



**CELNOVA**  
PHARMA

# **Code of Conduct**

---



# Content

1. INTRODUCTION .....	1
2. OBJECTIVES OF THE CODE OF CONDUCT .....	2
3. OUR EMPLOYEES .....	2
4. DIVERSITY AND INCLUSION.....	3
5. CONFIDENTIALITY AND HANDLING OF INFORMATION.....	3
6. USE OF CORPORATE EMAIL AND MOBILE DEVICES .....	5
7. DEFENSE OF COMPETITION .....	5
8. PROHIBITION OF CORRUPT PRACTICES .....	6
9. GUIDELINES FOR CORPORATE GIFTS .....	6
10.RESOURCES AND ASSETS OF THE ORGANIZATION.....	7
11.OCCUPATIONAL SAFETY AND HEALTH .....	7
12.SOCIAL MEDIA.....	8
13.PREVENTION OF MONEY LAUNDERING AND FINANCING OF TERRORISM .....	8
14.CONFLICT OF INTEREST .....	9
15.ENVIRONMENT .....	9
16.DATA PROTECTION.....	9
17.NON-COMPLIANCE WITH THE CODE.....	10
18.ETHICS AND COMPLIANCE CHANNEL.....	11
19.VALIDITY .....	12

## MESSAGE FROM CELNOVA'S MANAGEMENT AND ITS VALUES

Since Celnova Pharma was founded, integrity and ethical values have been essential to our development. We have been working intensively to accomplish our mission that is to preserve and improve life; this is why we are focused on building a company that allows us to bring the latest findings from different leading laboratories in the world to Latin America in order to make this innovation available to patients in the region.

We consider essential that our employees understand the relevance of our purpose and how we will achieve it. Therefore, at the beginning, we defined four conduct values that are: respect for the individual, excellence at work, meritocracy and teamwork.

This Code of Conduct sets the guidelines and standards of integrity and transparency to which we must adjust and is crucial to set the bases of the relations among Celnova and its stakeholders, as well as with the community.

Is worth to be mentioned that this document is mandatory reading and requires that each collaborator understands it in order to guarantee its proper implementation and put it into use as a guide of our daily activities. This is why we are committed to provide channels and assets to ensure transparency and integrity in our operations.

I'd like to invite you to thoroughly read this Code of Conduct and to familiarize yourself with Celnova Pharma's policies. As a company, we are convinced that integrity leads to organizational success and this code reflects what it means to us in practice.

Thank you for taking the time to read, understand and comply with this Code of Conduct.

Sincerely,



Juan Manuel Marrone  
Founder & CEO



# 1. INTRODUCTION

Celnova Pharma is a regional pharmaceutical company that aims to preserve and improve people's lives. To achieve this, we operate in accordance with the applicable laws of each country in which we are present, as well as respecting the highest ethical standards.

Since the company's foundation, preponderance was given to the values defined as our corporate pillars: respect for the individual, excellence at work, meritocracy and teamwork; considering them as our guidelines that would help us reaching our mission. Celnova's development and success will depend on how identified and engaged are our employees with our values and beliefs that conform our corporate philosophy.

The action is aimed at improving the quality of life of those who face complex diseases, in harmony with corporate social responsibility towards the staff, community in general, state and environment.



**RESPECT FOR THE INDIVIDUAL**

**EXCELLENCE AT WORK**

**MERITOCRACY**

**TEAMWORK**

We must cooperate in the moral, professional and intellectual progress of those who are part of the company and of the community in general.

Loyalty, respect, honesty, professional capacity, proactivity and vocation of service are required to our staff in order to stablish fair and transparent relationships internally and externally with a long-term vision, avoiding opportunisms.

The purpose of this Code of Conduct is to make all employees know the values promoted by Celnova and in the same way the major guidelines and how to put them into use in their daily interactions.



The principles contained in this code are aligned with the law and also to the values we promote. Failure to comply with it may result in legal sanctions to Celnova Pharma and to those who wouldn't comply it.

## **2. OBJECTIVES OF THE CODE OF CONDUCT**

*The Code of Conduct specifies certain basic principles and contributes to their implementation through the establishment of minimum standards of behavior on key issues. It is not intended to cover all possible situations that may arise, but to provide a frame of reference against which to measure any activity.*

The objectives we want to achieve through this code are:

- Eliminate illegal, improper and/or unethical conducts.
- Ensure proper communication with our collaborators.
- Effectively train members of the value chain.
- Define our policies and commitments as a company.
- Perform in all labor aspects a conduct of business ethics.
- Avoid any conduct that may harm or endanger Celnova Pharma or its reputation.
- Act honestly and within the law.
- Prioritize the company interests over personal or other interests.

