



## Code of Conduct



Status 01/2022

## Table of contents

1.	What does the Klosterfrau Group stand for? .....	3
2.	What is the purpose of our Code of Conduct?.....	4
3.	The principles of Klosterfrau .....	5
4.	Fair competition and fair business behavior with integrity.....	5
	A. Corruption (bribery and corruptibility) .....	6
	B. Collaboration with healthcare professionals .....	6
	C. Antitrust law.....	7
	D. Selecting suppliers and service providers .....	7
5.	Fair and respectful working conditions, respecting human rights .....	7
6.	Health, the environment and safety .....	8
7.	Proper file keeping and transparent financial reporting.....	9
8.	No infringement of company property.....	9
9.	Safeguarding confidential information and business secrets of Klosterfrau.....	10
10.	Separating corporate and private interests .....	11
11.	Correct application of the Klosterfrau Code of Conduct.....	11

## 1. What does the Klosterfrau Group stand for?

Dear Colleagues,

Our success is related directly to our ability to act correctly and in line with ethical values.

Working for Klosterfrau\* means accepting, putting into practice and actively advocating values such as integrity, trust, honesty, openness and mutual respect.

Integrity means doing the right thing even when nobody is watching.

Establishing trust takes time and effort while losing trust takes only one ill-considered or unwise act or faulty product.

We the board of directors, management board and employees of the various Klosterfrau companies, all bear our share in the responsibility towards our fellow employees and colleagues, our customers and business partners, the environment as well as our state and society, to secure the existence and success of our business. Our employees are the guarantors of Klosterfrau's success.

This Code of Conduct has been approved by the board of directors of Klosterfrau Zürich AG and aims to strengthen ethical standards throughout the group and create an environment in which you as valued employees can work in a self-dependent, motivated, respectful, principled, fair and trustworthy way.

We are all responsible for ensuring compliance – starting with ourselves. And we do our utmost to uphold our values.

We expect the same from all managers, who must be exemplary in their compliance with the Code of Conduct, as well as from you, dear colleagues, and our suppliers.

Zurich, January 2022



Petra Tritschler  
President of the Board of Directors  
Klosterfrau Zürich AG



Dr. Stefan Koch  
CEO  
Klosterfrau Zürich AG

---

\* Klosterfrau refers to all current companies of the Klosterfrau Group in Belgium, Germany, France, Italy, Austria, Poland, Switzerland, Slovakia, Spain, Czech Republic as well as future companies in these and other countries.

## 2. What is the purpose of our Code of Conduct?

Our Code of Conduct sets out a binding framework for our activities and defines the integrity and ethical behaviour of each and every one of our employees that forms the basis of our value system and our daily work. Senior management and executives act as role models and are therefore required to comply with and support the Code of Conduct.

The Code of Conduct is part of our Compliance Management System which applies throughout the entire Klosterfrau Group and serves to implement both the relevant legislation and our own regulations.

Our Code of Conduct is more than simply a set of rules. It is not designed purely to limit liability or to comply with statutory regulations. Rather, it is an indispensable, essential and fundamental basis for our work. This is because the image and appreciation, the overall reputation of Klosterfrau, are influenced by our integrity, ethical and lawful conduct.

For all of us this means that our behavior must always be based on legislation, internal regulations, voluntary commitments such as this Code of Conduct as well as any other guidelines that exist or may follow in the future

Illegal business transactions and activities are therefore unacceptable - everywhere and at all times!  
We would rather lose business than violate laws or this Code of Conduct by doing illegal business.

It is not enough just to read the Code of Conduct. It is vital that the Code of Conduct is constantly being put into practice and thus becomes a matter of course for our actions.

Consequently, this means that each of us must question ourselves and our work:

Do I conduct my work in accordance with the law and our internal guidelines and expectations?

In answering this complex question not only this Code of Conduct but also our other internal guidelines and training courses want to make a practical contribution in our daily cooperation.

**In the end we want our employees, customers and business partners to be proud to work for and with Klosterfrau.**

Cologne, January 2022

  
Christian Heller  
Chief Compliance Officer

### 3. The principles of Klosterfrau

**Klosterfrau is convinced that the interests of patients and customers are most effectively protected through fair competition.**

Each employee of Klosterfrau in his work environment and his professional action therefore is bound to comply with relevant laws which apply in the countries in which Klosterfrau is active as well as company-specific regulations. Furthermore Klosterfrau aligns itself with applicable industry codes.

