

From:



Supplier Code of Conduct

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INTRODUCTION

At Adare, we are committed to achieving our purpose as a company (“the why”), creating value through the building blocks of our objectives (“the what”), and living our beliefs and behaviors in all that we do (“the how”). How we operate is equally as important as what we achieve. Our beliefs and behaviors guide how we operate and the delivery of our strategy.

With these beliefs and behaviors at our core, we strive each day to create an environment where team success is more important than individual achievement. Team success is achievable only if everything we do takes into account our commitment to the highest standards of ethics and compliance.

Adare’s suppliers play an important role in enabling our business model and sustainable success. Adare strives to conduct business with suppliers that share our commitment to high ethical standards and operate in a responsible and ethical way.

To reinforce the standards, Adare has established The Adare Supplier Code of Conduct. Adare requires its suppliers to acknowledge and adhere to the principles in the Supplier Code of Conduct and expects suppliers to apply these principles in compliance with applicable laws and regulations.

Signature

A handwritten signature in black ink that reads "Tom Sellig". The script is fluid and cursive.

Tom Sellig, CEO

COMPLIANCE

Adare's Suppliers play an important role in enabling our business model and sustainable success. Adare strives to conduct business with suppliers that share our commitment to high ethical standards and operate in a responsible and ethical way, in full compliance with all applicable international, national and local laws and regulations, contractual agreements and internationally recognized environmental, social and corporate governance standards.

Adare is dedicated to ensuring our business is conducted per the highest ethical standards. Adare has established a comprehensive Environmental, Social and Governance program that focuses on areas critical to our business and stakeholders, to support and promote a company-wide culture of ethics and compliance. To reinforce the standards, Adare has established The Adare Supplier Code of Conduct. Adare requires its suppliers to acknowledge and adhere to the principles and expectations set forth in the Supplier Code of Conduct and expects suppliers to strictly observe it in all their activities and sites worldwide.

Adare reserves the right to assess a Supplier's compliance with this Code of Conduct under the form of questionnaires, documentation review and/or an onsite audit(s) and request corrective actions, to prevent, detect and correct violations of health care laws and requirements, regulations, regulatory guidance, industry guidelines and company policies. Adare expects its Suppliers to similarly reserve the right to assess/audit their Suppliers as necessary to comply with the principles and obligations hereunder.

This Code was last updated in March 2024.

ETHICS

Suppliers commit to conduct their business ethically and act with integrity.

Suppliers shall:

a. Antitrust & Fair Competition

- conduct their business using fair business practices in compliance with all applicable competition, antitrust laws.

b. Business Integrity, Anti-Corruption & Anti-Bribery

- be honest and law-abiding, not act in a dishonest or deceptive manner.
- never engage, either directly or indirectly, in bribery, fraud, money laundering or other forms of fraud and corruption. This includes conferring benefits, pay or accepting bribes or other unlawful incentives.
- not provide any gift, gratuities, or entertainment to an Adare employee, government/regulatory official or any other business partner in any situation in which it might influence, or appear to influence, the employee's or regulator's decision in relation to the business partner.
- abide by the U.S. Foreign Corrupt Practices Act, the U.K. Bribery Act and other national and international standards banning acts to corrupt public officials, such as the rules issued by the Organization for Economic Co-operation and Development (OECD).
- respect the intellectual property, confidential and financial information of others.
- not try to gain a competitive advantage through the use of unfair commercial practices such as making false remarks regarding competitors.
- not engage in anti-competitive behavior that could illegally affect pricing or market share or lead to the abuse of a dominant market position.

c. Data Privacy, Data Security & Intellectual Property

- make only appropriate use of confidential information and ensure that all employees' and business partners' privacy and valid intellectual property rights are protected.
- limit collection of or access to personal data, always complying with local privacy regulations. With respect to European data, apply the General Data Protection Regulation (GDPR) in each Country using such data.
- encourage workers to report concerns in the workplace without threat of reprisal, intimidation, or harassment.
- report any unauthorized use, including any cybersecurity breach or disclosure or loss of Adare-related personal information, whether inadvertent or not.

d. International Trade Controls

- Not engage in any prohibited business or facilitate prohibited transactions with third parties that involve embargoed countries, blocked persons or individuals listed by any applicable government.

e. Conflict of interest

- Identify, avoid and manage conflicts of interest. Notify all affected parties (including Adare) if an actual or potential conflict of interest arises.

f. Quality

- provide Adare with materials/products/services that comply with the highest quality standards. Adare manufactures medicinal products using materials and services purchased from its partners. Patients are at the core of Adare's business and their benefit and safety are of paramount importance to us. When it comes to quality, no one should settle for "good enough". The quality of Adare's products is highly influenced by the quality of their starting materials and third-party services used to make such products. For this reason, Adare's suppliers and service providers must commit to operate according to the following quality standards (as applicable to their business):
 - Good Manufacturing Practices (i.e. 21 CFR parts 210, 211, 11; Eudralex Volume 4 parts 1 and 2 and relevant appendixes; IPEC-PQG guidelines for excipients; etc)
 - Good Distribution Practices
 - Good Clinical Practices

g. Animal Welfare

- Not to recourse to animal experimentation, unless there is no alternative solution scientifically validated or accepted by the control bodies.
- In case of animal experimentation, the animals must be treated in such a way as to minimize stress.

LABOR & HUMAN RIGHTS

Suppliers commit to support and protect internationally recognized human rights of workers and to treat them with dignity and respect.

