



CODE OF CONDUCT

Kwizda Group

FOREWORD

FROM MANAGEMENT

DEAR COLLEAGUES,

The Kwizda Group, a family-owned Austrian company established in 1853 with headquarters in Vienna, encompasses the business divisions of Pharmaceuticals, Pharmaceutical Distribution, Pharmaceutical Trade, Pharmacy Services, Agriculture, Waterproofing Systems (Büsscher & Hoffmann) and Cosmetics. With over 170 years of history and as a leading company in many of its business fields, Kwizda is conscious of its special responsibility towards employees, customers, business partners, the environment and society as a whole.

Our success is based on integrity, quality, innovation and sustainable corporate management. This Code of Conduct establishes the ethical and legal guidelines that govern our actions across all business areas. It applies to all employees, managers and business partners of the Kwizda Group and its subsidiaries worldwide.

Our objective is to create sustainable value for both the general public and the company and its employees. Equal opportunities for all employees, good development prospects within the company and the promotion of a positive working environment

are of essential importance in our innovation-oriented company. Intensive collaboration within the company should be conducted with a focus on teamwork and mutual respect.

We hereby present you with the Kwizda Code of Conduct, which provides guidelines for ethical behaviour in the Kwizda Group, for all subsidiaries and branches both domestically and abroad.

The Code of Conduct is designed to ensure compliance with legal regulations and internal standards. We bring this Code of Conduct to the attention of you and every employee working in a Kwizda Group company, and expect that the principles and standards established here will be applied in all activities. Together, we create a culture of trust, cooperation and clarity, and strengthen our position as a fair and preferred partner externally.



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1.1 COMPLIANCE WITH LAWS AND REGULATIONS

We are committed to strict compliance with all applicable laws and regulations in the countries where we operate. This includes, but is not limited to:

- Pharmaceutical and plant protection laws and regulations
- Environmental protection laws
- Labour and social legislation
- Data protection laws
- Competition and antitrust law
- Anti-corruption and anti-bribery laws
- Trade and export control laws

1.2 INTEGRITY AND ETHICAL CONDUCT

We act with integrity and impeccable ethical standards at all times. Corruption, bribery or other unfair business practices are not tolerated in any form. We expect all employees and business partners to:

- Act honestly and transparently
- Handle company resources responsibly
- Avoid or disclose conflicts of interest
- Protect confidential information
- Promote fair competition
- Adhere to ethical business practices

1.3 RESPECT AND FAIRNESS

We treat all people with respect and dignity, regardless of their:

- › Origin
- › Gender
- › Religion
- › Age
- › Disability
- › Sexual orientation and identity
- › Ethnicity
- › Nationality
- › Political views
- › Trade union membership
- › Or other personal characteristics

We do not tolerate discrimination, harassment, including sexual harassment and abuse, or intimidation in any form. We do not accept any form of bullying or behaviour that could lead to a hostile work environment. This particularly includes creating an intimidating, hostile or discriminatory work atmosphere, groundlessly interfering with others' work or preventing others' career prospects to promote one's own interests.

1.4 SUSTAINABILITY

We strive for sustainable solutions in all business areas and consider ecological, social and economic aspects in our decisions. This includes:

- Reducing our ecological footprint
- Promoting renewable energy
- Developing environmentally friendly products and processes
- Long-term and fair partnerships with suppliers and customers



1.5 COMPLIANCE WITH INTERNATIONAL STANDARDS AND CONVENTIONS

We are committed to complying with international standards and conventions, particularly:

- ▶ The European Convention on Human Rights (ECHR): We respect and protect the fundamental rights and freedoms enshrined in the ECHR, including the right to life, the prohibition of torture, the right to liberty and security, the right to a fair trial, respect for private and family life, freedom of thought, conscience and religion, freedom of expression and freedom of assembly and association.
- ▶ The UN Guiding Principles on Business and Human Rights: We implement these principles in our business practices and expect the same from our business partners.
- ▶ The International Labour Organization (ILO) Core Labour Standards: We recognise the importance of fundamental labour rights as set out in the ILO Core Labour Standards. We strive to align our business practices with these standards, particularly regarding the right to collective bargaining, the elimination of forced labour, the abolition of child labour and the prevention of discrimination in employment and occupation.
- ▶ The United Nations Global Compact Principles: We align ourselves with the ten principles of the UN Global Compact in the areas of human rights, labour standards, environmental protection and anti-corruption. We strive to integrate these principles into our strategies, policies and procedures and to advance their implementation across all our business areas.

