

CODE OF CONDUCT



TACKLING CORRUPTION PREVENTING THE
CONFLICT OF INTERESTS



LABORATOIRES

Pierre Fabre

New ways to care

October 2024

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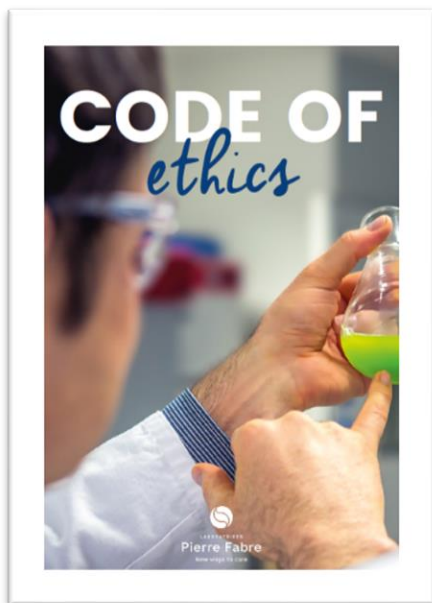
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1 INTRODUCTION

The Pierre Fabre Group adopted a Code of Ethics covering all its activities and the areas in which it operates.

This Code was developed to clarify the rules each employee must follow to ensure that they act and make decisions responsibly when performing their day-to-day tasks and activities.



As such, beyond merely complying with legislation and applicable regulations, this [Code of Ethics](#) should help each person use good judgement and adopt the expected appropriate ethical behaviour, a reflection of the Pierre Fabre Group's vision and values as part of an ongoing quest for sustainable development.

In particular, the Code serves as a reminder that the Pierre Fabre Group strictly condemns any form of Corruption and has included preventing conflicts of interest among its good governance aims.

1.1 WHY THIS CODE OF CONDUCT?

The purpose of this Code of Conduct is, on the one hand to help employees in the Pierre Fabre Group identify various types of behaviour that should be prohibited, and which are likely to be seen as Corruption or influence-peddling or attempts to corrupt by applying international agreements or applicable national legislation, and, on the other hand to prevent conflicts of Interest which may result in Corruption.

This Code sets out to enable employees to behave and make decisions in ways that follow the stipulations detailed in the Code of Ethics. It helps them to apply it in practical terms, so that Corruption and influence- peddling may be avoided and conflicts of interest prevented.

1.2 WHO IS IT AIMED AT?

Role of the employees

Each employee must learn this Code, commit to adhering to it in the exercise of their activities and comply with the laws and regulations in force associated with their position. Ethics is everyone's responsibility, and this Code should help each employee to act with integrity as well as guide and support them in their daily choices.

This Code is incorporated into the internal regulations of each of the Group's entities in France, as well as into those of countries which have similar regulations. It must be implemented at local level by the Group's various entities, in their respective territories in which they are located. As such, any act of Corruption committed by an employee of the Pierre Fabre Group would expose him or her to disciplinary measures.

Role of managers

Designed for all the Group's employees, this Code is especially aimed at the managers upon whom the Code of Ethics confers responsibility as far as compliance with the Group's ethical principles is concerned – given their roles as line managers.

As far as tackling Corruption, tackling influence-peddling and preventing conflicts of interest in are employees' concerned, in addition to the exemplary behaviour that they must demonstrate on a day-to-day basis in this regard, managers must be fully attentive to their concerns and provide them with the support they need in situations which may sometimes be delicate to manage, drawing on this Code in order to do so.

Specific local applications

Finally, as an instrument of the Code of Ethics, it must be implemented at local level by the Group's various entities, in their respective territories in which they are located. However, regarding compliance with national anti-Corruption and influence-peddling legislation, each entity is free to implement this Code and supplement it with special measures designed to tackle Corruption and influence-peddling at local level. Doing so does not entitle it to omit any of the provisions from this Code.

1.3 HOW TO USE THIS CODE OF CONDUCT?

What use?

Each employee is invited to keep a copy of the Code of Conduct for himself as a reference document to find answers to their daily questions.

This Code should enable everyone to ask themselves what attitude to adopt in delicate situations that may arise in both internal and external relations.

What are the limits?

This Code of Conduct is not designed to provide solutions to all examples of Corruption, Corruption attempts, influence-peddling and potential conflicts of interest that Pierre Fabre employees may have to tackle within the course of their work. Its purpose is to help employees get into the right habits so that they can conduct themselves with integrity – as the Code of Ethics requires - and so prevent Corruption or influence-peddling across the Pierre Fabre Group.