This Code of Conduct lays down specific codes of behavior in the form of principles which are described in the following chapters. These principles serve as a general basis for orientation. They can neither cover all conceivable situations nor all applicable rules and regulations to be observed in individual cases. If national law or the directives of the respective Group company set stricter standards than this Code of Conduct these stricter standards apply which are to be understood as a supplement to this Code of Conduct.

It is not always easy to judge what is legal and/or permissible according to this Code of Conduct and which behavior is in line with our standards of integrity and lawful behavior. Should you have any questions about the content, interpretation or implementation of the Code of Conduct please get in touch with us. This will enable us to jointly expand the Code as well as our understanding of it.

Please address your questions or concerns to your superior, the legal department or the Chief Compliance Officer who can be reached at [compliance@klosterfrau.com](mailto:compliance@klosterfrau.com).

In addition a whistleblower portal is now also available at <https://klosterfrau.interne-meldestelle.de>, at least in Germany, for all employees, but also for external parties such as customers, suppliers or other third parties, which can be used to report legal violations or significant violations of this Code of Conduct or other internal guidelines to the responsible internal reporting bodies.

The Code of Conduct is continually developed and regularly adapted to current requirements and findings. Through appropriate training and education measures Klosterfrau will achieve that all employees will be familiar with the content, duties and consequences of the Code of Conduct.

The Code of Conduct applies directly to the Klosterfrau companies in Germany. All other Klosterfrau companies implement it as their own policy through a corresponding declaration of the Board and subsequently by the respective management.

### 4. Fair competition and fair business behavior with integrity

Klosterfrau competes exclusively in a fair manner and without entering any unlawful agreements. Relations with business partners shall be based on fair business transactions and competition as well as compliance with applicable law and regulations in terms of quality, price and performance. Business relations are purely subject-related and free of unfair methods. When dealing with business partners and authorities, we always have to be aware of representing Klosterfrau and we therefore always act lawfully. We do not grant or accept any unlawful, unjustified or inappropriate benefits/advantages.

## **A. Corruption (bribery and corruptibility)**

Corruption is prohibited and is not tolerated by Klosterfrau. The reputation, acceptance and business of Klosterfrau as a trustworthy market participant must not be endangered by criminal acts or other criminal behavior. We may not demand, accept, offer or grant personal benefits in connection with professional activities.

We may not accept or grant gifts from or to business partners or other third parties if this constitutes an unreasonable influence on business decisions or can be considered as such.

In particular the following non-exhaustive examples may constitute an unlawful influence (see also "General Grand Guideline"):

- Cash, gifts, cash equivalents, discounts or other advantages without an adequate performance in return
- Invitations to disproportionate events, functions or travels
- Personal favours
- Any tendencies in individual countries, such as accepting or giving gifts /money for or during the conclusion of contracts, are not a justification for not observing this Klosterfrau Code of Conduct
- Cooperation with public authorities, public bodies and their officials is subject to the utmost restraint in respect of possible assumptions of benefits, in particular with regard to possible perceived advantages; conduct which is lawful in dealings with business partners may constitute a violation of anti-corruption laws when applied to public officials.

In order not to run any risk in the aforementioned or comparable cases the permissibility of the proposed measure should be agreed upon or clarified with the superior; if this is not possible in terms of content the Chief Compliance Officer should be involved.

## **B. Collaboration with healthcare professionals**

The cooperation with doctors and pharmacists and other healthcare professionals and their institutions as well as cosmetic associations is of particular importance to Klosterfrau. At the interfaces between the medically indicated use of our products and our entrepreneurial activities, the cooperation always has to be formed in such a way that the impression does not arise that cooperation with members of the professional circles, medical institutions or in associations jeopardises the neutrality and independence of those involved.

The principles of separation, transparency, equivalence and documentation have to be strictly adhered to in cooperation with health care professionals and their institutions.

It is therefore forbidden to unfairly influence, to unfairly grant advantages for or to create such incentives for any treatment, regulation and /or procurement decisions by members of the professional circles.

The assessment as “unfair” applies to any action which deliberately violates the provisions of relevant laws (e.g. the Criminal Code, the German Medicinal Products Act).

### **C. Antitrust law**

Klosterfrau employees do not enter into any agreements with competitors in order to determine prices or conditions of sale, do not exchange any relevant or sensitive information or share markets. Klosterfrau does not participate in prohibited agreements and cartels; even the appearance of such behaviour must be avoided.

