

Code of Business Conduct



Dear Colleagues,

The Code of Business Conduct is our guide to appropriate conduct. Together with other Company guidelines, such as our policies and procedures we have set standards to ensure that we all do the right thing in complaint and ethical manner. Our commitment to doing the right thing, which means complying with both the spirit and the letter of the laws that govern our industry, gives us a competitive advantage. This means acting honestly and treating each other and our customers, partners, suppliers and consumers fairly, and with dignity.

Keep the Code with you and refer to it often. When you have questions, ask for guidance.

Comply with the Code and the law wherever you are. Use good judgment and avoid even the appearance of improper behavior

If ever in doubt about a course of conduct, ask yourself:

- Is it consistent with the Code?*
- Is it ethical and legal?*

Would I want to read about it in the newspaper?

If the answer is “No” to any of these questions, don’t do it.

Please know that all of Swixx Biopharma’s leaders are available to you if you have any concerns related to company practices or regarding a colleague. Seeking advice, raising concerns, or reporting misconduct cannot and will not be held against you. Our open door and anti-retaliation policies are in place to encourage and protect colleagues who raise concerns.

With your help, I am confident that our Company will continue to deserve the trust that everyone has in us. Our reputation for integrity will endure. Thank you for joining me in this effort.

Sincerely

*Michael Seeley
Head Ethics and Compliance Committee*

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Purpose

Swixx Biopharma is proud of the values with which it conducts business. It has and will continue to uphold high levels of business ethics and personal integrity in all transactions and interactions. This Code of Business Conduct and Ethics serves to (1) emphasize Swixx Biopharma's commitment to ethics and compliance with the law; (2) set basic standards of ethical and legal behavior; (3) provide reporting mechanisms for known or suspected ethical or legal violations; and (4) help prevent and detect wrong doing.

Given the variety and complexity of ethical questions that may arise in Swixx Biopharma's course of business, this Code of Business Conduct and Ethics serves as a general guide. Confronted with ethically ambiguous situations, the Parties concerned should remember Swixx Biopharma commitment to high ethical standards and seek advice from managers or other appropriate personnel to ensure that all actions they take on behalf of Swixx Biopharma honor this commitment.

Scope

Standards of Business Conduct (the "Standards") apply to Swixx Biopharma SA and all of its divisions, business units, subsidiaries and affiliated companies (collectively "Swixx Biopharma" or "the Company") and are to be followed by all employees, members of its Board of Directors and third parties acting on its behalf. These third parties include, but are not limited to, vendors, contract employees and other independent contractors.

Standard 1: Employee relations and equal opportunity work place environment

We treat each other fairly and with respect, establishing a high trust environment where people can do their best work.

We are committed to fostering a high trust work environment for our employees, which is the kind of environment where people do their best work. Unlawful harassment, discrimination and threats to health and safety all undermine our high trust environment, and are not tolerated. Our policy is to provide a safe work environment, free of unlawful harassment, intimidation and discrimination.

Equal opportunity

We maintain a strict policy of equal opportunity for all of our employees and applicants for employment, and are committed to complying with all of our obligations under applicable laws.

Non-discrimination

We make all employment related decisions (hiring, promotion, compensation, etc.) without unlawful regard to a person's race, color, religion, age, nationality, gender, sexual orientation, pregnancy, disability, military or veteran's status, marital status or any other characteristic prohibited from consideration by the laws of the countries, states and cities in which we do business.

Harassment-free

We endeavor to ensure that the workplace is free of bullying and unlawful harassment, whether that harassment is sexual in nature, or is based on an employee's sex, race, or religion or any other characteristic protected by applicable law. It is our policy to investigate promptly and thoroughly any employee complaint of discrimination or harassment, and to take remedial measures, if the Company determines that there has been a violation of the Company's policy against such conduct.