1.4 WHO TO CONTACT?

The Pierre Fabre Group provides all its employees with the "Pierre Fabre Speak Up" system, an integral part of the Code of Ethics, which allows them to report a concern to fight against all forms of corruption and prevent conflicts of interest.

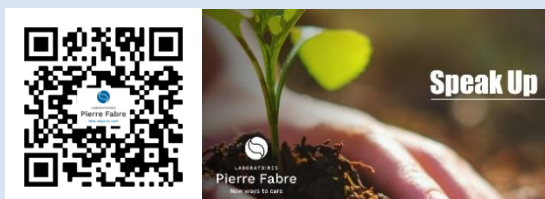
All Pierre Fabre Group employees are therefore invited, if necessary, to use this system, it being specified that they may also seek advice from their superiors, the Human Resources Department, the Legal Department responsible for their activity, or even for non-France the Compliance Officer or the ethics referent appointed by the Group's Ethics and Compliance Department or by writing to group.compliance@pierre-fabre.com.

Fabre Speak up" system is a recourse when the situation requires it.



Reminder of contact details « Pierre Fabre Speak up »

<https://pierre-fabre-speakup.whispli.com/lp/reporting>



Your voice matters, don't hesitate to use it.

2 RULES



2.1 FIGHT AGAINST CORRUPTION

2.1.1 Definitions

For this Code, the following definitions apply:

CORRUPTION

Dealings whereby a person who has been given a particular role – either public or private – solicits or accepts a Gift, an offer or a promise designed to make them carry out, postpone or omit to carry out an act which – either directly or indirectly – relates to their responsibilities.

Corruption therefore involves a violation by the guilty party of the responsibilities with which they have been entrusted.

Corruption can be active or passive, direct or indirect.

ACTIVE CORRUPTION

A natural person or legal entity obtaining or attempting to obtain – in exchange for Gifts – promises or advantages from a person performing a public or private role, such that they carry out or postpone an act that relates to their role or an act that is facilitated by their role, or such that they omit to carry out the aforementioned act, the third party receiving the name of the corrupting party.

Example: Offering an employee of a national health authority a sum of money in return for having a health product registered or securing a market permit for it or speeding up the processes involved in doing so.

PASSIVE CORRUPTION

A person performing a public or private role taking advantage of this role by soliciting or accepting Gifts, promises or advantages designed to make them carry out an act connected with their role, this person receiving the name of the corrupted party.

Example: Within the framework of an Invitation to tender, the representative of a supplier offers one of the Pierre Fabre Group's buyers a sum of money or a personal service in return for being awarded the contract. Here the passive Corruption applies to the Group's buyer.

DIRECT CORRUPTION

The corrupted or corrupting party directly soliciting or offering an advantage, without recourse to an intermediary party.

INDIRECT CORRUPTION

The corrupted or corrupting party directly soliciting or offering an advantage via an intermediary party.

Example: contacting an intermediary party – who is either remunerated or otherwise – to corrupt a public official such that they make favourable changes to the conclusions of a regulatory inspection.

AVANTAGES

Direct advantages (examples: goods in kind, sums of money, granting of a loan or opening of a line of credit, performance of a task for free, discount, etc.) or indirect advantages (examples: writing off a debt, employment of a close friend or relative, etc.) sometimes obtained through the intervention of a third party, either in good or bad faith.

PUBLIC OFFICIAL

- Any person with a legislative, executive, administrative or judiciary mandate belonging to a state or a supranational entity, appointed or elected, on either a permanent or temporary basis, be they remunerated or non-remunerated, and irrespective of their hierarchical level,
- Any other person who performs a public function, including for a public body or a public company, or who provides a public service, such that these terms are defined under the provisions of a state's internal legal system,
- Any other person defined as a «public official» under the provisions of a state's internal legal system.

2.1.2 Different forms of Corruption

Corruption is not just about money! The most obvious form of Corruption is bribery, but Corruption can take several different forms which are prevalent to varying degrees. Below is a list of the most common forms. **They are all prohibited by the applicable regulations in force and by the Pierre Fabre Group.**

GRATIFICATION OR "BRIBE"

Any Gift or sum of money offered to a public official or an employee as remuneration for a «service» rendered to the corrupting party, in violation of their employment terms or the responsibilities with which they have been entrusted.