Klosterfrau employees therefore exchange information (including in conversations at meetings of employees of other pharmaceutical companies as well as at associations, trade fairs and/or scientific event ) only about events or facts which are publicly known or which are older than 12 months; an exchange of company-internal and competitive information with current or future reference is to be strictly avoided.

### **D. Selecting suppliers and service providers**

Suppliers and service providers are selected in an orderly process according to objective, transparent and comprehensible criteria in accordance with the relevant internal guidelines, in particular the Purchasing Guidelines. When selecting future suppliers and service providers, care must be taken or efforts made to ensure that they also comply with the relevant ethical and legal regulations in their respective countries, as otherwise Klosterfrau could also be affected by a breach of international regulations.

In the case of infringements, there is the danger of severe penalties and fines, claims for damages as well as exclusion of public contracts and loss of image or reputation.

## **5. Fair and respectful working conditions, respecting human rights**

A positive business environment is an important building block for economic success. At Klosterfrau we are constantly working to create a working environment in which our employees are able to develop to their best abilities, to promote innovations and to perform with excellence.

Klosterfrau employees respect the right of every individual to fair, polite and respectful treatment.

We make personnel decisions based solely upon criteria such as competence, performance and behavior at work; we do not tolerate harassment or discrimination based on ethnicity, skin color, nationality, age, descent, gender, sexual identity, belief or ideology.

Sexual harassment and bullying are prohibited. Anyone who is discriminated against or harassed should try to make the respective individual aware that the behavior is inadequate. Anyone who does not wish to do so may contact the personnel department or the complaints office (according to the Equal Treatment Law (AGG) if available), in the second step the works council (if available); Klosterfrau ensures that affected employees do not suffer any operational disadvantages as a result of making such statements.

Klosterfrau respects human rights everywhere and at all times. We require all of our employees to be fair and lawful towards colleagues, business partners and the community as such. We commit ourselves to respecting and promoting human rights. We pay attention to the fact that our suppliers, customers and business partners also respect human rights, including the strict rejection of child labor as well as the protection of human and environmental resources.

In this context our executive managers have a particular leadership and exemplary role.

## **6. Health, the environment and safety**

In addition to its economic and social responsibility Klosterfrau also has an ecological responsibility. Therefore we are committed to minimizing resources consumption and emissions throughout the entire value chain.

We arrange economic growth with responsibility for the environment and society.

In terms of work safety and health protection, the focus is particularly on the prevention of accidents.

As healthy employees are our most valuable asset, preventative measures play an important role in our corporate culture as a self-evident component of corporate processes; therefore we are committed to undertaking the following measures:

- The employees are to be informed by their superiors regarding the relevant legal requirements for the production, testing, storage, import and export as well as the placing on the market of substances and products. The employees have to comply with these regulations.
- For work safety reasons, workplaces and equipment have to be carefully planned as well as regularly and systematically inspected and maintained.
- Each employee is responsible for safety in his area.
- In the interests of his own health as well as in the interest of his colleagues and the company as a whole each employee has to comply with all safety regulations at his workplace.

Alcohol and drug abuse can have serious consequences for the individual and his environment. Working under the influence of drugs endangers one's own safety and that of one's colleagues. It also damages one's own health. It is therefore generally prohibited for Klosterfrau employees to possess or take illegal drugs or to abuse legal drugs at the workplace or during work.



## **7. Proper file keeping and transparent financial reporting**

Within the context of an internal control system the companies of the Klosterfrau Group not only keep books, records and accounts which accurately and suitably reflect all business transactions and activities in an appropriate scope so as to minimize the risk of the misinterpretation, misuse or taken out of content but also establish controls to ensure that the accounting-relevant and tax-related information is completely and correctly recorded.

Legislative and official retention regulations are to be observed.

All accounting-relevant circumstances have to be completely and correctly documented and appropriately booked according to the Klosterfrau guidelines. The business books and related documents have to reflect all business transactions in a complete and factual manner and correctly identify the company's assets.

Employees who are responsible for providing relevant information to be disclosed to the public in the context of financial reporting must ensure the completeness and accuracy of this information. If an employee has doubts about the factual presentation of material transactions in financial reporting he should immediately report this to his supervisor or the responsible compliance officer.

The principle of functional separation applies; individual implementation steps of business transactions, particularly action and verification steps are not to be performed by individuals but rather by different employees according to the principle of dual control or rather by a person and an IT-supported plausibility. This principle applies at least to all significant business transactions.