Celnova Pharma and its employees are governed by the laws, rules and regulations in accordance with the different countries where the company operates. Additionally, all employees must adhere to the company's specific internal rules and regulations, which in some cases may be higher than the requirements of the law.

## **3. EMPLOYEES OF THE COMPANY**

All Celnova Pharma employees must:

- Promote mutual respect and comply with laws, policies and regulations.
- Be ambassador of our behaviors and practices of this code.
- Request clarification in case of doubt in situations that may go against this code.
- Encourage teamwork across all business units and areas of the company, with the aim of sharing knowledge, experiences and the best of themselves.
- Promote teamwork in order to in-light professional growth.



- Carry out the assigned tasks consistently, ethically and responsibly.

Celnova Pharma operates regionally so any improper behavior of an employee in a country can subsequently lead to negative consequences for the company in the region, which is why we require to act with due diligence and in case of doubt, consult your direct leaders, leadership team or Compliance.

## 4. DIVERSITY AND INCLUSION

Celnova Pharma is committed to the principle of people's equality and respect for diversity, therefore, it does not discriminate for any reason, whether based on race, color, sex, sexual orientation, gender identity/expression, political opinion, age or religion; providing equal treatment in the selection, employment relationship, promotion and remuneration.

Every employee and manager must commit to fair labor practices that comply with these principles, always avoiding any type of discrimination and promoting tolerance and respect.

## 5. CONFIDENTIALITY AND HANDLING OF INFORMATION

**Confidential information** is information that is not of public knowledge. It includes trade secrets, business plans, engineering and manufacturing ideas, product formulas, designs, databases, records, salary information, and any other unpublished financial or other information. Business information that is disclosed by and by reason of work tasks, and that is not publicly known is considered confidential and should be used purely and exclusively to meet business objectives, not having to share this information with people outside the company or any other employee who does not need to have that information to the performance of its functions.

Celnova Pharma's success depends on the use of your confidential information and its non-disclosure to third parties. Unless required to do so by law or authorized by company management, employees will not disclose confidential information or allow its disclosure. Contributors should use their best efforts to prevent unintentional disclosure of information, taking special care when storing or transmitting information.

In the event that third parties such as partners of a business alliance, suppliers or customers



share confidential information with Celnova, such information will receive the same care that receives its own confidential information.

As an example, and without being an exhaustive enumeration, we consider the following information confidential:

- Non-public financial information.
- Commercial or technical information: such as formulations, programs, techniques or procedures.
- Unique information, such as a list of clients or projects.
- Concepts, ideas, knowledge, techniques, business plan.
- Databases of any type.
- Any information whose knowledge by third parties is harmful to Celnova Pharma.
- Software: including operating systems, requests
- Personal data.
- Architectural and/or technical designs.

In case of doubt as to the confidentiality of a certain information, it should be treated as confidential until that condition is clarified.

If an administrative or judicial body with competent authority requests the collaborator or member of the value chain to disclose all or part of the confidential information, those involved must notify their hierarchical superior or commercial contact of Celnova Pharma and the Legal, Compliance and Human Resources sectors of such requirement.

In the event that a collaborator or member of the value chain has been authorized to send certain confidential information to third parties, it must be analyzed whether if its appropriate to sign a confidentiality agreement approved by the Legal and Compliance area. In turn, you must include the legend "Confidential" in the header, informing the recipient that said communication contains sensitive information.

## **6. USE OF CORPORATE EMAIL AND MOBILE DEVICES**

The email, mobile phones and other devices assigned to each employee are property of Celnova Pharma and granted for use in reason and in the exercise of work functions, and must



be returned at the end of the employment relationship in the same conditions that were delivered.

Use for personal reasons should be limited. Any abusive or fraudulent use is discouraged and disapproved, making those who violate these rules subject to the corresponding sanctions.



Celnova Pharma will ensure its proper use, being able to carry out the necessary controls or limit browsing access.

## **7. DEFENSE OF COMPETITION**

Celnova Pharma and all its employees must compete in the market fairly and respecting the rules established by the legislation of each country in which we operate.

