

# Code of Ethics

---

## Contents

1. Introduction.....	3
2. Scope of Application .....	3
3. Knowledge and Compliance.....	3
4. Fundamental Principles and Values.....	4
4.1 Compliance with the Applicable Legislation.....	4
4.2 Integrity and Transparency.....	4
4.3 Respect, Dignity and Non-discrimination.....	4
5. Standards of Conduct .....	4
5.1 Protection of Privacy and Personal Data.....	4
5.2 Confidentiality .....	5
5.3 Gifts and Considerations.....	6
5.4 Relationship with Clients and Third Parties .....	6
5.5 Relationship with Authorities or Public Officials.....	7
5.6 Relationship with Political Parties .....	7
5.7 Relationship with other Companies.....	7
5.8 Fulfilment of Obligations with the Tax Authorities and Others .....	8
5.9 Respect for Intellectual Property, Industrial Property and Advertising Actions .....	8
5.10 Use of IT Systems .....	9
6. Reporting of Infringements .....	9
7. Disciplinary Regime.....	10

## 1. Introduction

The Juste Group has subscribed to the “Code of Good Practices for the Pharmaceutical Industry” published by Farmaindustria. Every person within the Group affected by such code must be conversant with and observe it.

However, the Board of Directors of JUSTESA IMAGEN S.A.U and JUSTE S.A. QUÍMICO FARMACEÚTICA (“The Juste Group”) has approved the present code as its own document setting out the basic principles of conduct and ethical standards that must be observed by all individuals.

The *Code of Good Practices for the Pharmaceutical Industry* and the present Code of Ethics are mutually complementary documents. Therefore, both of them must be known and complied with by all persons belonging to the Juste Group.

The Code of Ethics is a mandatory action guide setting out the basic ethical principles required to ensure that all conduct in the performance of professional activities conforms to the principles of lawfulness, integrity and transparency in accordance with the traditional values of our company.

## 2. Scope of Application

The present Code of Ethics has been approved by the Juste Group’s Governing Body, and all its members including its administrators, management, employees and external consultants (“the Persons”) are required to comply with its stipulations. All of them are required to observe the principles set out herein and comply with the internal procedures for the best operation of the company.

## 3. Knowledge and Compliance

All the Persons are bound by the Code of Ethics, which will be provided or made available to them so that they can gain knowledge of it and raise any issues arising from their interpretation.

Compliance with the Code of Ethics is mandatory for the Persons, who shall observe it in the performance of their professional duties. Any person becoming aware that any of the principles or rules set out in the Code of Ethics is contradictory or inconsistent shall report it to the *Supervisory and Control Body*, which shall review it and, as and when required, propose the amendments it deems appropriate to the Governing Body.

## **4. Fundamental Principles and Values**

### **4.1 Compliance with the Applicable Legislation**

The Persons shall observe and comply with the legislation applying to their sphere of professional activity. In particular, in view of the special regulatory provisions applying to the industry, they shall ensure full compliance with all legislation regarding the distribution of medicines, healthcare products, cosmetics and food supplements.

### **4.2 Integrity and Transparency**

The nature of the specific activity carried out by the Juste Group with its clients requires that the professional conduct of the Persons should at all times be marked by honesty, clarity and transparency.

### **4.3 Respect, Dignity and Non-discrimination**

The conduct of the Persons belonging to the Juste Group shall be marked by respect for their co-workers and others, and any form of disrespect or hostility towards others within the context of a professional relationship shall not be allowed or consented under any circumstances.

The dignity of individuals and the absence of personal and professional discrimination constitute two basic principles which shall govern the conduct of all Persons.

## **5. Standards of Conduct**

### **5.1 Protection of Privacy and Personal Data**

The Persons belonging to the Juste Group are under the obligation of respecting the personal and family privacy of all individuals, including both employees and any other individuals to whose data they may have access in the course of their professional activity. The use of data shall follow the established general channels, in accordance with the general principles of use and in compliance with internal procedures. Compliance with any procedures and manuals regarding the data protection legislation and regulations is mandatory for all the Persons belonging to the Juste Group to which such legislation and regulations apply.

## 5.2 Confidentiality

People belonging to the Juste Group must keep unpublished information and documentation of the companies that make up the Group strictly confidential, not solely to safeguard the obligations laid down in the legislation on Protection of Personal Data, but also the Group's commercial, financial and industrial interests.