This has to be implemented and documented by corresponding work instructions at the company or function level.

## **8. No infringement of company property**

All employees protect the property, assets and business opportunities of Klosterfrau.

The property and assets of Klosterfrau form a value which has been created by our employees through decades of work and which embodies the obligation and basis of our business activities. Our business success also depends on the fact that we protect and safeguard these assets along with developing them further.

The abusive or misuse of company ownership for the fulfilment of business purposes is not permitted.

Each employee has to ensure in his area that the assets of the company are properly used and not wasted, that the property of the company is carefully handled, that it is protected from loss and theft and that all claims, documents and invoices are factually and computationally correct.

## 9. Safeguarding confidential information and business secrets of Klosterfrau

Protecting our own intellectual property and the results of our own inventions gives Klosterfrau the opportunity to invest this profit in the future viability of Klosterfrau.

Intellectual property rights are corporate assets and of significant corporate value.

Klosterfrau employees are required to comply with all reasonable and necessary security standards, both in personal dealing as well as in electronic communication with third parties in order to protect the intellectual property of Klosterfrau from the unauthorized access of third parties.

**The intellectual property of Klosterfrau particularly includes:**

- business secrets, patents, trademarks, logos and copyrights
- expertise regarding products, approvals and ingredients
- business and marketing strategies
- the content of databases, business documents and personnel documents
- unpublished finance data and reports
- merger & acquisition activities.

In cases in which it is necessary to pass on such particularly confidential information from Klosterfrau to third parties the information is passed on not only on the basis of the relevant Trade Secrets Act but also with due regard for protection measures such as contractual confidentiality obligations to be concluded separately, an explicit marking as "confidential/vertraulich" and after prior approval of the management of the respective group company. Please contact your direct superior or the Legal Department regarding further safety measures or in the case of doubt.

If the employment relationship with Klosterfrau ends it is not allowed to keep company information or to use it for other purposes or to make it available to third parties for direct or indirect use.

Conversely the employees of Klosterfrau are obliged to respect and protect the rights and intellectual property of third parties; therefore, the rights of third parties and their intellectual property may only be used if and as soon as Klosterfrau has acquired the rights of use from third parties by means of relevant contracts or has at least been granted them.

## 10. Separating corporate and private interests

Actual conflicts of interest as well as the appearance of conflicts of interest can seriously damage the reputation of Klosterfrau. It is important that private activities do not violate contractual obligations towards the company.

Decisions are made impartially and avoid the appearance, even more so, that a possible personal conflict of interest or personal gain could have influenced a work-related decision. Our position or company information therefore are not abused for personal goals or for unjustified advantages of third parties.

That is why Klosterfrau employees are not permitted to pursue any activity which would conflict or interfere with their task or function at Klosterfrau:

- Any essential investment or third party involvement which would cause such a conflict has to be reported in writing and, in the event of such a conflict, can be forbidden in individual cases.
- No “business-dealing” with relatives or associates may be concluded on the part of the Klosterfrau employees unless the Klosterfrau employee has drawn the attention of his superior to this conflict of interest before the conclusion of the transaction and the supervisor has expressly consented to the transaction.
- Commercial ancillary activities of employees are to be reported to Klosterfrau with regard to type and temporal scope. These activities are not allowed to affect contractual obligations towards Klosterfrau.

## 11. Correct application of the Klosterfrau Code of Conduct

It is not enough to have received and taken note of the Klosterfrau Code of Conduct. It is important to behave accordingly. In doing so rely on your own good judgment and your common sense. In most cases this will help you to do the right thing in your daily dealings.

Should you still have any questions or uncertainties in the application of the Code of Conduct at work or any doubts please talk to your superior. If both of you are unsure about the right course of action the Chief Compliance Officer ([compliance@klosterfrau.com](mailto:compliance@klosterfrau.com)) will assist you.

If you get the impression that others are violating the Klosterfrau Code of Conduct please address yourself directly to the Chief Compliance Officer ([compliance@klosterfrau.com](mailto:compliance@klosterfrau.com)) or send your hint to <https://klosterfrau.interne-meldestelle.de>. In this way you help to prevent possible damage to the company or to minimise it.

The application of this Code of Conduct will be supported by in-house trainings as well as by additional directives in future. The corresponding relevant information will follow in due course.

Violations of this Code of Conduct lead to consequences which in serious cases may not only result in civil and criminal prosecution, but also in the termination of the service or employment contract.