Retaliation

Retaliation against any colleague who in good faith seeks advice, raises a concern, reports misconduct or provides information in an investigation is strictly prohibited. If any individual, regardless of his or her role in Swixx Biopharma, retaliates against a colleague who has truthfully and in good faith reported a potential violation, Swixx Biopharma will take appropriate action — even if no violation is revealed upon investigation.

As employees

We understand that if we witness or experience harassment or discrimination, we have an affirmative obligation to report such conduct to Corporate Head of Compliance and QA and/or Regional Compliance Manager.

Standard 2: Health and safety and environmental protection

We have a fundamental responsibility to be sensitive to the effect of our operations on the environment and will strive to prevent injury and illness in the workplace.

Each impacted facility should have a workplace safety program as well as an environmental and waste disposal program that ensures compliance with all applicable laws, regulations, permits or licenses. Swixx Biopharma employees with responsibilities in these areas must familiarize themselves with these programs and strictly follow all applicable laws.

Swixx Biopharma is committed to providing a safe and healthy workplace, which can only be realized through the dedication and participation of each employee.

Standard 3: Dealing with healthcare professionals and healthcare organizations

While recognizing the need to be commercially effective in the marketplace, we will maintain our commitment to be ethically and medically responsible and to comply with the laws that apply to our business.

As a pharmaceutical company, Swixx Biopharma conducts a wide array of activities in the healthcare marketplace, including research, medical and other education, marketing, and sales. Swixx Biopharma is committed to comply with all applicable laws, rules, regulations and industry standards and to adhere to the highest ethical standards in its marketing, promotional, educational, and research activities.

Swixx Biopharma interacts with healthcare professionals and healthcare organizations in a variety of contexts. These interactions potentially may raise a number of legal and regulatory issues. Swixx Biopharma has created written policies and procedures to ensure compliance

with applicable laws, regulations and industry standards relating to the marketing, promotion and pricing of our products in the jurisdictions where we operate. These policies recognize the need to be commercially effective in the marketplace while maintaining our commitment and obligation to be ethically and medically responsible, and to comply with the laws that apply to our business. All employees who interact with healthcare professionals must be familiar with and adhere to these policies.

Standard 4: Safeguarding Company reputation and property

Avoiding risk to reputation

The Company's reputation is one of our most valuable assets. Therefore, we are always careful to be sure that we do not undertake any activity that would harm that reputation, or that would otherwise bring the Company into disrepute.

We do not improperly use Company property, information or position for personal gain.

We protect Company assets from theft, carelessness waste and misuse, and we respect the property rights of others.

We comply to the appropriate use of the Company systems.

If an employee sees or suspects that Company intellectual property has been infringed upon by an unauthorized party, he or she should report the matter to the Regional Head of Quality and Compliance or Corporate Head of Compliance. We strictly maintain the confidentiality of Company information, taking care not to divulge it even to family and friends, and sharing such information only with other employees with a legitimate need to know, unless otherwise properly directed by management. Since accidental disclosure can be just as damaging to the Company as intentional disclosure, we take every precaution not to discuss confidential matters in public places, and to keep careful possession of confidential documents.

The obligation to maintain the confidentiality of Company information continues even after an employee has left the Company, whether or not that employee has signed a nondisclosure agreement.

We always maintain the security of the Company's information systems.

Data Privacy

Preserving the privacy of personal information is critically important. Personal information is information that can directly or indirectly identify an individual, such as name, contact information, and health-related information. Colleagues, healthcare providers and many others entrust Swixx Biopharma with personal information, pharmacovigilance and other business activities also may give Swixx Biopharma access to personal information. All privacy data will be managed in accordance with legal requirements.

Standard 5: Dealing with government and public officials

We are committed to complying with the letter and spirit of the United States Foreign Corrupt Practices Act ("FCPA") UK Bribery Act, EFPIA Guidelines, Swiss Anti-Corruption Laws and their local equivalents in all the countries where Swixx Biopharma operates.

