

# SINCLAIR



## CODE OF ETHICS

GLOBAL



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# MESSAGE FROM THE CEO

“The board of the Sinclair Group is committed to Sinclair conducting its business ethically and in accordance with all applicable laws wherever in the world it does business

We believe that honest, ethical, and transparent business conduct is crucial to our continued growth, long-term success, and good reputation in all our operations throughout the world.

Integrity is at the core of ethical behaviour, and Sinclair expects that you act with integrity in all your business dealings every day.”

**Miguel Pardos - CEO**



# 2 INTRODUCTION

In this policy references to **'Sinclair'** or 'us/we/our' mean **Sinclair Pharma Limited** and all companies and branches within the Sinclair group. We believe that honest, ethical, and transparent business conduct is crucial to our continued growth, long-term success, and good reputation in all our operations throughout the world. Integrity is at the core of ethical behaviour, and Sinclair expects that you act with integrity in all your business dealings every day.

This Code of Ethics sets out the values, principles and practises that guide and inform business conduct at Sinclair: reinforcing our commitment to a culture that fosters and promotes ethical decision making, corporate responsibility, respect for others and fairness in all our business dealings. You will see this summarised on our **Mission, Vision, Values** statement overleaf.

At Sinclair, we want our business to prosper but we want prosperity that we can all be proud of. We will not tolerate any illegal or unethical behaviour under any circumstance by you or anyone acting on your behalf. This applies irrespective of the motive, including where carried out to retain existing business, to gain new business, or to secure any kind of business advantage. Sinclair's reputation, and the trust our customers place in us, is one of our most important assets. Accordingly, **this policy must be followed at all times, without exception.**



# 2 INTRODUCTION



## Vision

Providing aesthetic excellence globally.

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## Mission

Driving the advancement of product quality and customer satisfaction, investing in innovation and people.

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## Values

Act with integrity.  
Be results driven.  
Embrace your winning spirit.  
Stay ahead of the game.  
One team, one goal.

# PURPOSE & SCOPE

As a global business, Sinclair is subject to the rules and regulations of many different countries. We will conduct our business in compliance with all applicable laws, rules, and regulations, and to the highest ethical standards, in every country in which we do business.

This Code applies globally to Sinclair's directors, senior management, employees (permanent and temporary) and contractors, irrespective of job role or function. You have a responsibility to follow and comply with this Code, with Sinclair's policies and procedures and with any applicable laws, rules, and regulations. Third parties who partner with Sinclair must also follow this Code and uphold Sinclair's commitment to ethical behaviour when acting for or on behalf of Sinclair.

This Code outlines the ethical standards expected of you, as well as what to do if you become aware of any wrongdoing. Whilst Sinclair expects that you always make good decisions and display sound judgement, we appreciate that the Code cannot address every circumstance or issue you may face. An important part of displaying good judgement is to seek guidance when necessary, so please contact the Compliance team on [compliance@sinclair.com](mailto:compliance@sinclair.com) if you have any queries.

In addition to this code other policies may be applicable to you, and you should also familiarise yourself with these: they include the Anti-bribery and Corruption policy, the Gifts and Hospitality policy and the Travel and Expenses policy. Certain policies are available publicly on our website. All policies are available on Sinclair People and the [Compliance SharePoint page](#).

# HOW CAN I MAKE A DIFFERENCE? ETHICAL DECISION MAKING

Sinclair wants to equip you with the tools to always make good decisions and to question when things just don't seem right. Of course, sometimes ethical issues may not always be clear and are sometimes complex – Sinclair encourages you to contact the Compliance team in these cases.

When faced with an ethical decision, you can also ask yourself the following:

- Is the behaviour or action consistent with this Code of Ethics and/or other policies?
- Is the behaviour or action legal (think about the local laws in place and any laws with global reach, for example, certain anti-corruption laws)?
- Would I feel comfortable if the behaviour or action was made public?

