



Code of Ethics and Business Conduct

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Code of Conduct

The Voisin Consulting Life Sciences (VCLS) Code of Conduct was adopted to highlight the principles governing VCLS relations with its employees, partners and shareholders. It applies to all members of VCLS. We encourage suppliers, vendors and other business partners within its sphere of activity to adopt these principles. The principles set out in this document will be used to assess the potential or existing partners.

This Code of Conduct clearly states the expectations for the way we, at VCLS, do business everywhere we operate. The Code is what we stand for and what we expect from you.

Message from Emmanuelle Voisin

Founder & CEO

VCLS is home to a team of international great minds. Over the years, the company has earned and maintains its reputation thanks to the diversity of its employees and their cultures. Each day we strive to follow the company values which are making us successful collectively and individually.

Everyone is encouraged to act regarding the Code of Conduct. Besides the behavioural recommendations, it is a tool to help you exercise your best judgement, to navigate through complex situations and to make decisions that minimize ethical and legal risk for you as an individual and for the company.

Please read through the Code of Conduct and discuss it with your team leader and your colleagues. Do not hesitate to seek support and advice from the QA or legal experts and, most importantly, speak up if you observe a violation of the Code of Conduct.



Our values at VCLS



People

We empower individuals and teams and provide them with an environment to grow and succeed.

We treat others as we would like to be treated with trust, respect and fairness.

We recognize effort and reward success.



Innovation

We dare to think out of the box and disrupt the status quo.

We challenge everything in due time, we accept challenge and the right to fail.

In an uncertain, ambiguous and complex world, we move and change with agility.



Passion

We work with energy and enthusiasm and we have fun.

We take ownership of our tasks, projects and missions.

We promote the synergy of teamwork.



Excellence

We consistently do our best to understand and satisfy the needs of our partners, clients and colleagues.

We bring true added value, discerning the necessary from the superfluous.

We strive to make tomorrow better than today by continuous improvement and learning.

Introduction

In all countries where VCLS operates, we will comply with applicable laws and regulations. Where legislation does not provide guidance on what to do, we will apply the highest standards, values and business practice prevailing in the industry. In the event of a conflict between mandatory regulations and the principles set out in this Code of Conduct, the applicable law will prevail.



RESPECT IN THE WORKPLACE



Diversity and Non-discrimination

VCLS recruits and treats its employees without discrimination due to gender, race, religion, age, disability, sexual orientation, nationality, political opinion, trade union affiliation, social or ethnic origin. We encourage diversity in the workplace at all levels. To succeed as a global professional services firm, we must strive to reflect the diversity of the communities in which we operate. That means we must maintain a workplace environment that attracts, develops and retains people from various backgrounds. Our professionalism is vital to build our reputation and retain our diverse talent base.

Together, we must strive to create a workplace that is free from discrimination and this also applies for our recruitment process. As an equal opportunity employer, VCLS recruits only considering qualifications and skills without regard to color, age, ethnicity, sexual orientation, gender expression, national origin or marital status.

What it means for you*

- Do not practice discrimination; instead, evaluate candidates based on skill and experience.
- Speak up if you see discrimination or believe you have been unfairly discriminated against.

Human rights

Within its sphere of influence, VCLS supports and respects the protection of internationally recognized human rights.

*This code of conduct gives you examples on how you can manage different situation - this list is non exhaustive.

Harassment

In addition, we do not tolerate harassment.

Harassment can take many forms, including verbal remarks, physical advances or visual displays, and may come from any employee, vendor, contractor or client. The legal definition of harassment may differ depending on the location of business, but such behavior always has the purpose or effect of creating an intimidating, offensive or demeaning environment for another person.

What it means for you

- Treat all individuals with respect.
- Never bully, intimidate or threaten another person.
- Avoid behavior that someone else could reasonably find offensive or inappropriate.
- Do not use sexually suggestive visual images, statements nor gestures.

Freedom of association

VCLS respects the right of all employees to join an association to represent their interests as employees, to organize and to bargain collectively or individually. VCLS shall respect the recognized unions. An employee's right to refrain from joining a union is equally respected.

What it means for you

- You are free to seek guidance and support in all employment related matters from the recognized unions and employee representative bodies.
- If you are leading a team, do not interfere with employees' decisions related to union representation or membership.

Forced labour

VCLS shall not engage in or support forced, bonded or compulsory labour, nor shall VCLS require any form of deposit or confiscate identification papers from employees. Employees are free to leave their employment after reasonable notice as required by law and contract.

What it means for you

- Ensure that we do not use or support modern slavery, including by suppliers or other business partners.
- If you are leading a team, ensure that your employees have freely chosen their jobs and are free to leave under their terms of employment and law.
- If you hire, observe the minimum employment age in your country. Never hire children under 15, even if it is permitted by local law.

Health and safety

We expect all managers and partners to comply with the standards of health and safety for employees and make sure a balance between professional and private life is respected. Managers shall comply with applicable local VCLS company rules.

What it means for you

- Take responsibility for your safety and the safety of others around you – correct or report hazardous behavior.
- If you are leading a team, ensure employees are properly trained and equipped for their jobs.

COMPLYING WITH THE LAW



Anti-corruption

The direct or indirect, free or coercive promise, offering or giving, solicitation or acceptance of an undue advantage, remuneration, gift, hospitality, sponsoring or donation to facilitate business are prohibited. VCLS will not tolerate any form of improper payments and as a consulting firm complies with the anti gift law which applies to business in the pharmaceutical sector.