It is expressly forbidden to enter into contracts or agreements with competitors for the purpose of setting prices, limiting or restricting the quantity of services or products on the market.

We are committed to comply with all antitrust, fair transaction and competition laws applicable to our businesses globally.

## **8. PROHIBITION OF CORRUPT PRACTICES**

It is not acceptable to offer, give, authorize or receive any form of bribery or inducement, including to or from public officials or persons in the private sector, directly or through third parties, for the purpose of unduly influencing decision-making.

All employees are required to act in full compliance with anti-corruption laws or regulations in such a way that Celnova Pharma maintains the trust of customers and authorities, to protect its business and reputation.

The usual small commercial attentions to customers or suppliers linked to the government will not be prohibited, as long as they are NOT illegal, nor do they have the intention or appearance of being carried out to obtain an inappropriate benefit. If you have any questions, it is recommended to obtain advice from the Legal and/or Compliance sector.





## 9. GUIDELINES FOR CORPORATE GIFTS

Gifts or attentions are usually common practices to strengthen business relationships. Celnova Pharma's position on this point is that no gifts or favors should be accepted or provided if in any way affects its objectivity in making decisions on behalf of Celnova. It is not allowed to receive or deliver gifts in cash or highly liquid assets.

However, gifts can be accepted or received if they meet the following criteria:

- They are consistent with normal business practices.
- They have a reasonable relationship with business relationships.
- They are consistent with existing business guidelines.
- If they cannot be interpreted as bribery or improper influence.
- If they do not go against Celnova Pharma's values or business ethics in any other way.
- Are valued less than USD 200. Do not violate any laws or regulations.
- Do not be used to seek competitive opportunities or advantages.
- Do not or may affect the objectivity of decision-making.

For any inquire, please contact [Compliance](#).

## 10. RESOURCES AND ASSETS OF THE ORGANIZATION

All Celnova Pharma employees are responsible for the rational and proper use as well as the protection of the company's assets.

Company resources are understood as all communication elements and tools such as internet, telephones, computer equipment, computer tools, technological tools, as well as tools that the company provides to its employees so that they can develop and perform in all areas of work.

It is also considered that employees must ensure and take care of the Personal Protection Elements provided by the company, in order to preserve health among all.

Asset protection includes data protection, trade secrets, business plans, designs, accounting and/or salary information. The specialized teams of the organization should only be operated by the officials authorized for such work. In case of knowing any situation that implies a misuse of resources and assets of the company, this situation must be submitted in a timely manner to the General Management.



## 11. OCCUPATIONAL SAFETY AND HEALTH

One of the priorities of Celnova Pharma is to prevent occupational incidents, ensuring safety and health of all employees. For this reason, we are all responsible for generating safe and healthy work environments. Respecting the regulations of each country where we work.

At Celnova, we strive daily so that none of our employees are harmed while working. Our goal is that no harm occurs to people. For this, in addition to requesting the commitment of all, we have the support of the Quality Assurance department and our EHS advisors who accompany us and help us daily.

## 12. SOCIAL MEDIA

Posts made by Celnova Pharma collaborators on social media are considered as personal nature and have no direct link with the company. However, if an employee requires to use Celnova's official channels for corporate purposes, it has to be authorized by the correspondent manager and also has to follow these guidelines:

- Publication must be aligned with the principles and values of the company.
- Confidential and privileged information can't be published.
- Be respectful in how you communicate with the community.
- Not to offer products or services not authorized by the company neither to create false expectations
- The use of social media without the express authorization of the organization, will always be in the personal capacity of the collaborator.

All employees are "ambassadors" of Celnova, so we count on their commitment to take care of our image and reputation.

If you have any inquire, please reach out to [Marketing and Communications](#).

## 13. PREVENTION OF MONEY LAUNDERING AND FINANCING OF TERRORISM

Money laundering is a process by which assets from illegal activities are given the appearance of legitimacy.



Celnova Pharma repudiates any act, interest, attempt or omission associated with the crimes of money laundering and financing of terrorism.

It is the responsibility of all employees to immediately report any unusual or suspicious operation in terms of money laundering and / or financing of terrorism to Compliance and report it through the following mailbox: [denuncias@celnova.com](mailto:denuncias@celnova.com).