If the answer to any of these questions is NO, then STOP. It is likely that this is unethical behaviour or activity.

Remember: if it sounds unethical....it probably is. You should always contact the Compliance team if in **ANY** doubt.



# ANTI-BRIBERY & CORRUPTION

All forms of bribery and corruption are strictly prohibited. Violation of any laws or legislation designed to combat bribery and corruption is a criminal offence and Sinclair, its directors, and employees, and any third parties associated with Sinclair to serious legal and reputational risks, including unlimited fines and possible imprisonment. Sinclair adopts a zero-tolerance approach to those who engage in such acts or behaviour.

Our Anti-bribery and Corruption policy is available [here](#), on our website and Sinclair People.

## You (or anyone working for or on our behalf) **MUST NOT**:

- ⊗ give or offer a bribe.
- ⊗ accept, agree to accept, or request a bribe.
- ⊗ give or offer a payment to someone in any country to facilitate or speed up a routine or necessary procedure, such as to a regulatory or customs authority. (unless there is a legitimate expedited process available)
- ⊗ ask a third party to do something on our behalf that would be illegal or unethical for you to do directly.
- ⊗ disguise or dishonestly describe in our financial records payments made or received.
- ⊗ accept any reason or justification from anyone suggesting that corrupt behaviour is expected, acceptable, risk-free, standard in that country/sector, is the price of conducting business globally or it has always been done that way.
- ⊗ accept cash as payment for good or services.
- ⊗ accept payment from, or make payment to someone that hasn't provided or received the services or goods.

## You (or anyone working for or on our behalf) **MUST**:

- ✓ refuse any bribe made to you or any suggestion or demand that you should pay or offer a bribe.
- ✓ think carefully before offering or receiving any gift or hospitality. Ensure it complies with Sinclair's policies.
- ✓ be mindful if dealing with a government/public official: there are additional guidelines that will apply, especially in relation to gifts and hospitalities. (In some countries this will be entirely forbidden).
- ✓ consider whether working with a third party will raise any potential adverse PR or other issues and follow internal procedures when appointing or engaging.
- ✓ know your business and markets: pay attention to any rumours or reports such as reputational issues or corruption concerns.
- ✓ Immediately contact the compliance department if you have any concerns.



# FAIR & RESPECTFUL WORKING CONDITIONS

Sinclair is a socially responsible employer and fosters a working environment and culture where every individual has the opportunity for professional and personal growth, which promotes, and values open and honest communication and prioritises respectful and considerate dealings.

You are expected to show respect and consideration for all colleagues and team members and in all business dealings with third parties. Sinclair is committed to providing equal opportunities to its employees and does not tolerate discrimination or harassment of any kind.

