

# Third Party Code of Conduct

Covering...

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- Respect for Human Rights
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- Information Management
- Risk Assessment and Management

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**KYOWA KIRIN**



## A message from our President



Dear Business Partners,

At Kyowa Kirin, our Commitment to Life reflects why we come to work every day and what we owe to patients, families, and society. As part of that commitment, we aspire to become the company that cares the most for life, not only through what we deliver, but through how we, and our suppliers, behave.

This Code of Conduct sets out the standards that guide our actions and decisions, and those of the third parties we work with. Grounded in our Core Values, it reminds us that integrity is essential to building trust and creating meaningful impact. The Code of Conduct challenge each of us to take ownership, act with courage, and do what is right — even when it is difficult; it applies equally to all of us, from new colleagues to senior leaders, to suppliers. Each of us has a responsibility to adhere to the Code of Conduct every day, and to role-model the behaviours that protect our patients, our colleagues, and the reputation of Kyowa Kirin.

I encourage you to read this Code carefully, reflect on how it applies to your role, and use it as a guide in your daily work. Together, by living our Commitment to Life and the Code of Conduct, we strengthen our culture and ensure we continue to make a meaningful difference for patients and society.

Sincerely,

**Julie Puype**, KKI President

## A message from our SVP General Counsel and Chief Compliance Officer



Dear Business Partners,

Kyowa Kirin International's Third Party Code of Conduct is designed to help us meet the highest ethical standards possible. It is the responsibility of our business partners and suppliers to implement management systems that facilitate compliance with our Code of Conduct and the law, mitigate related operational risks, and facilitate continuous improvement.

We expect your management system to contain the following elements: executive level commitment and accountability; processes to identify, monitor, and comply with all applicable laws and regulations; risk management processes; ongoing training and assessments, monitoring, and continued improvement, including corrective action processes; and a programme to continuously monitor reporting processes, record issues raised, and take appropriate action.

I would also like to highlight that our Speak Up line is open to third parties, as mentioned in this Code. If you or a colleague have any concerns about the conduct of a KKI employee, or KKI representative, you may use this confidential service to report it.

Thank you for your support on our mission to make people smile.