Swixx Biopharma strictly prohibits the payment of bribes and all improper payments or making

favors of any nature to anyone, including to government officials, healthcare providers, and/or other customers anywhere in the world.

We must at all times engage in ethical business practices while conducting business activities with government and public officials in all countries in which we operate. Employees should not seek to influence sales or other business through the offer of bribes, incentives, gifts or other types of improper payments or transfers of value.

Swixx Biopharma and its employees must comply with all applicable laws and regulations prohibiting or otherwise restricting improper payments, Swixx Biopharma requires that any consultant, contractor, agent, distributor or third party acting on its behalf comply with all applicable laws. Any improper payment made by such parties could be attributed to Swixx Biopharma.

The FCPA prohibits the making or offering of any payment, directly or indirectly (whether by Swixx Biopharma or anyone acting on its behalf), to any official, to induce that official to influence any governmental act or decision, to assist the Company in obtaining or retaining business, or to direct a business advantage to anyone. The FCPA also requires the Company to maintain accurate records, books and accounting controls.

All finance employees or employees whose job functions could in any way involve interactions with any type of government official or healthcare provider must be familiar with, understand and comply with the Company's **Anti-bribery Policy**. These employees will be required to certify annually that they have reviewed this Policy and agree to abide by it.

- All employees who contact government/public officials must be familiar with the applicable lobbying laws and public disclosure requirements. In addition to covering contacts regarding legislation, regulation, or policy, lobby laws may also cover attempts to secure business from a government body, such as a public hospital. Lobbying activity should not be undertaken without prior review by the Corporate legal / External legal consultancy.
- No employee shall make or offer to make any form of payment, direct or indirect, to any government or public official as an inducement to procuring or keeping business or having a law or regulation enacted, defeated, or violated.

Examples of sensitive activities:

- Payments unsupported by appropriate documentation or receipts;
- Payments sent to bank accounts located in a country other than where the account holder resides or where the service was rendered;
- Payments sent to bank accounts held in the name of an unrelated third party;
- Invoices that appear to be overstated or vague in description, do not accurately reflect the services rendered, or contain misstatements of fact;
- Payments that are out of proportion to the services rendered;
- Unusual "miscellaneous" payments or lack of expected itemization;
- Employment of or payments made to persons close to government officials;
- Commissions paid to persons close to government officials;
- Donations to institutions an official is interested in supporting; or
- Unusual fees or surcharges.

Standard 6: Competitive practices

We will engage only in fair and open competition in compliance with applicable laws, rules and regulations.

We will in all respects compete fairly and ethically for contracts and other business opportunities in accordance with all applicable laws, rules and regulations.

We will deal fairly with the Company's customers, suppliers, competitors and employees. All materials used in our sales and marketing shall be consistent with approved products' information, truthful, balanced, in good taste and free from false, misleading or exaggerated claims or statements. Swixx Biopharma will only promote products consistent with approved product information and applicable laws and regulations.

This standard also means that we will not use any illegal or unethical practices, such as obtaining proprietary information about a competitor, price-fixing, coercion, collusion or entering into illegal anticompetitive agreements in an attempt to obtain or retain business.

We will not offer or make any illegal payment, bribe or kickback, directly or indirectly. Such actions may result in severe criminal penalties both for those individuals involved and Swixx Biopharma.

Moreover, any meal, entertainment, gift or favor we furnish customers or customer representatives shall be moderate, appropriate to the business being conducted, in compliance with applicable laws, and in keeping with the principle of avoiding even the appearance of inducing customer or customer representatives to place their personal interests above that of their employer.

Any questions about appropriate conduct related to gifts, meals or entertainment should be directed to an employee's supervisor, department head or Swixx Biopharma's Compliance Department.

We must be aware of and comply with antitrust laws as well as other applicable laws, rules and regulations. All antitrust laws, regardless of the originating country, are equally important. A wide range of transactions or practices are prohibited under these laws. No agreement or understanding may be made with competitors to fix or control prices, to allocate products, markets or territories, to boycott certain customers or suppliers, or to refrain from or limit the manufacture, sale or production of any product.

