

**SINCLAIR IS PHARMA  
GROUP  
CODE OF CONDUCT & ETHICS**

**Contents**

1. Compliance with Laws, Rules and Regulations .....	2
2. Corporate Responsibility .....	2
3. Fair Working Conditions & Employment Principles .....	3
4. Confidentiality and Privacy .....	4
5. Protection and Proper Use of Assets .....	5
6. Conflict of Interest.....	5
7. Gifts, Gratuities & Bribery.....	7
8. Fair Competition.....	7
9. Insider Trading.....	8
10. Records & Information.....	10
11. Accountability.....	10

## **SINCLAIR IS PHARMA GROUP**

### **CODE OF CONDUCT & ETHICS**

This Code of Business Conduct & Ethics sets out the values, principles and practices that guide business conduct at Sinclair IS Pharma. It describes and reinforces group-wide ethical standards and sustains a work environment that fosters integrity, respect and fairness.

This Code applies to all directors, officers and employees worldwide as well as to members of the Sinclair IS Pharma plc Board.

#### **1. Compliance with Laws, Rules and Regulations**

Sinclair IS Pharma shall conduct its business in compliance with applicable laws, rules and regulations and in accordance with high ethical principles. Sinclair IS Pharma also undertakes to comply with industry codes that apply to the pharmaceutical industry. Sinclair IS Pharma's reputation for integrity, quality and honesty is based on this commitment.

#### **2. Corporate Responsibility**

As a specialty pharmaceutical company, Sinclair IS Pharma is dedicated to acquiring and bringing niche therapeutic products to the market, within a short period of time. Using its proven expertise, Sinclair IS Pharma distributes these innovative products through its

growing sales and marketing operations as well as through its complementary marketing partner network.

The health and safety of all employees, neighbours, customers, consumers and others affected by its business activities, as well as the protection of the environment, have the highest priority. Sinclair IS Pharma strives to ensure that its processes, technologies and products meet applicable government or company standards, whichever are more stringent. Quality management is an integral part of all operations.

We are dedicated to operate in a manner that is economically, socially and environmentally responsible. Sinclair IS Pharma is committed to the principles of sustainable development. It strives to make efficient use of natural resources and minimise the environmental impact of its activities and products over their life cycle.

### **3. Fair Working Conditions & Employment Principles**

Sinclair IS Pharma is a socially responsible employer and recognises its employees as great assets. The Group seeks high commitment from its employees and in return it shares business success with them. We are committed to provide a work environment that values diversity and the richness of international culture. Human resource policies and activities of the Group are designed to create a workplace where every individual has the opportunity for professional and personal growth. We respect each individual and promote an open exchange of views, criticisms and ideas.

We are committed to providing equal employment opportunities to all individuals and do not tolerate discrimination or harassment of any kind.

Threats or acts of violence, physical intimidation and the use of illegal drugs/alcohol in the workplace are not tolerated.

### ***The Environment, Health & Safety***

We strive to manage the environmental impact of our operations and continuously seek improve the sustainability of our activities.

We all work to identify, mitigate and monitor existing and emerging risks to the environment associated with its business activities, as well as the health and safety of our employees and communities we operate in. We proactively seek to reduce the exposure to chemical, biological, physical and other hazards in the workplace; reduce the risk of other accidents in our research and manufacturing facilities; promote safe driving and help staff to manage their health and wellbeing.

### **4. Confidentiality and Privacy**

Information is one of our most valuable corporate assets, and open and effective sharing of information is critical to our success. However, much of our business information is confidential or proprietary, and such confidentiality must be maintained except when disclosure is authorised by Sinclair IS Pharma or required by laws or regulations.

These rules apply particularly to intellectual property, such as trade secrets, patents, trademarks, and copyrights, as well as business, marketing and service plans, engineering and manufacturing know-how, designs, databases, records, salary information or any unpublished financial data and reports.

All personal information relating to employees, patients, customers, business partners or suppliers be used diligently and treated confidentially, respecting fully all privacy rights. The protection of such information is critical to ensure the continued confidence of those concerned.

#### **5. Protection and Proper Use of Assets**

Our duty to the Sinclair shareholders includes making the best use of the Company's property, money and other resources. Collectively, employees have a responsibility for safeguarding and making proper and efficient use of Sinclair IS Pharma's property.

Each individual employee has an obligation to protect our property from loss, damage, misuse, theft, embezzlement or destruction. Any situations or incidents that could lead to such result should be reported by employees immediately to their line manager.

As part of this, everyone has the responsibility to protect the Group's information technology systems, communications network as well as preserving the integrity and confidentiality of the Company Information.

#### **6. Conflict of Interest**

A "conflict of interest" arises when a person has a private interest that differs from that of the Company. In conflict situations, the interests of the Group must not be compromised.