If there are indications of employee participation in acts that compromise (or may compromise) Celnova Pharma in money laundering and/or terrorist financing practices, they will be investigated by the Compliance/Legal sector in conjunction with Resources Humans, who will take the appropriate measures. Not-complaining with these obligations, may carry criminal or administrative penalties in accordance with current local regulations.

## **14. CONFLICT OF INTEREST**

Conflicts of interest are originated when an employee's personal interests compete with the interests of Celnova Pharma. In all cases as possible, employees should avoid conflicts of interest. If a conflict of interest occurs, or a situation that may give rise to a conflict of interest, the employee must communicate it to his immediate superior and to Compliance in order to resolve the situation in a fair and transparent manner.

Transparent conduct is expected from all members of the value chain. A conflict of interest can harm the company and interfere with our ability to do our job effectively and impartially. When these relationships or activities cannot be avoided, they must be reported to their direct manager, Compliance and/or Human Resources.

To clarify, conflicts arise when personal, family, private or other interests affect or may affect the ethical development of the company or be beneficiaries directly or indirectly for such interests.

## **15. ENVIRONMENT**

We encourage the care of the environment by incorporating daily practices that contribute to preserving it, together we dictate trainings to be able to become aware of this issue and act in the most correct and possible way.





## 16. DATA PROTECTION

We all have the right to privacy, which is why Celnova Pharma is committed to respect the confidentiality of personal information. We process personal data with due precautions. The use of modern telecommunication systems, tools and online collaboration platforms, which are used more frequently on a daily basis, due to this, a number of principles were established that must be applied whenever personal data is being processed.

All of us are expected to:

- Ensure that we process personal data with due care, exclusively for the defined legitimate purpose for which it was collected and in compliance with applicable legislation and Celnova Pharma principles.
- Guarantee that such data is stored securely.
- Respect the right to privacy of our colleagues.

We should not:

- Collect sensitive information (defined as ethnicity, sexual orientation, political ideology and religion data) without the consent of the person involved or unless otherwise required by law.
- Collect more personal data than necessary for the purpose defined in each case.
- Provide personal data outside Celnova Pharma, unless legally required, that technical service providers are used or that we have an authorization from the person.



### WHAT IS PERSONAL INFORMATION?

This is information that can be used to identify someone, such as:

- Name and surname
- Home or other physical address
- Phone number
- Personal email address or online ID associated with a person
- Driver's license number, or other identification document issued by the government.
- Employment, financial or health information
- A characteristic associated with a particular person
- Any information relating to an individual combined with any of the types of information listed above

## 17. BREACH OF THE CODE

We are fully involved with the fulfillment of the laws, ethical standards and with our values. Reason why, if there is a breach on the established by this Code, such behavior will represent a serious offense and will be subject to different sanctions.



The sanctions will be determined by the Compliance Committee, taking into account the laws, and will be adapted to the seriousness of the offense.

If the breach comes from any of the collaborators, they could be, warnings, suspensions and/or disengagement, among others. On the other hand, in the case of members of the value chain, they could be warnings, stipulated fines in the respective contracts and / or suspension or justified unilateral termination of the contractual relationship.

If a violation of the laws is caused by the collaborator or a member of the value chain, we will cooperate with the corresponding authorities.

## 18. ETHICS AND COMPLIANCE CHANNEL

In order to achieve the commitment assumed by the company in its fight against corruption, practices contrary to the laws, anti-ethical attitudes and the special interest in complying with the rules that it voluntarily assumes, is that the report channel is available for all members of Celnova and to third parties.

Any internal or external individual can inform their complaints, claims or report irregularities through email: [denuncias@celnova.com](mailto:denuncias@celnova.com); phone: +54 11 3221 5414, or through our website by filling the correspondent form.



### COMPLIANCE CHANNEL

Telephone: +54 11 3221 5414  
Email: [denuncias@celnova.com](mailto:denuncias@celnova.com)  
Web: [www.celnova.com](http://www.celnova.com)

Employees and members of the value chain can make the complaints they consider appropriate with confidence and without fear of reprisals. Retaliation is strictly prohibited.

If you believe there is a violation of the Celnova Pharma Code of Conduct:

- Talk to your immediate superior. If you don't feel comfortable doing this,
- Talk to the company's chief executive. If you don't feel comfortable doing this,
- Send an email to the following mailbox: [denuncias@celnova.com](mailto:denuncias@celnova.com)

## 19. VALIDITY

This Code of Conduct enters into force on June 30, 2021, until its modification, update or repeal is established.