We must understand that antitrust laws prohibit not only actions and discussions designed to fix prices or arrange market shares, but may also prohibit concerted actions by competitors even with beneficial objectives such as improved safety and more accurate testing of products.

Following are some examples of actions prohibited by antitrust laws:

- Agreeing with a competitor to divide up customers or territories.
- Engaging in unfair methods of competition, which include making false comments about a competitor's products and making false or misleading advertising claims.
- Agreeing with a competitor that both companies will jointly cease doing business with a customer unless the customer takes certain actions.

These laws and rules apply to both formal and informal communications. If we are involved in trade association activities or in other situations allowing for less formal communication among our competitors, customers or suppliers, we must be especially alert to the requirements of the law.

Standard 7: Our credibility is at the core of our success

Providing truthful and complete information in financial records

Our credibility is at the core of our success. All records, reports and other documents of Swixx Biopharma must be prepared and maintained accurately, truthfully and in sufficient detail.

We maintain accurate and complete financial records, and make full, fair, accurate, timely, and understandable disclosure in reports and documents that we file with government regulatory bodies or otherwise make publicly available. We each take responsibility for recording clear, accurate and complete information on any and all Company records we produce. Any discrepancies are to be immediately brought to the attention of Compliance Hotline

We will not submit or concur in the submission of any claims, bids, proposals, or other related documents that contain false or fictitious information. In particular, individuals involved in pricing products and services for the government must comply with all applicable laws and regulations.

All expense items associated with travel or local business matters, including airfare, hotel expenses, taxi/limousine services, car rental, business meals and entertainment, must be accurately and fully documented on your expense report (whether or not they are paid directly) with applicable original receipts attached. The documentation must include identification of the customer involved, where a customer is involved, and a brief description of the business matter that supports the expense.

Standard 8: International transactions

We will abide by all applicable laws, rules and regulations when conducting international transactions.

Some countries in which we do business have established export controls and similar restrictions, which govern the export, sale and transfer of Swixx Biopharma's products and technology (including know-how) from the country to a foreign destination or foreign end-user (in cases of technology) and the re-export of such items from one foreign destination to another.

Failure to comply with these controls may result in civil or criminal penalties as well as the loss of export privileges. Prior to engaging in a transaction which might possibly involve any of the foregoing restrictions and prohibitions, responsible Swixx Biopharma employees must ensure that the transaction is not prohibited and that any and all regulatory approvals or licenses have been secured.

We also need to be alert to transactions globally which we know or have reason to believe will result in Swixx Biopharma's products being diverted to sanctioned countries, including those listed above, or other unauthorized customers. To avoid diversion, we must check all transactions and customer support calls.

If the Company is restricted in normal actions as a result of a government enforcement action, all employees will comply with such restriction.

Standard 9: Quality standards and assurance

We will perform services with a commitment to a high level of quality.

As a distributor of broad range of health care products, including pharmaceuticals and medical devices, we are committed to ensure patient safety. Regardless of our position in the Company, everyone involved in a product's development, distribution, sales, marketing or other service has a responsibility to ensure our products are safe, effective and meet all applicable regulatory requirements and our customers' expectations.

Approval from the appropriate level of management must be obtained before deviating in any way from the requirements of a contract, standard operating procedure or work order.

Managers and supervisors must not place pressure on subordinates that might cause them to deviate from these requirements. Employees or third parties should never be pressured into compromising on quality, and should never sacrifice quality to meet a deadline or target.

Standard 10: Conflict of interest

We will avoid conflicts of interest.

Conflicts of interest can arise in virtually every area of Company operations. We must avoid personal interests that conflict with the interests of the Company, or that might influence or appear to influence our judgment or actions in performing our duties.