STRING-PULLING

Favor granted – in a way that is an abuse of one's position – in return for a «service» rendered. An example might be providing the relative of a public official with employment to secure preferential treatment from them (e.g.: obtaining administrative authorization).

UNJUSTIFIED PAYMENT FOR A PUBLIC SERVICE

Making payment to a public official even though the task which they are being asked to carry out is supposed to be carried out free of charge in application of the law (*).

() this type of Corruption is also known as «facilitation payment» and is prohibited under the legislation of most countries. It is authorized in some countries, provided that the payments in question are routine payments made to speed up the performance of a particular action.*

TRAFFIC OF INFLUENCE

For a public official, it involves receiving Donations from a natural or legal person in exchange for granting various advantages or promising to grant various advantages.

Example: promising an advantage to an elected representative such that they will use their influence to obtain an administrative permit.

TOLL EXACTION

A form of extortion. For example, a public official might demand a sum of money in return for not performing a particular act which might prevent a dossier from being processed.

2.1.3 Identify a case of Corruption

It is illegal to solicit, receive, accept, offer, or pay a bribe. **Even if the exchange of Gift/Invitation is a common use in commercial relationships, key factors must be analysed in such a situation.**

THE ADEQUATION

Although a Gift / Invitation may be offered or received in good faith, it can only be acceptable if it is reasonable, adequate, and usual for this type of relationship and if it makes no exception to the Gift and Invitation policy.

THE THIRD PARTY

Regulations regarding Gifts is even stricter when the third party is a government representative or a public agent.

THE PERCEPTION

The impression that an inappropriate gift give can seriously damage the reputation of our company. The credibility of the strategic and commercial decisions that any employee takes depends on its acts.

A THIRD PARTY'S INTERVENTION

Any employee or company that does not prevent a third party acting on their behalf from engaging himself in acts of Corruption commits an offense.

THE INTENTION

To accept a Gift or an Invitation to unduly influence a decision in a business relationship is equivalent to accepting an undue advantage.



2.1.4 Risks incurred

Tackling Corruption has become a priority for countries and is also the focus of a great deal of international effort. As a result, the Corruption of public national (or even foreign) officials by the application of international conventions is condemned and is being cracked down by several national laws. This condemnation has been extended in many countries to include Corruption which might occur between individuals and private companies.

In addition to the risk of heavy judicial and administrative sanctions (fines, prison sentences, for natural and legal people, authorization that has been granted being revoked, having to reimburse benefits obtained, being temporarily or permanently removed from lists of public procurement providers, etc.), there are risks of damage to the company's reputation and image, resulting in confidence being lost in all its stakeholders. This may negatively impact its growth in the country in which these acts of Corruption occur and sometimes beyond, in compliance with applicable national legislation.

As the Group's Code of Ethics confirms:

“Corruption and unfair advantages”: «It is important to always bear in mind that behaviour designed to illegally or illicitly influence the representative of any authority or partner risks damaging our image in the long term. Irrespective of the country in which they take place, such acts may also result in heavy penalties. »

Finally, any employee of the Pierre Fabre Group who is found to have committed an act of Corruption or engaged in influence-peddling will be subject to disciplinary and/or penal measures.

Pierre Fabre Group expects each employee to:

Comply with all applicable legislation and regulations on corruption.

Never give or accept bribes.

Record all transactions carried out with a third party in due form in the accounting records.

2.2 PREVENTING CONFLICT OF INTERESTS



A Conflict of Interest is any situation in which the personal interests of a Pierre Fabre Group employee may come into conflict with those of the company.

A potential or real conflict of interests can therefore seriously damage the Pierre Fabre Group's reputation. Such conflicts are likely to occur when an employee finds him or herself in a situation in which their personal, social, financial, or political interests affect their judgement and no longer serve the company's interests.

2.2.1 Definitions

Three main criteria should be taken into consideration to determine whether a situation presents a conflict of interest:

The employee needs to have an interest

This interest can be direct (another professional activity) or indirect (a spouse's professional activity), private (holding shares in a company) or public (holding political office), material (remuneration) or moral (a voluntary activity or honorary role).

This interest must interfere with the tasks entrusted to the employee

The interference may be material (for example: an activity that is in direct competition with the Group's) or temporal (for example: previous interests).

