages directly with employees and encourage direct communication within the Company where best practices learnings from mistakes and proposals for continuing improvements are shared.
- Further responsibilities are included in the job profile

### Compliance Officers

- Devise, co-lead and manage the Swixx compliance and ethical behaviour program.
- Support managers and staff in the practical application of compliance standards and ethical behaviours.

### Country Compliance liaisons

- Devise, co-lead and manage the Swixx compliance and ethical behaviour program.
- Support managers and staff in the practical application of compliance standards and ethical behaviours.

## Country/Region Compliance committees

- Is a body of the local organisation consisting of General Manager, Head of Finance, Head of Sales and Marketing, Legal, Compliance in the respective country/sub-region whose role is:
  - Create a platform where ethics & compliance topics are genuinely and regularly discussed, share best practices, learnings; discuss insights of employees and collaborating parties aiming for continuous improvement of the organization's practices and culture
  - Identify, share, discuss and review relevant observations /potential issues and decide the appropriate action items/remediation plan and assign the relevant stakeholder for their implementation
  - Ensure continuous improvement of identified observations /potential issues

## Ethics & Compliance Committee

### Membership

The Ethics & Compliance Committee shall consist of three or more members: employees and or external consultants/experts. It shall be chaired by the Chairman of the Board of Swixx and shall comprise at least one other board member, the Swixx Corporate Director Compliance and Internal Controls, the Swixx Legal Advisor and at least one other suitably qualified person. The Committee shall have authority to select, retain and/or replace outside advisors to provide independent advice to the Committee.

The current members of the ECC are:

- Head of ECC - Chairman of the Board – Michael Seeley
- Member – Board member – Barbara Kosir
- Member - Legal Advisor – Gabriela Zelenkova
- Member – Corporate Director Compliance and Internal Controls – Marcela Lassakova
- Member - Independent consultant in Pharmaceutical compliance and ethics, former member of EFPIA - Paul Woods

### Governance

The Compliance and Ethics Committee will assist and advise the board and the compliance function with respect to business standards and ethical behavior set out in the 'Code of Business Conduct.' It will strive to contribute to the maintenance of the good reputation of the company through its activities to support compliance with applicable laws and codes and a promoting a culture of ethical business practices.

The Committee shall meet up to four times a year of which at least one meeting shall be face to face.

The Committee shall maintain written minutes of its meetings and activities. Minutes of each meeting of the Committee shall be distributed to each member of the Committee and to all Board members. The Chair of the Committee shall report to the Board following meetings of the Committee, and as otherwise requested by the Board.

## Purpose

The ECC shall represent and assist the board with the oversight of significant ethics and compliance matters in the following healthcare related areas:

- Compliance with requirements governing product marketing, promotion, and sale including with respect to product claims and restrictions on “off-label” promotion, interactions with healthcare professionals, the U.S. Foreign Corrupt Practices Act and equivalent ex-U.S. requirements as they relate to the Healthcare-related areas
- Compliance with requirements governing manufacturing quality control, including current Good manufacturing practices
- Compliance with requirements governing the monitoring and reporting of product safety information

## Compliance Pillars

1. Risk management approach
2. Written Policies, Procedures and Controls translated into a living culture
3. Effective Communication and „hot-line“ for compliance complaints
4. Internal Monitoring and Auditing
5. Enforcement and Discipline (Investigative process)
6. Due Diligence process and management of Third Parties
7. Training and Education
8. Prompt Response and Corrective Action for Detected Problems

Responsibilities with respect to ethics and compliance

	<b>Company Ethics and Compliance Committee</b>	<b>Compliance Function (consistent with job description of Leader)</b>	<b>Country Ethics and Compliance Committee</b>
1. Oversight and Infrastructure / Risk Management approach	<ul style="list-style-type: none"> <li>• Establish principles of the Swixx compliance program and regularly review it, including but not limited to evaluating its effectiveness and receiving periodic updates (at least four times per year) from the Compliance function about the Compliance program and related activities</li> <li>• Provide an assessment of the compliance program to the Board annually</li> <li>• Pro-actively advise on enhancements to the Swixx policies, procedures, and compliance program that will keep the company at the leading edge of good compliance and high standards of ethics</li> <li>• Maintain good awareness of the developing compliance environment and be knowledgeable about the key ethics and</li> </ul>	<ul style="list-style-type: none"> <li>• Coordinate the creation of company policies &amp; procedures</li> <li>• Undertake risk management on business processes and identify improvement requirements</li> <li>• Evaluate and implement the enhancements to company policies, procedures, and compliance program necessary because of acquiring new partners and because of changed compliance requirements of existing partners</li> <li>• Maintain good awareness of developing Compliance environment and be knowledgeable about the key ethics and compliance issues and risks facing the business with relevant and specific issues identified by the company</li> </ul>	<ul style="list-style-type: none"> <li>• Create a platform where ethics and compliance topics are genuinely and regularly discussed</li> <li>• Share best practices and learnings</li> <li>• Discuss insights of employees and collaborating parties aiming for continuous improvement of the organization practices and culture</li> <li>• Identify, share, discuss and review the observation /potential issues and decide the appropriate action items/remediation plan and assign the relevant stakeholder for their implementation</li> <li>• Ensure continuous improvement of identified observation /potential issues</li> <li>• Collaborate with Compliance function in</li> </ul>