Conflicts of interest can arise in many situations including the following which require special attention:

- All employees have a duty to advance the legitimate interests of Sinclair IS Pharma when the opportunity to do so arises. They should not take advantage of opportunities or use corporate property, information or their position for personal gain, nor compete with Sinclair IS Pharma directly or indirectly.
- Employees are free to make personal financial investments and to maintain social relationships with people they meet through business activities however these must not conflict, or have the potential to conflict with those of the Group.
- Employees should not receive improper personal benefits as a result of their position in the Sinclair IS Pharma Group, or otherwise gain personal enrichment through their access to confidential information.
- Employees should not serve as directors, managers, employees or advisers of any outside business organisation that would adversely affect their performance, unless such service is specifically approved by Sinclair IS Pharma.
- Sinclair IS Pharma encourages its employees to engage in community service in their local communities and in charitable activities. However, it must be ensured that all outside activities, even charitable or pro bono activities, do not constitute a conflict of interest and are not inconsistent with their employment.

Any conflict or potential conflict of interest should be reported and discussed with appropriate managers.

#### **7. Gifts, Gratuities & Bribery**

We do not tolerate corruption, bribery and any practices that seek to obtain business through improper means. Under no circumstances may any Sinclair IS Pharma employee offer, promise or give a bribe, or request, agree to receive or accept a bribe anywhere in the world. The bribing of an overseas public official for the purposes of obtaining or retaining business or an advantage in the conduct of business is expressly forbidden.

No Sinclair IS Pharma employee may offer, receive or accept any kind of benefit to or from business partners which might compromise, or appear to compromise, the ability to make objective and fair business decisions. This includes gifts or hospitality that may compromise our independence or judgement towards a third party and which might be open to misinterpretation if publicly disclosed. Furthermore, Sinclair IS Pharma does not allow agents, contractors, advisers or any other third parties working on our behalf to engage in this type of conduct.

#### **8. Fair Competition**

Sinclair IS Pharma believes that the welfare of consumers is best served by fair competition. The Group endeavours to promote its business actively, competently and ethically in compliance with all applicable antitrust, competition and fair trading laws in all the markets where it operates, not taking unfair advantage of others whether

customers, suppliers or competitors. Sinclair will only gather information regarding competitors in an appropriate and lawful manner.

## **9. Insider Trading**

All companies with publicly traded shares are obliged by law to ensure that trading by staff in its shares is carefully regulated. Sinclair IS Pharma is obliged by law (Insider Dealing Act 1994) to ensure that no employee trades in Sinclair IS Pharma PLC shares when in possession of price sensitive information.

The FSA's Model Code imposes tough constraints on share trading by employees of UK listed companies, ensuring that *employees* in management positions do not abuse, and do not place themselves under suspicion of abusing, inside information that they may be thought to have, especially in periods leading up to an announcement of the Company's results. These are usually 60 days prior to the announcements of interim and final results.

To ensure compliance with the legal requirements and to safeguard the interests of Sinclair IS Pharma, the following must be adhered to at all times (failure to do so will be regarded as a very serious disciplinary matter).

- No Sinclair IS Pharma employee may deal in any securities of Sinclair IS Pharma plc without having first obtained written clearance to do so from the CEO or in his absence the CFO or Company Secretary. (A response to such a request will be provided within 48 hours).
- Staff who obtain written clearance are obliged to deal with two working days following receipt of clearance.
- The CEO (or officer acting on his behalf) will endeavour to make an accurate assessment of whether a member of staff may trade or not, having considered all the information made available to him.

It should be noted that in the event that it is determined by a court subsequently that such a member of staff held insider information, the CEO's (or other officer's) clearance will not prevent the member of staff facing criminal prosecution.

To help determine who in the Group has knowledge relating to a particular transaction, the Company Secretary maintains an "Insider List".

The '*Sinclair IS Pharma Plc Group – Share Dealing Policy*' contained in the Employee Handbook details the specific requirements.

## **10. Records & Information**

We deliver all communications in a fair, accurate, timely and manner.

We apply the highest standards when recording information. All financial statements and books, records and accounts of the Group - whether held electronically or in hard copy - reflect transactions and events accurately and conform both to legal requirements and accounting principles and also to the Group's system of internal accounting. Dishonest reporting within the Group or to external bodies is not tolerated. Sinclair IS Pharma's policy is to disclose information in accordance with all relevant legal and regulatory requirements.

## **11. Accountability**

All Sinclair IS Pharma employees, directors and officers are required to comply with the standards set out in this Code. Any failure to comply with this Code will be fully investigated and appropriate action will be taken. This may include disciplinary action or other corrective action including termination of employment, depending on the circumstances. Any amendment to, or waiver of this Code requires the express approval of the Board of Directors.

## **12. Concerns or complaints**

If an employee has concerns or complaints about a matter covered in this Code, including possible breaches of the Code, they should submit them promptly to their Line Manager for resolution. This may be done anonymously, confidentially or otherwise.