In this regard, in general and for all Juste Group personnel who have had access to personal data and/or confidential information, there is a duty of confidentiality that will endure even when the employment relationship has ended.

Furthermore, the following rules of conduct must be obeyed specifically by people in certain areas which are particularly sensitive in this regard:

a) People in the commercial and financial area:

- Shall not disclose to third parties or make use of information on the Companies' or their customers' businesses, business strategies, purchase prices of raw materials or sale prices that may influence decisions for personal profit or generate profits for or damages to third parties.

b) People in areas of plant management, technology transfer, R&D, production, engineering and maintenance, environment, health and safety, quality control and quality assurance and regulatory affairs:

- Shall not use for private purposes, or transmit to others, technologies, methodologies, formulas, patents and/or industrial secrets or any type of information belonging to the Company, even where they have been obtained or developed in the exercise of the functions for which they have been contracted as personnel.
- Shall guard and preserve the assets of the area, understood to mean, among others: plans, designs, formulas, manufacturing processes, systems, technologies, drawings, etc.

Without prejudice to the provisions of this section, the protocols, agreements and internal documents in this regard that exist or may be established in the future shall also be obeyed.

### **5.3 Gifts and Considerations**

All aspects relating to the above shall be directly governed by the provisions of Chapter II of the *Code of Good Practices for the Pharmaceutical Industry*.

Specifically, in accordance with point 10 of the above-mentioned Code, in order to avoid incentivising the prescription, dispensation or administration of prescription drugs, the offering or giving by direct or indirect means to healthcare professionals of any form of incentive, bonus, or gift (in cash or in species) is strictly prohibited. Excepted from the foregoing prohibition is the offering or giving of implements for the medical or pharmaceutical practice or desk items not directly related to a prescription drug with a market price not exceeding €10.

The Persons shall not, either directly or through third parties, accept gifts, invitations, paid drinks or meals, or any form of compensation originating from clients, suppliers, competitors or third parties exceeding the limits of social courtesy.

### **5.4 Relationship with Clients and Third Parties**

The Persons belonging to the Juste Group shall observe the principle of transparency and are obliged to ensure that none of their actions can potentially be interpreted as deceitful behaviour harmful to clients, suppliers or third parties, and must provide those persons interested in taking out an insurance with full information on the terms, coverage and other aspects of the contract which, in their view, it is advisable to subscribe.

Any claims from clients or others shall be processed in accordance with the established internal procedure and documented and replied to in due time and form by the person or body designated for such purpose.

The Persons belonging to the Juste Group shall not offer, promise, give or receive to or from third parties any type of handout, bribery or unjustified commissions. Acts of bribery, which are expressly prohibited and punishable, include directly or indirectly offering or promising any type of advantage or making use of any instrument for their concealment.

No gifts or considerations will be offered or given to companies or institutions with which the Juste Group has a business relationship whenever it is likely that such gifts or considerations may improperly affect their decision-making processes or the relationship itself.

### **5.5 Relationship with Authorities or Public Officials**

The Persons belonging to the Juste Group shall not offer, promise or give any type of handout or any form of bribery or benefits to public officials or authorities, or any unjustified commissions to third parties. Acts of bribery, which are expressly prohibited and punishable, include directly or indirectly offering or promising any type of advantage or making use of any instrument for their concealment.

No gifts or considerations will be offered or given to companies or institutions with which the Juste Group has a business relationship whenever it is likely that such gifts or considerations may improperly affect their decision-making processes or the relationship itself.

Persons in any way related to any authority or public official that could potentially influence any aspect of society must avoid influencing, even indirectly, the making of any decisions affecting the Juste Group.

### **5.6 Relationship with Political Parties**

Any type of donations to political parties, their foundations or federations on behalf of the Juste Group, or the use of the Group's funds to directly or indirectly finance any political party is strictly prohibited.

### **5.7 Relationship with other Companies**

The relationship with competitor companies must be conducted in good faith and governed by the principle of respect towards other parties' business activities. The Persons belonging to the Juste Group are obliged to take appropriate steps to keep confidential any reserved or confidential information of other companies to which they may have lawfully had access in the course of business negotiations or relations.

No worker joining the Juste Group shall make use of any confidential or secret information he/she may have obtained from his/her previous employment. The unlawful use of any such documentation external to the Group is expressly prohibited.