	<b>Company Ethics and Compliance Committee</b>	<b>Compliance Function (consistent with job description of Leader)</b>	<b>Country Ethics and Compliance Committee</b>
	<p>compliance issues and risks facing the business</p> <ul style="list-style-type: none"> <li>• Perform any other duties as directed by the Board of Directors</li> <li>• Advise on the resources necessary for the Swixx compliance program</li> </ul>	<ul style="list-style-type: none"> <li>• Perform any other duties as directed by the Board of Director and ECC</li> <li>• Identify and manage the resources necessary for the Swixx compliance program</li> </ul>	<p>connection to the 3rd party due diligence and share the findings with the 3rd parties</p> <ul style="list-style-type: none"> <li>• Control implementation of the 3rd party response to the findings (with Compliance function)</li> </ul>
2. Written Policies, Procedures and Controls translated into a living culture	<ul style="list-style-type: none"> <li>• Advise on the establishment and maintenance of a robust system of internal controls for the management of all significant risks</li> <li>• Advise on the completeness and suitability of Swixx policies &amp; procedures</li> </ul>	<ul style="list-style-type: none"> <li>• Work with all departments and functions to develop, implement and manage the application of internal procedures and relevant internal controls</li> </ul>	
3. Reporting/Effective communication and “hot-line” for compliance complaints	<ul style="list-style-type: none"> <li>• Review the list of compliance complaints at each meeting</li> </ul>	<ul style="list-style-type: none"> <li>• Prepare and update list of received compliance complaints</li> </ul>	
4. Internal Monitoring and Auditing	<ul style="list-style-type: none"> <li>• Review and approve the audit program</li> <li>• Receive audit reports and advise Compliance function on Corrective and Preventive Actions</li> <li>• Review and approve the Monitoring Program</li> <li>• Advise on ad hoc compliance and ethics</li> </ul>	<ul style="list-style-type: none"> <li>• Manage internal and external audits</li> <li>• Develop with the relevant process owner the remediation plan and ensure implementation within reasonable time</li> <li>• Manage the monitoring of employee compliance</li> </ul>	

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	<p>issues brought to the Committee</p>	<p>with company policies &amp; procedures</p> <ul style="list-style-type: none"> <li>• Play role of the liaison of Corporate ECC and Country Ethics &amp; Compliance Committee</li> <li>• Share inputs between the committees vice-versa</li> <li>• Follow up of identified issues and ensure their appropriate closure is made</li> <li>• Share the identified best practices and learning</li> </ul>	
5. Enforcement and Discipline / Investigative process	<ul style="list-style-type: none"> <li>• Advise on investigations into alleged breaches of the company's policies &amp; procedures</li> <li>• Receive a Quarterly report on all alleged breaches of the company's policies &amp; procedures and advise on corrective and preventive actions</li> </ul>	<ul style="list-style-type: none"> <li>• Initiate and manage investigations into alleged breaches of the company's policies &amp; procedures</li> <li>• Produce a Quarterly report on all alleged breaches of the company's policies &amp; procedures including details of corrective and preventative actions</li> </ul>	
6. Due Diligence process and management of Third Parties	<ul style="list-style-type: none"> <li>• Oversee and advise on due diligence processes for 3<sup>rd</sup> parties</li> </ul>	<ul style="list-style-type: none"> <li>• Manage due diligence processes for 3<sup>rd</sup> parties</li> <li>• Share the findings with the 3<sup>rd</sup> parties (with GM) and ensure outcome of</li> </ul>	

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		<p>due diligence is shared and discussed with the 3<sup>rd</sup> parties</p> <ul style="list-style-type: none"> <li>• Control implementation of response to the findings (with GM)</li> </ul>	
7. Training and Education	<ul style="list-style-type: none"> <li>• Advise and support communication and education across the company with respect to ethics and compliance</li> <li>• Oversee and advise on continuous education and sharing of external and internal best practices and learnings concerning ethics and compliance</li> </ul>	<ul style="list-style-type: none"> <li>• Manage workforce training (new starter training /training for updated policies &amp; procedures), including delivery and tracking</li> <li>• Ensure continuous education and sharing of external and internal best practices and learnings across the business</li> <li>• Communicate regularly on key ethics and compliance topics learned from the business focused on healthcare area</li> </ul>	
8. Response and Corrective Action for Detected problems	<ul style="list-style-type: none"> <li>• Advise on the response to compliance and government investigations, warning letters received directly or through partner companies, as required by the board or compliance function</li> </ul>	<ul style="list-style-type: none"> <li>• Collaborate with legal function and lead the response to compliance and government investigations, warning letters received directly or through partner companies</li> </ul>	

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		<ul style="list-style-type: none"> <li>• Ensure learnings from investigations and update the relevant company policies &amp; procedures</li> </ul>	