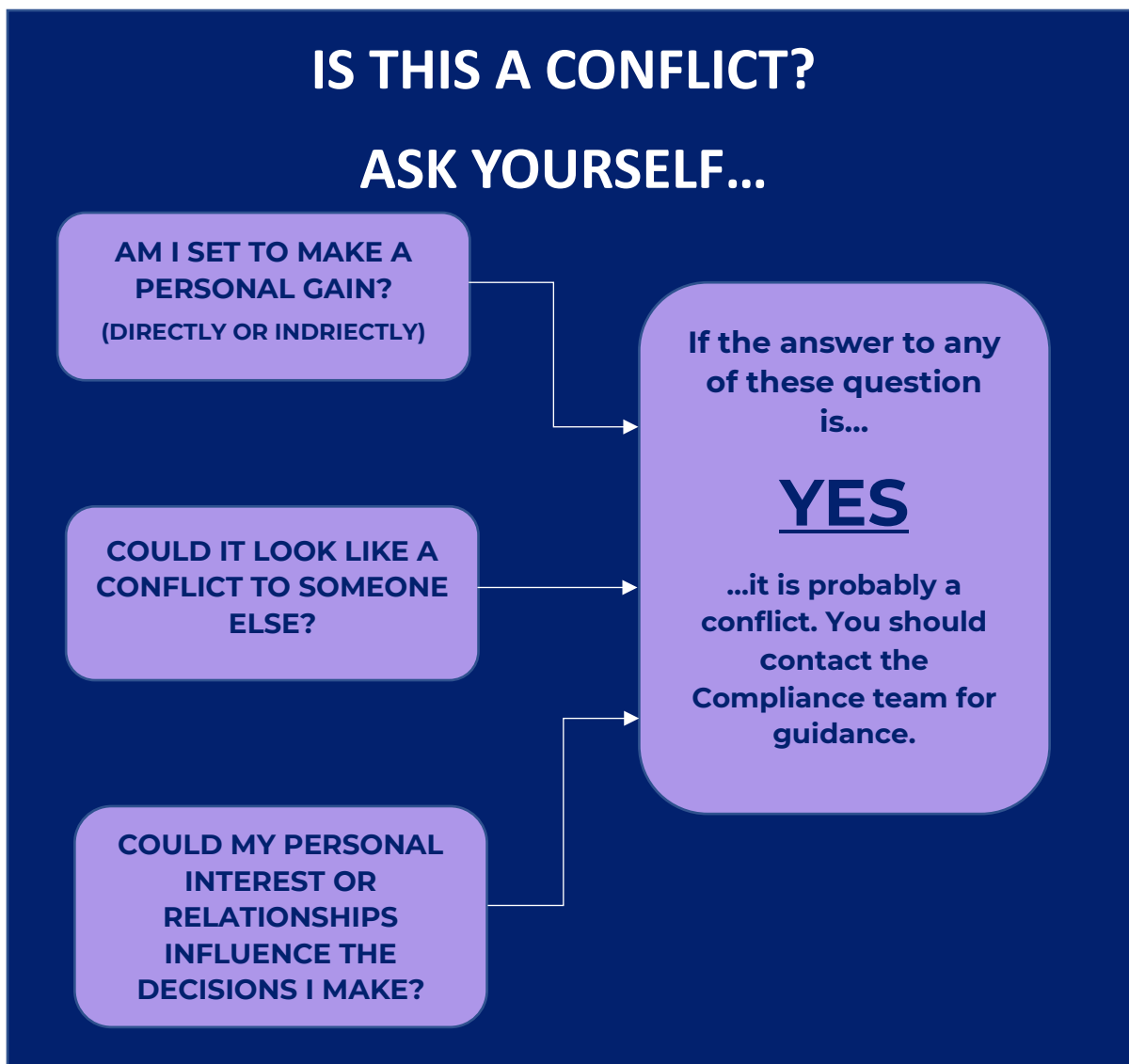
For further information, please refer to the Equal Opportunities and Fairness at Work policy, available on Sinclair People, or contact the HR team.



# CONFLICT OF INTEREST

Sinclair expects that you always act in its best interests. Conflict may occur when you allow personal interests to interfere with the decisions you make as an employee to the detriment of Sinclair. This could include economic transactions or investments you enter, personal relationships you have or situations that you find yourself in. Think objectively about a decision before making it and ask yourself if this could be contrary to Sinclair's business or opportunities, or even if this is not your intention, could be viewed that way by someone else.

You are required to disclose any actual or potential conflict to the Chief Legal Officer or Compliance team. Sinclair understands that it may not be immediately obvious whether you are conflicted in any way and recommends that you contact the Compliance team for guidance.



# CONFIDENTIAL INFORMATION

As with many businesses, much of the information Sinclair holds, creates, or uses is commercially sensitive, confidential or proprietary (belonging to or controlled by Sinclair) in nature. You are required to always keep Sinclair's confidential information strictly confidential and must not disclose to a third party without the necessary and appropriate controls and/or approvals in place, such as a non-disclosure agreement. Sinclair also commits to maintain the confidentiality of information it receives during its dealings with third parties and will comply with the terms of any non-disclosure agreements it enters regarding a third party's confidential information.