2. RESPONSIBILITY TOWARDS EMPLOYEES

2.1 OCCUPATIONAL SAFETY AND HEALTH PROTECTION

The safety and health of our employees are of highest priority. We:

- Comply with all applicable occupational safety regulations
- Implement comprehensive safety management systems
- Conduct regular safety training
- Provide personal protective equipment
- Promote a culture of workplace safety
- Offer health programmes and preventive care for employees

2.2 FAIR WORKING CONDITIONS

We offer fair working conditions that meet or exceed applicable laws and industry standards. This includes:

- Appropriate remuneration and social benefits
- Compliance with statutory working hours
- Provision of holiday and rest periods
- Work-life balance
- Promotion of diversity and inclusion
- Respect for freedom of assembly and association and the right to collective bargaining



2.3 PROMOTION AND DEVELOPMENT

We invest in our employees' education and training and support their personal and professional development through:

- Regular performance reviews and feedback discussions
- Individual development plans
- Internal and external training opportunities
- Support for talents and emerging leaders
- Support for professional advancement



2.4 PROHIBITION OF CHILD LABOUR

We strictly reject any form of child labour and adhere to all applicable laws and international standards regarding minimum age for employment. We expect the same stance from our business partners and suppliers and regularly verify this compliance.



3.1 AVOIDING CONFLICTS OF INTEREST

Employees must avoid situations where personal interests could conflict with company interests. This includes:

- Disclosure of potential conflicts of interest to supervisors
- Avoiding secondary employment that affects work performance
- No involvement in decisions where personal interests are affected
- No use of company information for personal advantage
- Transparency in business relationships with family members or close friends

Business dealings with companies that have a close relationship with one's own family or persons with whom there is a domestic partnership require approval. The employment of relatives of employees in the company requires prior written approval from the responsible management.

3.2 ANTI-CORRUPTION

We prohibit any form of corruption, including:

- Bribery
- Facilitation payments
- Inappropriate gifts and invitations
- Kickback payments
- Any other form of improper influence

Special caution is required when dealing with public officials. All employees are obligated to report suspicious activities.

We strictly adhere to all applicable anti-corruption and anti-bribery laws, including, but not limited to:

- The UK Bribery Act 2010: We have implemented robust procedures to prevent bribery, including the bribery of foreign public officials and bribery in the private sector. We are aware that failure to prevent bribery can constitute an offence under the UK Bribery Act.
- The U.S. Foreign Corrupt Practices Act (FCPA): We strictly prohibit any form of bribery of foreign officials and adhere to the accounting and internal control provisions of the FCPA.
- The OECD Convention on Combating Bribery: We support the objectives of this Convention and implement its principles in our global business practices.

Our anti-corruption procedures include:

- Strict controls for gifts, hospitality and travel expenses
- Regular employee training
- A robust internal control system
- Clear escalation procedures for suspicious activities

We commit to complying with these laws and standards not only in letter but also in spirit and to promoting a culture of integrity in all our business activities.

Gifts and invitations may only be accepted or granted if their value is appropriate and no obligation or influence is associated with them. The acceptance of monetary gifts is strictly prohibited. In case of uncertainty regarding the appropriateness of gifts or invitations, employees are required to consult their supervisors or the Compliance Department - further details are regulated in our internal policy on gifts and invitations.



3.3 FAIR COMPETITION

We are committed to fair competition and comply with all applicable antitrust and competition laws. This means:

- No price fixing or market allocation agreements with competitors
- No abuse of a dominant market position
- Fair treatment of customers and suppliers
- No use or sharing of competitors' confidential information
- Compliance with procurement guidelines in public tenders

More detailed regulations and specific behavioural guidelines regarding competition law can be found in Section 4 of this Code of Conduct.