Sincerely,

**Roswitha Reisinger**, SVP General Counsel and Chief Compliance Officer

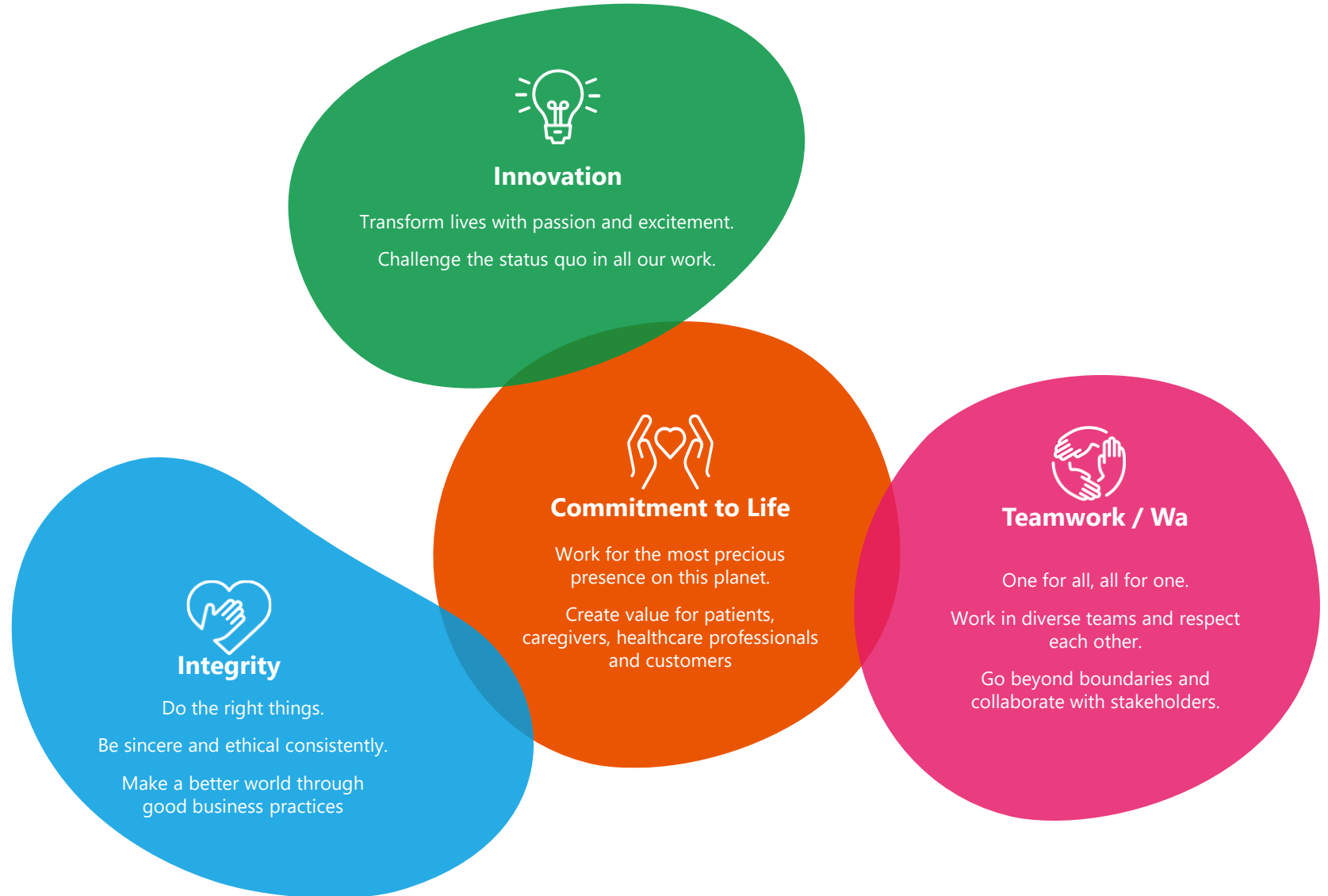


**Our core values**

The Kyowa Kirin International Group (KKI) strives to contribute to the health and well-being of people around the world by creating new value through the pursuit of advances in life sciences and technologies.

We adhere to the core values of our parent company, Kyowa Kirin Co., Ltd. (KKC), adopting these as an essential component of the way we do business and conduct ourselves as KKI employees.

As a part of this the core concept "Commitment to Life" is supplemented by three key principles; integrity, innovation and teamwork.



## Purpose

We believe a strong relationship with our business partners and suppliers (our “third parties”) is the key to ensuring our company’s success.

The Third Party Code of Conduct is the foundation of our relationship with our third parties - creating a mutual understanding of our company’s core values and beliefs.

The purpose of the Third Party Code of Conduct is to outline our expectations according to law and our company’s core values and beliefs - ensuring consistent compliance from all of our third parties.

## Scope

This code applies to any company or legal entity who provides goods and/or services to Kyowa Kirin International, including but not limited to distributors, wholesalers, contract manufacturing organisations, logistics providers, artwork or packaging providers, technology providers and agencies acting on Kyowa Kirin’s behalf. It also applies to their subcontractors.

This code is not exhaustive; third parties are required to use their own discretion to ensure compliance with unaddressed topics.



## Relationship with society



**Safety, quality and performance of our products:** The trust that stakeholders place on Kyowa Kirin is dependent on the quality of products and services delivered. Third parties must ensure that they have systems and processes in place to ensure safety at all stages of the product lifecycle that they are involved in, from the procurement of raw materials to research, development, production, distribution and post-marketing services for products.



**Legal and ethical relationships with healthcare professionals and organisations:** Maintaining legal and ethical relationships with Healthcare Professionals, Healthcare Organisations and other stakeholders is at the core of our business operations. Third parties who are interacting with healthcare professionals and organisations must comply with the laws and regulations that govern these interactions in all of the territories that they operate in.

Any third parties engaging in promotional and marketing activities for Kyowa Kirin products must ensure that materials conform to high ethical, medical and scientific standards. As a minimum, materials must be based on robust scientific evidence and comply with all applicable laws, regulations and pharmaceutical industry marketing codes.



**Pharmacovigilance reporting responsibilities:** Any information regarding side effects, adverse reactions or any other potential issue with a Kyowa Kirin product must be reported. All third parties who are provided with pharmacovigilance training by Kyowa Kirin must ensure that they cascade this training to all relevant employees.



**Operating in harmony with society and local communities:** Third parties should conduct business in a way that is respectful of society and local communities.



## Relationship with employees

Third parties are required to follow all general workplace standards and must comply with all applicable laws and regulations in the countries in which they are domiciled. These include those that relate to labour, wage, working hours, discriminatory hiring and employment practices, and health and safety. This commitment establishes and ensures a safe working environment for all employees.