Gifts, entertainment and hospitality

Swixx Biopharma can never allow gifts and hospitality to place us in a situation where our objective judgment or compliance with the law might be questioned.

- We do not provide or accept gifts or hospitality unless they are clearly appropriate in the context of a reasonable business relationship. We never solicit gifts or hospitality.
- An employee should refuse or return any gift, even a minor one that appears to be given with an expectation of reward or influence. We should be particularly aware of the cultural significance of particular gifts in many countries in which we do business.

Gifts should always be of reasonable value, since gifts of substantial value are more likely to be perceived as creating an improper obligation. With a private (non-governmental) party, we must consider the following: (1) whether the gift conforms to accepted, legitimate business practice, or alternatively, is of purely nominal value; and (2) whether public disclosure of the gift would result in embarrassment to you or the Company.

Associations with other companies or organizations and competition

We do not allow associations with any other companies or organizations to interfere with our work, or with our ability to exercise our best judgment on behalf of Swixx Biopharma. We also avoid the appearance of a conflict of interest in all of our activities. If you have any doubts or concerns about an association you may have, consult the Regional Head of Quality and Compliance.

Working for competitors

An employee may not serve as a director, consultant, agent or employee of any enterprise that seeks to compete with Swixx Biopharma.

Working for business partners

To avoid potential conflict of interest Swixx Biopharma employee may not serve as a director, consultant, agent or employee of any enterprise that seeks to conduct business with Swixx Biopharma, except with the written consent of the Swixx Biopharma General Manager/CEO.

Working a second job

Having a second job is not necessarily prohibited, but it must not interfere or conflict with employee regular duties, or undermine working effectiveness. Before taking an additional employment outside of Swixx Biopharma duties, employee must consult their supervisor.

Board service

We encourage all employees to cultivate active engagement with their communities. But in order to avoid possible conflicts or legal issues, service as a director on the board of any other company or organization, including non-profits, must receive the prior consent of the General Manager.

Ownership interests

We must disclose, and may be prohibited from retaining, any ownership interest in an enterprise which conducts or seeks to conduct business with, or which competes with Swixx Biopharma. Disclosure should be made to the General Manager. Personal relationships, which create actual or potential conflicts of interest, are to be avoided by all employees. Personal or romantic involvement with a competitor, supplier or any employee of Swixx Biopharma, which impairs an employee's ability to exercise good judgment on behalf of Swixx Biopharma, creates an actual or potential conflict of interest.

Reporting obligations

Employees who believe their conduct or that of a fellow employee, Partner or third party may have violated desired behaviors or any other portion of this Code of Conduct, have an obligation to report it.

Employees and Partners may contact the Business Ethics Hotline 24 hours a day, 7 days a week via email to compliance@swixxbiopharmapharma.com and /or at the following numbers:

Non-EU Countries:

- 381 11 44 26 340
- or in emergencies/ 24-7 at +381 63 347 394

Baltic Countries:

- +370 686 08276
- or in emergencies/ 24-7:
 - Estonia +372 640 1030
 - Latvia +371 6 770 8347

- Lithuania +370 5 236 9140

Poland, Bulgaria, Romania:

- +48 22 4600 727
- or in emergencies/ 24-7 at +48 534 155 129

Russia:

- +7 495 2290 649
- or in emergencies/ 24-7 at +7 985 226 9390

Other countries not mentioned above and all countries:

- +420 242 434 209
- Or in emergencies/ 24-7 at +420 602 258 746

All collected (reverse charges) will be accepted and investigated.

REFERENCES

- Swixx Biopharma SOP_CO_02 Anti Bribery Principles and Procedure
- EFPIA Code, IFPMA Code and relevant national codes
- National laws and regulations
- MedTech Code
- The UK bribery act guidance 2010 (www.justice.gov.uk/guidance/bribery.htm)
- FCPA (<http://www.justice.gov/criminal/fraud/fcpa/docs/fcpa-english.pdf>)
- Swiss Bribery Act