The Persons' obligations of confidentiality shall persist indefinitely, including beyond the termination of their employment. Employees shall not take any type of information or documentation away from the Juste Group, including any information held in computer storage media, and shall not provide to or make use of such information to the benefit of other companies.

Persons in charge of the submission of offers in public or private tender processes shall refrain from any type of conduct that could in any way

be construed as price fixing, either with the entity issuing the call for tenders or with other tenderers.

### **5.8 Fulfilment of Obligations with the Tax Authorities and Others**

The fulfilment of the tax obligations and social security contributions that the Juste Group is subject to shall be carried out in good faith and in a responsible manner, in accordance with the applicable legislation.

The Persons belonging to the Juste Group are obliged to observe the principles of clarity, transparency and truthfulness in the performance of their professional duties. Any forgery, concealment or simulation of data, accounting entries, etc. for the purpose of avoiding payments or obtaining unlawful benefits with harmful consequences for the Tax or Social Security authorities or any creditor is strictly prohibited.

The financial information of the Group shall faithfully represent its true financial and equity situation in accordance with generally accepted accounting principles and international financial information standards. In this regard, no professional shall conceal or distort any information in the accounting records and reports of the Juste Group.

The Persons responsible for accounting and finance within the Juste Group shall assure full compliance with the applicable legislation and regulations relating to accounting, financial, tax or any other aspects affecting the Group's tax filings.

### **5.9 Respect for Intellectual Property, Industrial Property and Advertising Actions**

The Persons belonging to the Juste Group shall respect the intellectual and industrial property rights of other parties in the performance of their professional duties.

No images, texts or drawings shall be used in the Group's advertisements or official documents for which appropriate authorisation has not been obtained from their lawful owner.

It is likewise prohibited to use brands or logos in the Group's advertisements or official documents unless they have been registered in the Juste Group's name or the necessary authorisation has been obtained, or unless it has been verified that there are no prior industrial property rights registered in the name of other parties.

Any advertising carried out by the Group shall be truthful and shall not contain deceptive statements likely to harm potential clients.

### 5.10 Use of IT Systems

The IT systems and corporate email accounts shall be used solely for purposes associated with the business activity, and must be used in a responsible and careful manner.

The Juste Group reserves the power to monitor the use of the IT systems and the use of the Internet by the Persons as a means of regulating worker use of company-owned IT equipment, in the context of the employer's powers of surveillance and monitoring of obligations regarding the use of the aforesaid equipment, always with due respect for the fundamental rights of the individuals involved.

The warning regarding the possible use of such power expressly eliminates the reasonable expectation of privacy on the part of the Persons belonging to the Group regarding their use of the corporate IT systems.

The Persons belonging to the Juste Group shall not under any circumstances make use of the corporate IT systems to carry out activities that could potentially be deemed unlawful, and the Persons belonging to the Group are expressly prohibited from accessing the IT applications or equipment of others without their owners' prior documented authorisation.

## 6. Reporting of Infringements

Pursuant to Article 31.bis.5.4 of the Spanish Criminal Code, all the Persons belonging to the Group, as well as its external consultants, are obliged to report any potential risks and infringements to the Group's Criminal Risks Prevention and Control Body. For such purpose, a Reporting Channel is made available to all employees of the Juste Group at the following email address: **[canaldedenuncia@grupojuste.com](mailto:canaldedenuncia@grupojuste.com)**, so that they may convey their reports via this or any other appropriate means to the aforementioned Body. The regulation of the reporting channel, which is set out in the Criminal Risks Prevention manual, safeguards the position of Persons reporting incidents in good faith and prevents any reprisals against them.

It is the duty of all the Persons in the Group to report any infringements of they may become aware, and any Person's attempt to prevent or obstruct the discovery of any improper or unlawful conduct of which they may have become aware shall be considered a very serious offence.

The reporting channel is also open to suppliers, clients or any individual who may have become aware of any unethical behaviour and wishes to report it to the Criminal Risks Prevention and Control Body.

## **7. Disciplinary Regime**

Any infringements of the present code or of the *Code of Good Practices for the Pharmaceutical Industry* shall be subject to appropriate and lawful disciplinary penalties in accordance with the applicable labour and industry-specific legislation and the applicable Collective Bargaining Agreement, in addition to which any behaviour potentially constituting a criminal offence shall be reported to the competent authorities.