Suppliers shall:

a. Freely Chosen Employment

- Not use forced, bonded or indentured labor, involuntary prison labor, nor take part in human trafficking or slavery. No worker shall pay for a job or be denied freedom of movement.

b. Child labor and young workers

- Not use child labor and employ young workers only above their country's legal age for employment or the age established for completed mandatory education.

c. Non-Discrimination

- have policies in place that assure that no employee or third party is discriminated against due to their sex, gender, race, ethnicity, disability, religion, sexual orientation, political affiliation, union membership or marital status.

d. Fair Treatment

- provide their employees with a workplace free of inhumane treatment (such as corporal or physical punishment, sexual abuse, sexual harassment, mental or physical coercion or verbal abuse of employees) and free of threats of any such treatment.

e. Wages, benefits and working hours

- pursue a fair remuneration policy in compliance with all applicable local laws regarding working hours, minimum wages and mandated benefits.
- pay on time and in full for the work employees have done. Overtime work shall be voluntary, remunerated and consistent with national and international standards.

f. Freedom of association

- when allowed by local laws, respect the right of workers to associate freely, join or not join labor unions, as well as to bargain collectively. When such right is restricted by law, the employer shall not hinder parallel means for independent and free

association and bargaining. Workers shall be able to communicate openly with the management regarding working conditions without fear of retaliation.

g. Local communities

- respect the rights of local communities around their sites including the right to a clean and healthy environment.

HEALTH AND SAFETY

Suppliers commit to provide a safe and healthy working environment to their employees, customers, visitors, contractors, subcontractors and any others who might be affected by their activities.

Suppliers shall:

a. Workers' Health and Protection

- protect workers from exposure to chemical, biological and physical hazards.
- provide a safe and clean working environment including the provision of adequate number of restrooms, canteens, potable drinking water, adequate lighting, safe temperatures, ventilation, sanitation in the workplace.
- put in place adequate H&S policies, risk assessments and emergency/evacuation plans to ensure the safety of the work environment (adequate measures should be put in place to protect workers from any kind of emergency such as fire, floods, earthquakes, etc.).

b. Risk information and Training

- have procedures to provide safety information to employees and contractors relating to identified workplace risk and hazardous materials.

c. Process safety

- put in place management processes to identify the risks from chemical and biological processes and prevent the catastrophic release of chemical and biological agents.

ENVIRONMENT

Suppliers commit to operate in an environmentally responsible and efficient manner to minimize adverse impacts on the environment and support its suppliers to do the same.

Suppliers shall:

a. Waste & Emissions

- have systems in place to ensure safe handling, movement, storage, recycling, reuse or management of waste, air emissions and wastewater discharges. Any waste, wastewater or emissions with the potential to adversely impact human or environmental health should be appropriately managed, controlled and treated prior to release in the environment.
- prevent and mitigate accidental spills and releases to the environment and adverse impacts on the local community.

b. Environmental Authorizations

- comply with all applicable environmental laws and regulations. All required environmental permits, licenses, information registrations and restrictions should be obtained, and their operational and reporting requirements followed.

c. Natural resource conservation and climate protection

- preserve natural resources (water, energy, raw materials), avoid the use of hazardous materials and engage in activities that reuse and recycle.
- engage in the development and use of environmental and climate friendly products, processes and technologies.
- understand the company's impacts on biodiversity, reducing and mitigating its footprint wherever possible.

d. Climate change

- monitor and reduce GHG emissions and support suppliers and partners to do the same.

e. Resource efficiency

- strive for circularity, taking measures to improve efficiency and minimize energy waste, also reducing the consumption of resources and favoring renewable and sustainable sources whenever possible.

GOVERNANCE & MANAGEMENT SYSTEMS

Suppliers commit to establish and run effective governance and management systems across their organizations, identifying and complying with applicable laws, regulations, recognized standards and relevant customer requirements.

Suppliers shall:

a. Culture, commitment and accountability

- demonstrate commitment to the concepts described in this Code of Conduct allocating the appropriate resources and identifying senior responsible personnel to establish a culture of responsible practices.

b. Internal documentation and Discipline

- have set rules to guarantee adherence to all provisions in this Code of Conduct and maintain documentation necessary to demonstrate conformance with the principles described in this document.
- take disciplinary actions against employees found to be in violation of company regulations.

c. Training

- have a training program that achieves an appropriate level of knowledge, skills and abilities in management and workers to address the principles described in this Code of Conduct.

d. Risk Management

- determine and manage risks in all areas addressed by this Code of Conduct.
- have a change control system in place in order to keep changes potentially affecting the elements of this Code of Conduct under control.

e. Traceability and control

- be able to trace the sources of starting materials to support legal and sustainable sourcing

f. Continuous Improvement

- Demonstrate continuous improvement to identify risks in all areas addressed by this Code of Conduct, taking necessary corrective actions for deficiencies identified by internal or external assessments and audits.

g. Grievance mechanisms

- where allowed by local law, establish grievance mechanisms for internal and external stakeholders and encourage them to report concerns, illegal activities or breaches of this Code of Conduct, without threat of reprisal, intimidation or harassment.

h. Response and remediation

- investigate incidents or concerns relating to the areas described in this Code of Conduct, take necessary corrective actions and provide remediation as appropriate.

i. Effective communication

- effectively communicate the principles described in this Code of Conduct to all relevant stakeholders including employees, contractors, suppliers and local communities.

CONCLUSIONS

Adare expects its suppliers to maintain compliance with this Code of Conduct by cooperating in a transparent way with Adare.

Adare will work with suppliers that comply with this Supplier Code of Conduct and expect suppliers to obtain compliance from all third-parties with whom they work in the delivery of goods or services to us.

DECLARATION OF COMPLIANCE WITH ADARE'S SUPPLIER CODE OF CONDUCT

Company name and address:

We, at the above-named company hereby assure that we have read and understood ADARE's Supplier Code of Conduct and that we agree to, and are in compliance with the principles for

Ethics, Labor & Human Rights, Health and Safety, Environment, Governance & Management Systems

Date and signature:

Name and Position