3.4 PREVENTION OF MONEY LAUNDERING

We take appropriate measures to prevent money laundering and terrorist financing, including:

- Implementation of Know-Your-Customer processes
- Monitoring of financial transactions
- Training employees in detecting suspicious activities
- Cooperation with authorities in investigating suspicious cases

More detailed regulations and specific behavioural instructions regarding money laundering prevention can be found in our internal payment transactions policy.



The Kwizda Group is committed to fair competition and strict compliance with all applicable competition and antitrust laws in the countries where we operate. We are convinced that free and fair competition promotes innovation, benefits consumers and contributes to economic growth.

4.1 PRINCIPLES OF COMPETITION LAW COMPLIANCE

Observing these principles is of crucial importance to us. This includes:

- Not entering into agreements or arrangements with competitors that could restrict, prevent or distort competition
- Not exchanging sensitive business information with competitors, particularly regarding prices, costs, margins, sales conditions, customers or markets
- Not participating in agreements to divide markets, territories or customers
- Not abusing a dominant market position
- Not exerting undue pressure on dealers or customers to set or influence resale prices

4.2 CONDUCT AT INDUSTRY EVENTS AND ASSOCIATION MEETINGS

Employees who participate in industry events or association meetings receive regular training on what topics are problematic from a competition law perspective and should not be discussed. They are instructed to:

- Be vigilant regarding discussions sensitive to competition law
- Leave conversations or meetings when competition law-sensitive topics are discussed
- Report any attempts by competitors to make anti-competitive arrangements immediately to the legal department or compliance officer

4.3 DEALING WITH BUSINESS PARTNERS AND SUPPLIERS

- ▶ We respect the independence of our business partners and suppliers and do not enter into agreements that unreasonably restrict their freedom of action or could enable market-abusive behaviour
- ▶ We strive for fair and transparent business relationships that comply with applicable competition law
- ▶ We carefully examine the legal implications of exclusivity agreements or non-compete clauses before entering into them

4.4 INFORMATION GATHERING AND MARKET RESEARCH

- ▶ We obtain information about competitors and markets exclusively from legal and ethically sound sources
- ▶ Industrial espionage or other illegal methods of information gathering are strictly prohibited.

4.5 MERGERS, ACQUISITIONS AND COOPERATION

For planned mergers, acquisitions or cooperation agreements, we conduct thorough competition law reviews and obtain approval from the relevant competition authorities where necessary.

4.6 TRAINING AND COMPLIANCE

- We conduct regular training on competition and antitrust law compliance for all relevant employees
- Our internal compliance programme includes clear guidelines and procedures for competition law compliance
- In case of uncertainties or suspected violations, employees are required to consult the legal department or compliance officer

4.7 CONSEQUENCES OF VIOLATIONS

- Violations of competition and antitrust law can have serious consequences for our company and the individuals involved, including heavy fines, damages claims and criminal prosecution
- Any violation of these guidelines will be taken seriously and may lead to disciplinary measures up to and including termination of employment

5.1 PRODUCT SAFETY

The safety of our products is our highest priority. We strive to:

- Comply with all applicable safety standards and regulations
- Conduct rigorous quality controls
- Operate a comprehensive pharmacovigilance system where required
- Ensure product traceability within technical and economic possibilities
- Respond promptly to safety concerns or product recalls

5.2 QUALITY MANAGEMENT

We are committed to the highest quality standards in our core business areas and:

- Implement and certify quality management systems according to international standards
- Conduct regular internal and external audits
- Continuously train employees in quality aspects
- Promote a culture of continuous improvement

5.3 RESPONSIBLE RESEARCH AND DEVELOPMENT

Our research and development activities follow ethical principles and consider potential impacts on humans and the environment. We:

- Adhere to international guidelines for clinical trials
- Respect patient rights and dignity
- Ensure transparency in the publication of research results
- Promote responsible innovation in plant protection

5.4 TRANSPARENCY AND INFORMATION

We strive to provide our customers and partners with all relevant information about our products and services in a clear and comprehensible form, including:

- Comprehensive product information
- Transparent labelling of ingredients and risks
- Clear application instructions and safety information
- Open communication about potential side effects or environmental impacts

5.5 ANIMAL WELFARE

We are committed to the responsible and ethical treatment of animals in all relevant business areas. This includes adhering to the highest animal welfare standards in product development and manufacturing, as well as continuously seeking alternatives to animal testing wherever possible.