**Building and maintaining a safe workplace environment:** Third parties must comply with all applicable safety and health laws and regulations. Third parties are expected to provide employees with a healthy and safe workplace, which is respectful of their fundamental rights.



**Working hours:** Third parties must comply with all applicable laws and regulations regarding working hours, break periods, and overtime hours in any jurisdiction where the third party operates.



**Wages and benefits:** Third parties must pay employees in accordance with applicable wage laws, including minimum wages, overtime hours and mandated benefits in any jurisdiction where the third party operates. Employees must not be expected to work additional hours to earn minimum wage for a day's work.



**Immigration:** Third parties must comply with applicable immigration laws and only employ workers with a legal right to work in the relevant location.



**Emergency prevention section:** Third parties must identify and assess potential emergency situations in the workplace. Third parties must develop and implement emergency plans and response procedures, including but not limited to fire alarms, fire drills, exit facilities, fire detection and suppression equipment, and recovery plans to minimize harm to life and property. Third parties must regularly test emergency preventative methods, such as fire alarms, to ensure that they are in working order.



**Infectious disease preparedness and response:** Third parties must develop, implement, and maintain a program to prepare for, prevent, and respond to the potential of an infectious disease outbreak among its employees.



**Respect for employee's right to organise:** Third parties must recognize, respect, and protect employees' lawful rights to freely associate and collectively bargain in accordance with applicable laws and regulations and without fear of retaliation.



**No harassment:** All workers have a right to a workplace free of harassment and abuse. We require that our third parties prohibit all types of harassment including, but not limited to physical, verbal, psychological and sexual harassment.



**No substance abuse:** Third parties must create and maintain a workplace free from the illegal use, possession, sale or distribution of controlled substances.

## Compliance with rules



**Legal compliance:** Unless stated otherwise in this Code of Conduct or in contracts with you, we require our third parties to fully comply with the laws, rules and regulations applicable to the countries in which they are domiciled and the countries in which they provide services. Where these differ, we expect the stricter rule to apply.



**Fair competition and antitrust:** We require our third parties to conduct their business in full compliance with all applicable fair competition and antitrust laws and regulations. All third parties engaging in the sale of Kyowa Kirin International products must provide training to employees on fair competition and anti-trust, to include the non-solicitation of price-sensitive information.



**Speaking up:** Third parties are expected to create and maintain a confidential reporting system for managers and workers to report any matters of concern. Third parties must protect whistleblower confidentiality and prohibit retaliation.

Kyowa Kirin International maintains a Speak Up reporting line that may be used by employees of third parties to raise concerns relating to the conduct of Kyowa Kirin International, its employees or representatives.

The reporting line can be accessed at :  
<https://secure.ethicspoint.eu/domain/media/en/gui/105727/index.html>

We expect any third party engaging with Kyowa Kirin International to make the existence of this line known to key members of staff involved in this engagement.



**Intellectual Property:** Third parties must respect Kyowa Kirin International's intellectual property rights, including processes, information, technology, and customer information. Third parties are required to take all reasonable efforts and necessary precautions to safeguard their knowledge and protect intellectual property rights.



**Subcontractors:** We must be informed of all subcontractors. Third parties are responsible for educating and training subcontractors and ensuring subcontractors are compliant with the provisions of this Code and the law.



**Conflicts of Interest:** Third parties may not engage in any activities that would create an actual or potential conflict of interest regarding their duties, interests, and obligations to Kyowa Kirin International. We expect our third parties to immediately notify Kyowa Kirin International if any conflicts of interest arise.



**Anti-Bribery and Corruption:** We hold all of our third parties to the highest ethical standards. Third parties may never engage in any kind of bribery or kickbacks, including promising, offering, providing, or authorising anything of value to a government official or political entity to gain an unfair business advantage. We expect third parties to be in full compliance with all applicable foreign and domestic anticorruption laws.



**Gifts and Entertainment:** Third parties may not offer or accept anything of value from business partners to obtain unfair business advantages. Any gifts or entertainment must comply with applicable laws and regulations and must not violate Kyowa Kirin International's policies on the matter. "Gifts and entertainment" includes anything of value, such as loans, prizes, meals, tickets, or gift certificates.



**Protection of Laboratory Animals:** Third parties engaged in animal experiments must do so in a humane manner, reducing pain and the number of animals used where possible.

## Respect for human rights



**Human Rights Commitment:** Our Third Party Code of Conduct is rooted in a deep commitment to human rights. We expect all third parties to commit to human rights and honour this highest standard when applicable laws and regulations differ.