Pierre Fabre Group expects each employee to:

Avoid any situation that could place them or a third party in a conflict of interest.

Report the existence of a conflict of interests, even if only potential, to their superior as soon as possible.

Never allow their personal interests or those of their friends and family to take precedence over those of Pierre Fabre Group.

Not take advantage of their position within Pierre Fabre Group to procure for themselves or allow third parties to benefit from unfair advantages.

Not use confidential information acquired in their line of work for personal purposes or to assist their friends or family in any way.

Politely refuse any advantage, good or service from a partner, supplier or customer that could affect their professional objectivity.

This interference must influence or appear to influence the objective performance of the tasks entrusted to the employee who is required to act for the sole benefit of the Pierre Fabre Group

This criterion involves examining the intensity of the interference on a case-by-case basis: there is a Conflict of Interest when there is enough interference to raise reasonable doubts about the employee's ability to perform their tasks completely objectively.

2.2.2 Management of actual or potential Conflict of Interests

However, if there is a conflict of interest, it is not necessarily insurmountable. The important thing is to always inform one's line manager to determine whether it is possible to remedy the situation such that a conflict of interest is prevented or stopped.

The process of management and prevention of actual or potential conflicts of interest has been defined and detailed in the procedure "Prevent and manage Conflicts of Interest".

Available on the [Ethics and Compliance Portal](#)

Therefore:

- The Ethics and Compliance Department (DEC) organizes a regular campaign to identify conflicts of interest in accordance with the principles set out in the procedure.
- All employee, meeting selection criteria, shall report such a situation, even if only potential, to our superior and refrain from acting until the problem is settled, by signing the sworn statement (see Appendix – Sworn statement) and returning it to Ethics & Compliance department.
- A decision should be made as to whether a person needs to be taken off a particular project or negotiation or whether – on the contrary – they may be allowed to continue with their work, subject to taking certain precautions or making certain changes, including the employee's interest being given up.
- Pierre Fabre employees are reminded that if they have the slightest doubt, to ensure that they act discerningly and behave appropriately, they can consult their line managers and/or people who have expertise in compliance (Human Resources Department, Legal Department, Group's Ethics & Compliance Department, Local Compliance Officer, Ethics and Compliance referent), or even use the above-mentioned "Pierre Fabre Speak" up platform.



2.3 POLICY ON GIFTS, INVITATIONS, GRANTS AND DONATIONS

Gifts and Invitations are ordinary acts of business life. Most of them are offered or accepted as a courtesy or for commercial purposes (maintaining business relations or seeking to develop a clientele) and as such do not constitute acts of Corruption.

In certain circumstances, Gifts and Invitations may be offered or received by the organization itself or by one of its employees and may take various forms, such as Invitations to restaurants, professional congresses, sporting, or cultural events, etc.

2.3.1 Definitions

GIFTS

Present, object given to someone to please them.

INVITATIONS

Act of inviting someone to a meal, a reception, a sporting or cultural event.

Gifts and Invitations are qualified as lavish when they exceed the maximum amount authorized per category as defined by the Pierre Fabre Group.

GRANTS & DONATIONS

Non-promotional and philanthropic corporate activities that support Pierre Fabre's role and reputation as a key player in the health environments and communities in which it operates.



2.3.2 Simple question that employees should ask themselves

In certain circumstances, the offer or acceptance of a Gift or Invitation may constitute an act of Corruption. For example, **when it is intended to influence the performance or non-performance of an act by a third-party**, in breach of his or her legal, contractual or professional obligations, or **when the solicitation or acceptance of such a Gift by a third-party is intended as consideration for his or her action or abstention.**

Consequently, it constitutes a risk that must be identified and, where appropriate, managed and this by asking oneself a few simple questions before offering or accepting a Gift or Invitation.

- Is the situation that you currently find yourself in legal?
- Is it compliant with the provisions of Pierre Fabre's Code of Ethics?
- Is it consistent with the Group's values?
- Does it expose the Group to unacceptable or disproportionate levels of risk?
- Is it in line with the commitments that the Group has made and the guarantees it has given our stakeholders regarding its undertaking to tackle all forms of Corruption?
- How would this situation be looked upon by third parties... by your line manager, colleagues, competitors, the authorities, etc.?
- What would the consequences be for the Group if people outside the company – such as the press, competitors, or the authorities – found out about this situation?