What it means for you

- Do not give or accept bribes or anything that could be considered a bribe, including cash, gift cards or other cash equivalents, job opportunities, favors, travel, promises to pay debts, or unlawful gifts and entertainment.
- Never accept anything from a supplier, business partner, or anyone else if it might affect or appear to affect your ability to be objective in your business decisions.
- If a supplier or business partner offers you inappropriate gifts and entertainment, please raise the issue with your appropriate leader.

Fair competition

We value a marketplace in which our company competes to sell superior services and quality products at fair prices. Laws in many of the places where we do business are intended to protect fair and open competition.

What it means for you

- Use only legitimate methods to gather information about competitors.
- Do not agree with a competitor on important issues like price fixing, market sharing, or customer allocation.

Whistleblowing

Laws prohibit retaliatory action by public companies against their employees who take certain lawful actions when they suspect wrongdoing on the part of their employer. The company nor any of its officers, employees, contractors, subcontractors or agents, may discharge, demote, suspend, threaten, harass, or in any other manner discriminate against an employee because of any lawful act done by the employee to provide information to or otherwise assist in a regulatory investigation.

What it means for you

- You are protected by law if you report any of the following:
 - a criminal offence, for example fraud
 - someone's health and safety is in danger
 - risk or actual damage to the environment
 - a miscarriage of justice
 - the company is breaking the law
 - you believe someone is covering up wrongdoing

CONFLICT OF INTEREST



Conflict of interest

A conflict of interest is a situation or arrangement in which an individual or entity is involved in multiple competing interests, financial or otherwise, and where serving one interest could impair judgement and affect the other. As employees of VCLS, we have an obligation to work in the best interests of the company, and to avoid or disclose situations where our private, financial, or other external interests conflict with our job responsibilities. It is important to note that the simple appearance of a conflict may damage our reputation or effectiveness.

The pharmaceutical sector plays an important role in the promotion of personal and public health care. A conflict of interest in the pharmaceutical sector can compromise the integrity of medical practice, of appropriate prescription and patient safety.

What it means for you

- Understand how to recognize conflicts of interest. If you face a conflict, disclose it to your leader and work with the company to resolve the issue. The company has a procedure in place to resolve conflicts of interests.
- Make business decisions in the company's interests, and not to benefit yourself or your family. Potential conflicts that require disclosure can include:
 - A close relationship with someone you supervise or might hire.
 - Running a side business that does business with VCLS Group.

CONFIDENTIALITY



Confidential information

As an advisory firm, the company has access to a lot of information which is privy to its clients. We must protect clients information even if there is no restrictive disclosure label on it. Furthermore, VCLS considers as confidential a number of corporate information. Theft or unauthorized use or disclosure could potentially impact the company. This includes any non-public information about our processes, products, innovation, clients, projects and financial or strategic plans or position.

Complex laws limit the way health insurance plans, pharmacies, hospitals, and other healthcare entities can access, use, or disclose special categories of data. Sensitive data is handled according to the Data Protection Charter.

What it means for you

- Make sure you are authorized and have a proper business purpose before disclosing confidential information to anyone outside the company.
- Never post company confidential information on social media. Do not discuss confidential information in public places or leave confidential material unattended, even in the office.
- Protect the confidential information that suppliers, business partners, and others share with us.

Data privacy/cybersecurity

When we are entrusted with personal information about companies, we safeguard it and take appropriate steps to protect it from misuse. We observe all applicable privacy laws when we collect, use, and share personal information about individuals.

What it means for you

- Follow company guidelines when collecting, storing, using, or sharing personal information about individuals.
- Do not access personal information stored on our systems, except for business purposes that reflect the scope for which the information was collected.
- All security events (unauthorized access, suspicious emails, viruses and other incidents) must be reported following applicable internal procedure.

Intellectual property

VCLS' intellectual property – such as know-how, projects, contracts, health data – are highly valuable assets, but that value can be lost or compromised if these are misused or inappropriately disclosed.

VCLS will take action to defend its intellectual property and protect the confidentiality of the data that is being processed and is committed to respecting intellectual property that belongs to others.

What it means for you

- If you have access to any confidential information or intellectual property, handle it properly, safeguard it from inappropriate disclosure, and use it only in ways that are permitted. If the information belongs to a third party, follow any agreements with that party, including on use or disclosure.

Physical property

VCLS' assets, including physical property, company devices, systems, and networks, are critical to our ongoing productivity and business success. We must use these assets responsibly and protect them from theft, carelessness, and waste, whether that means protecting access to company buildings, equipment, and tools.

What it means for you

- Report any theft or misuse of company inventory, equipment, supplies, or other assets.
- Comply with local expense report procedures and instructions, and do not claim private expenses as business expenses.

Speak Up !



Speak Up !

If you know about something that doesn't seem right, or which violates this Code of Conduct, we want you to speak up.

What can I do in case of non-compliance?

- Talk to your appropriate leader. Talk to a relevant functional group like Human Capital, Finance and Legal & Compliance.

Can I report anonymously?

- Yes, as long as it is allowed by local law. However, identifying yourself when making a complaint allows the company to obtain all facts, properly investigate your report, and enter into a confidential dialogue with you.
- Even if you identify yourself, every effort will be made to keep your identity strictly confidential within the company.

What happens after I raise a concern?

- Once you make a complaint, VCLS will investigate the situation and take appropriate actions.
- If you raise a concern in good faith, VCLS will not tolerate any retaliation against you. This is true regardless of the outcome of the investigation.



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