If you are unclear or unsure whether information is confidential, it is safest to assume that it is and seek guidance.

Our Confidential Information policy is available [here](#) and on Sinclair People.





# TRADE SANCTIONS & EXPORT CONTROLS

Global trade and economic sanctions restrict or prohibit the ability to trade with or partner certain individuals or entities, and in some cases restrict any dealings with entire countries or regimes. Sinclair complies with all applicable import and export controls, and trade and economic sanctions laws and takes appropriate measures to ensure that it does not conduct any business or have any dealings with sanctioned individuals or entities, or those in prohibited countries.

For further information, please contact the Compliance team.

## WHY ARE TRADE & ECONOMIC SANCTIONS USED?

TO ALTER THE BEHAVIOUR OR ACTIONS OF A COUNTRY OR REGIME BY TARGETING ITS ECONOMY.



ECONOMIC SANCTIONS INCLUDE:

- PRODUCT RESTRICTIONS
- FINANCIAL RESTRICTIONS
  - ASSET FREEZES ON INDIVIDUALS & ENTITIES
  - GOODS TARIFFS

## THE DIFFERENCE BETWEEN A SANCTION AND AN EMBARGO?

EMBARGOES ARE A MORE EXTREME FORM OF A SANCTION - PROHIBITING ALL TRADE WITH A PARTICULAR COUNTRY (WITH THE EXEMPTION OF SOME HUMANITARIAN AID)

# ANTI-SLAVERY (MODERN SLAVERY)

Modern slavery is when an individual is exploited by others for personal or commercial gain and is violation of basic and fundamental human rights. It can take many forms including forced or unpaid labour, child labour and human trafficking. Sinclair complies with all applicable anti-slavery laws and regulations and takes appropriate measures to ensure that modern slavery is not occurring within any of our business or supply chains.

The UK was the first country to unify all modern slavery forms into one offence through the Modern Slavery Act 2015. Sinclair have taken several steps to ensure compliance with this legislation. Sinclair promote supply chain awareness through our Supplier Code Statement and our suppliers are issued with a Modern Slavery Questionnaire, where they must detail their practices and procedures to combat Modern Slavery.

Our Modern Slavery statement is annually reviewed and updated and is available on our [website](#). Our Modern Slavery Policy is available [here](#) and on Sinclair People.



WHAT MAKES  
SOMEONE AT RISK  
OF BEING A  
VICTIM OF  
MODERN  
SLAVERY?



- POVERTY
- LACK OF EDUCATION
- WAR OR CONFLICT
- SOCIAL, POLITICAL OR ECONOMIC INSTABILITY

# USE OF THIRD PARTIES/WORKING WITH THIRD PARTIES

Sinclair expects that all third parties partnering with Sinclair must follow this Code, the terms of any agreements they have with Sinclair and with all laws and regulations applicable to their dealings with Sinclair. Our relationships with third parties must be honest, open, and transparent, including our selection processes.

Sinclair also takes appropriate measures to ensure that third parties, such as distributors, agents, suppliers, and consultants share the same commitment to ethical behaviour in all business dealings before engaging with them and will continue to review this position throughout the term of their relationship.

For further information, please contact the Compliance team.





# FRAUD & ANTI-MONEY LAUNDERING

Financial crime can take many forms and could be very damaging to Sinclair's business. Sinclair adopts a zero-tolerance approach to fraud or any kind of financial crime (including money laundering) or criminal behaviour of any kind. Financial crime is also linked closely to other crimes and unethical behaviours such as bribery and corruption.

Financial abuses can take place in any part of our business where financial transactions occur and are not confined to customer sales (for example, financial transactions will encompass employee expenses, gifts and hospitalities, and supplier or third-party invoicing and payments). When dealing with financial transactions, it is important that you record the details of the transaction fully and accurately, and do not provide or authorise the provision of inaccurate, misleading, or false information. It is essential that you remain vigilant to financial abuse, and that you report any concerns.