GOOD PRACTICES

Gifts or invitations that are justified by a professional reason related to the third party's activity or that fall within the framework of a policy of the organization (public relations) and that allow the reasons for which they are offered or accepted to be objectified constitute low-risk situations.

Conversely, gifts or invitations offered to a close relative of the third party in charge of the business relationship or offered prior to a decision on the award or renewal of a contract

Pierre Fabre employees are reminded that if they have the slightest doubt, in order to ensure that they act discerningly and behave appropriately, they can consult their line managers and/or people who have expertise in compliance (Human Resources Department, Legal Department, Group's Ethics & Compliance Department, Local Compliance Officer, Ethics and Compliance referent), or even use the above-mentioned Pierre Fabre Speak up platform.



2.3.3 Policy on Gifts and Invitations

Associated with this Code of Conduct, the Group's Policy on Gifts and Invitations is available on the Group's [Ethics and Compliance Portal](#).

Governing rules are defined there:

- Third parties authorized to receive or offer Gifts or Invitations from/to Group employees,
- The maximum allowed values for Gifts or Invitations,
- The authorized annual frequencies for Gifts or Invitations,
- Approbation process and rules, if any.

Giving and accepting Gifts is prohibited. However, provided that several conditions are met, symbolic Gifts may be allowed. The gesture must be modest, reasonable and exceptional, comply with both local regulations and the standards imposed by the main countries in which we develop our activities, be made transparently and not influence the receiver to make a favourable decision towards the giver.

- ❖ Group's Code of Conduct and Group's Policy on Gifts and Invitations apply to **all Gifts and Invitations received**, regardless of the activity or third party involved and are available on the Group's [Ethics and Compliance Portal](#).

GOOD PRACTICES

When a gift received does not meet the Group's requirements, it must be returned. In certain cases, and with the approval of the Ethics and Compliance Department, it may also be considered to donate it to charity (computer equipment, etc.) or to share it among the employees of a department (box of chocolates, etc.).

- ❖ **Processes of Gifts & Invitations' approval and management** have been defined and detailed in Group procedures and are available on the Group's [Ethics and Compliance Portal](#).



2.3.4 Policy on Grants and Donations

All requests for the granting of Grants and Donations must be submitted for prior approval. Grants and Donations may only be granted if they are documented in writing, approved by an approval committee, and based on a written contract signed by a duly authorized Pierre Fabre employee and by the persons authorized to represent the requestor, signed before the grant or donation is awarded.

The process of submission and approval of Grants and Donations of the Pierre Fabre Group is managed by rules that have been defined and detailed in the procedures ***“Ensure ethics and compliance with regards to Donations subventions and sponsoring”***.

The operational implementation of the management of the process of submission and approval of Grants and Donations, for each perimeter or Group company, is the responsibility of the Ethics & Compliance Department, the Compliance Officer and/or the local Ethics & Compliance Officer.

Available on the [Ethics and compliance portal](#)

Grants and Donations received are de facto prohibited by the Code of Conduct.

Subventions received are authorized only if they are granted by public bodies and are intended for the financing of specific projects.

Grants and Donations made in the name of Pierre Fabre Group to charitable organizations or associations must comply and satisfy:

- the requirements of all applicable laws, regulations, and codes,
- as well as to all Pierre Fabre's internal policies, procedures, and ethical standards.

Available on the [Ethics and compliance portal](#)

3 DOCUMENTS OF REFERENCE



Who to contact?

For any questions or advice on Ethics and Compliance, the group.compliance@pierre-fabre.com address is at your disposal.



What are the documents of reference?

Procedure « Manage and prevent the Conflict of Interests »

Procedure « Prevent ethical risks related to Gifts and Invitations »

Policy “Hospitality & provided items policy for Healthcare Stakeholders in the context of pharmaceuticals activities”

Policy “Hospitality, Gifts & provided items policy for Healthcare Stakeholders OUT OF the context of non-pharmaceuticals activities”

Policy “Grants & Subventions”

Procedure « Ensure ethics and compliance of Grants and Donations»

Procedure "Pierre Fabre Speak up system - Collection and handling of reports and protection of whistleblowers."



Where to find the documents of reference?

[Ethics and Compliance Portal](#)



Ethics & Compliance

Reminder of the contact details of “Pierre Fabre Speak up” platform:

<https://pierre-fabre-speakup.whispli.com/lp/reporting>