**Non discrimination:** Third parties may not engage in or tolerate any discriminatory conduct against any person on any basis, including race, religion, gender, disability, nationality, veteran status, union membership, political opinion or any other class protected by law.



**Compliance with labour law:** Third parties must ensure that all work is on a voluntary basis. Third parties may not use or tolerate the use of any illegal form of forced labour, including trafficked, bonded, slave, indentured, or prison labour.



**Child Labour:** Third parties must not use child labour. All employees must be of at least the legal age established by working age laws of their country. To ensure compliance, third parties must create and maintain official and verifiable documentation of each of its employees' ages.

## Environmental conservation



**Environmental protection and conservation:** We recognize our responsibility to the environment and seek to operate sustainably. Third Parties are expected to apply a continuous improvement approach to enhance their environmental performance and reduce their environmental footprint. Third parties must follow all applicable laws and regulations regarding environmental practices.



**Waste and Emissions:** Third parties shall have systems in place to ensure the safe handling, movement, storage, recycling, reuse, disposal or management of waste, air emissions and wastewater discharges. Any waste, wastewater or emissions with the potential to adversely impact human or environmental health shall be appropriately managed, controlled and treated prior to release into the environment.



**Pollution Prevention:** Third parties must strive to reduce consumption of resources, including raw materials, energy and water. Third parties are expected to implement improvement plans for waste reduction, recycling, and energy conservation policies and seek ways to use cleaner sources of energy.



**Conflict Minerals:** Third parties and their subcontractors must not use conflict minerals, whose obtainment is linked to human rights violations. Third parties must meet the conflict reporting requirements as required by the Dodd-Frank Wall Street Reform and Consumer Protection Act and the Securities and Exchange Commission.



**Permits and Reporting:** Third parties must obtain and maintain all required environmental permits. Third parties must comply with the reporting requirements of applicable permits and regulations.

## Information Management



**Accuracy of business records:** We are committed to the integrity of our business records and ensuring that our books, records, and financial reporting are accurate and complete. We require third parties to maintain up-to-date business and financial books, records, and statements to demonstrate compliance with applicable laws and regulations. Upon Kyowa Kirin International’s request, these records must be made available.



**Disclosure of information:** We expect third parties to accurately record and disclose information regarding its business activities, without falsification or misrepresentation, to all appropriate parties and as required by law.



**Confidentiality/privacy:** In order to conduct day-to-day business with Kyowa Kirin International, third parties may need access to confidential/ private records. Third parties must ensure this information is protected and remains confidential and abide by all applicable data privacy laws and regulations. Third parties may not disclose this information unless given written permission from Kyowa Kirin International.



**Insider trading:** Third parties cannot purchase, sell, or trade Kyowa Kirin securities if they are in the possession or aware of non-public material information about Kyowa Kirin International. Non-public information is information which is not available to the general public and which could influence an investor to buy, sell, or hold securities.

## Risk Assessment and Management



We expect third parties to develop and maintain processes that identify risks in all areas addressed in this Code; assess the significance of each risk; and implement appropriate procedures and controls to minimize the identified risks.





## Putting the Code into Practice

Part of conducting business with Kyowa Kirin International includes compliance with this Third Party Code of Conduct.

We require third parties to maintain documentation to verify compliance with the Third Party Code of Conduct and applicable laws and regulations.

We can audit our third parties at any time to ensure compliance with the standards in this Third Party Code of Conduct. If permission to conduct an audit is denied, consequences up to or including termination of our agreement may occur.

If it is determined a third party does not adhere to the Code, they must correct their actions to ensure compliance with the requirements outlined in this document. We have the right to terminate business with a third party who fails to adhere to the code.

**Thank you for your support in our mission to make people smile.**

## Our commitment to each other

The list below is intended to be a useful checklist summarising the key commitments we make to you, and the key actions we would expect you to take after reading this document. This is intended for your understanding and you are not required to return this document.

### Kyowa Kirin International plc

- Identifying third parties in scope
- Sharing this Code, details of the Speak Up Line and any required training with the third party
- Responding to any questions or issues raised promptly and in good faith

### KKI's Business Partners and other third parties

- Reading this Third Party Code of Conduct and ensuring compliance before engaging with or continuing to engage with Kyowa Kirin International
- Ensuring documentation is maintained to demonstrate compliance with the Third Party Code of Conduct
- Sharing details of the Speak Up Line with relevant employees
- Ensuring that sub-contractors working on an engagement with Kyowa Kirin International comply with this Third Party Code of Conduct
- Completing any required training and ensuring this is also shared with relevant employees for completion