If you know or suspect any wrongdoing it is highly important that you report this, even if you do not have proof. There will be no adverse consequences for anyone who has made a report in good faith, even where it transpires there has been no wrongdoing. Please see how to make a report below in 'What to do if you know or suspect a breach of this Code' below or contact the Compliance team.

## WHAT IS A RED FLAG?

A red flag is the presence of a potential risk that is cause for further investigation. Depending on the outcome of that investigation, it may be a cause to terminate an existing relationship or to not enter into a new one.

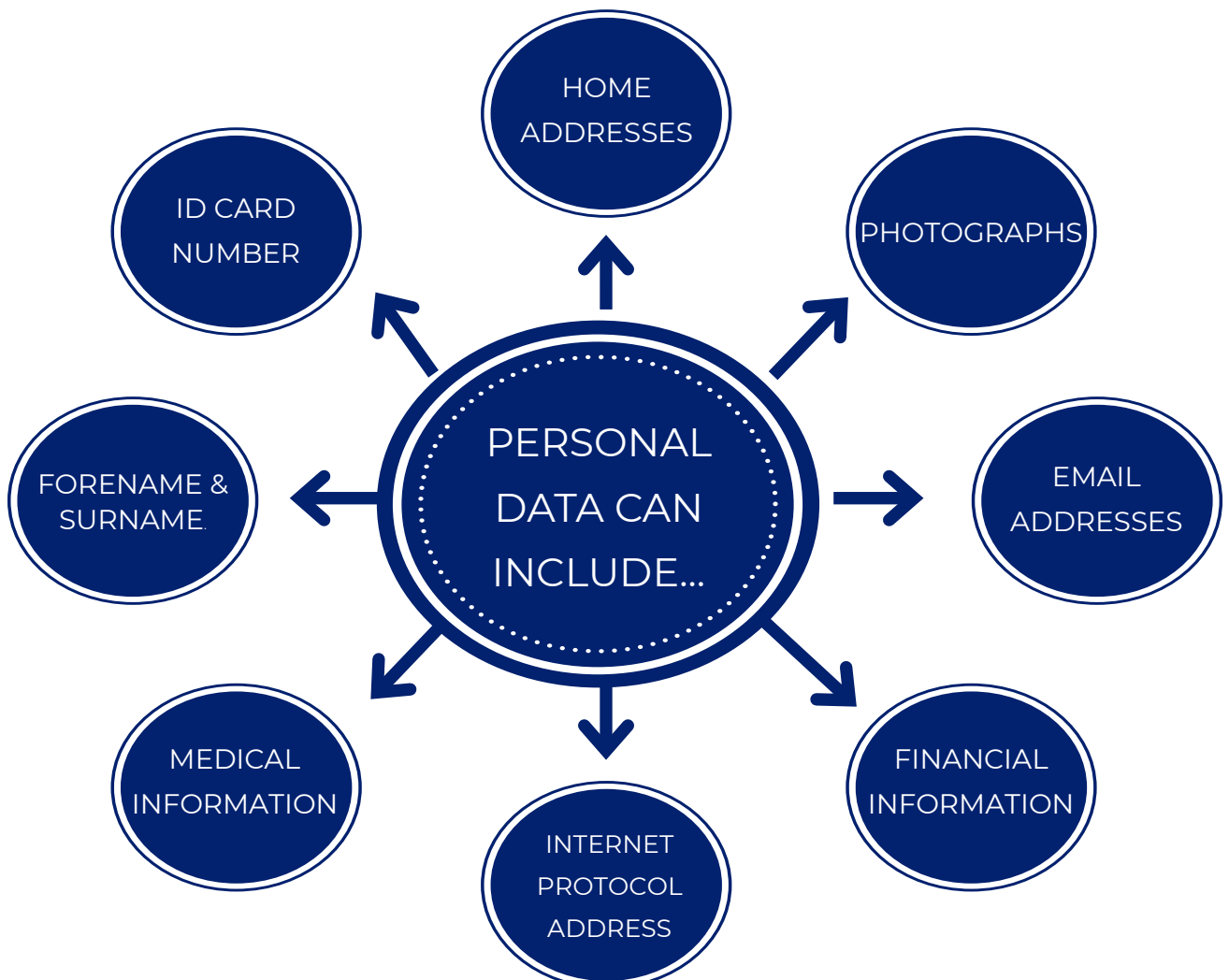
Below are some common red flags you may encounter:

# 13 DATA PROTECTION

Sinclair has obligations under the data protection laws of many countries globally and commits to complying with all applicable data protection and privacy laws and regulations. Further, our reputation and the trust our customers, employees and other third parties place in us is one of our most important assets. Sinclair understands what your personal information means to you and acknowledges the importance of keeping personal information secure. When our customers and third parties engage with us, they may provide us with their personal information or the personal information of third parties. Similarly, employees will do the same when they join Sinclair.

Sinclair commits to collect, use, or process any personal or sensitive information for legitimate business purposes only and in accordance with our Privacy policies and data protection guidelines, and to take appropriate measures to protect any personal information collected from misuse, loss, or theft.

Our Privacy policy is available [here](#), on our website and on Sinclair People. Our Employee and Candidate Privacy policies, and Data Protection Guidelines are available on Sinclair People.



# PROPER USE OF COMPANY PROPERTY AND RESOURCES

Sinclair expects that its property and assets are protected and that they are used appropriately and with due care and consideration. Sinclair resources should not be used for purely personal reasons or gain, although there is an exception for minor and reasonable personal use (such as using a laptop to run an internet search). This is an area where common sense and good judgment should prevail, but if any doubt, you should contact the Compliance team or relevant function, such as IT.

Improper use can take many forms but is likely to be behaviour which could lead to the loss, damage or destruction of the property or assets, or result in a financial loss to Sinclair, or which otherwise interferes with the use of the property or asset by Sinclair. Property, assets, and resources include physical assets such as computer equipment or mobile phones and intangible assets such as personal data stored and used by Sinclair, or the use of services, tools or subscriptions.

**We safeguard company assets and property. Do not use company assets or property:**

- **For personal gain**
- **For illegal or unethical reasons (such as viewing offensive material)**

Our Laptop and Portable Electronic Devices policy, Bring your own device policy, and Information Security and Internet, Email and Communications policy are available on Sinclair People.





## 15 COMPLIANCE WITH THIS CODE

Sinclair takes compliance with this Code very seriously. Failure to live our values is in direct conflict with Sinclair's commercial ethos and culture of compliance. Further, failure to comply threatens our good reputation and may put us all at risk.

Failure to comply with any requirement of this Code may lead to disciplinary action. Any third party who breaches this Code may have their contract terminated with immediate effect.

Sinclair recommends that you read and understand any policies or procedures referenced in this Code as they apply to your day-to-day dealings.

## 16 WHAT TO DO IF YOU SUSPECT A BREACH OF THIS POLICY

We all have a responsibility to speak up if we know or suspect that wrongdoing or misconduct has occurred or is occurring. Sinclair may also have a duty to report corruption and bribery to the relevant authorities.

If you are concerned about any potential misconduct relating to this Code, please contact the Compliance team – [compliance@sinclair.com](mailto:compliance@sinclair.com)

Or you can make a report via the Speeki service - <https://report.speeki.com> (for further details please see the Speak Up Policy).

Sinclair prohibits retaliation against anyone who raises in good faith, or helps to address, a wrongdoing or misconduct concern, even if that allegation is subsequently found to be incorrect or unsubstantiated.

## 17 RESPONSIBILITY FOR THIS POLICY

Sinclair's CEO and its board of directors have overall responsibility for this policy. The Chief Legal Officer and Head of Compliance are responsible for monitoring adherence and ensuring the enforcement of this policy.

# SINCLAIR

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