6.1 ENVIRONMENTAL MANAGEMENT

We continuously strive for improvements regarding:

- Energy efficiency and use of renewable energy
- Reduction of greenhouse gas emissions
- Water management and conservation
- Waste reduction and recycling
- Environmentally friendly packaging

6.2 CLIMATE PROTECTION

We acknowledge the challenges of climate change and:

- Set ambitious goals for reducing our CO₂ emissions
- Invest in energy-efficient technologies and processes
- Consider climate aspects in our supply chain
- Support climate protection projects and initiatives

6.3 BIODIVERSITY

We particularly consider the protection of biodiversity and:

- Develop plant protection solutions that minimise environmental impact
- Promote integrated plant protection concepts
- Support farmers in implementing biodiversity-promoting measures
- Engage in research projects to protect pollinators

6.4 CIRCULAR ECONOMY

We evaluate and promote circular economy approaches in our production processes and product development through:

- ▶ Design for durability and recyclability
- ▶ Use of recycled and renewable raw materials
- ▶ Optimisation of production processes to minimise waste
- ▶ Take-back systems for used products
- ▶ Collaboration with partners to close material cycles



6.5 COMPLIANCE WITH EU TAXONOMY REGULATION

We are committed to full compliance with the EU Taxonomy Regulation (EU) 2020/852. This includes in particular:

- The transparent disclosure of the proportion of our turnover, capital expenditure (CapEx) and operating expenditure (OpEx) associated with environmentally sustainable economic activities according to the EU Taxonomy in our non-financial reporting.
- Continuous review and adaptation of our business activities to the technical screening criteria of the EU Taxonomy for the six defined environmental objectives:
 - Climate change mitigation
 - Climate change adaptation
 - Sustainable use and protection of water and marine resources
 - Transition to a circular economy
 - Pollution prevention and control
 - Protection and restoration of biodiversity and ecosystems
- Ensuring that our activities classified as environmentally sustainable comply with the 'Do No Significant Harm' principle and do not significantly impair other environmental objectives.
- Regular training of relevant employees on the requirements of the EU Taxonomy and its implementation in our company.
- Establishment of internal control mechanisms for accurate recording and reporting of taxonomy-relevant data.
- Fulfilment of the Minimum Social Safeguards.

We consider compliance with the EU Taxonomy Regulation not only as a legal obligation but as an integral part of our sustainability strategy and our contribution to the European Green Deal.

6.6 ADDITIONAL SUSTAINABILITY ASPECTS

We consider additional important aspects of ecological sustainability in our actions:

- ▶ Resource efficiency: We strive for optimal use of all resources
- ▶ Sustainable procurement: We consider sustainability criteria when selecting materials and suppliers
- ▶ Life cycle assessment: We conduct life cycle assessments to consider the environmental impact of our products holistically
- ▶ Renewable energy: We continuously increase the share of renewable energy in our energy mix
- ▶ Waste management: We focus on waste prevention, reduction and recycling
- ▶ Water management: We implement measures for efficient water use and protection of water resources



7.1 PROTECTION OF PERSONAL DATA

We respect the privacy of our employees, customers and business partners and protect personal data in accordance with the General Data Protection Regulation (GDPR) and other applicable data protection laws. This includes:

- Implementation of technical and organisational data protection measures
- Training employees in data protection matters
- Transparent information about the processing of personal data
- Ensuring the rights of data subjects (e.g., right to information, right to erasure)
- Careful selection and monitoring of data processors



7.2 CONFIDENTIALITY

We treat confidential information and trade secrets with utmost care and protect them from unauthorised access through:

- Clear classification of information
- Access restrictions on a need-to-know basis
- Secure storage and transmission of confidential documents
- Commitment of employees and business partners to confidentiality
- Regular awareness-raising for handling confidential information

All employees are obligated to actively contribute to protecting the company's intellectual property. This includes preventing any unauthorised disclosure of business and trade secrets. Misuse of company resources and facilities for personal advantage or careless handling of them will not be tolerated.

7.3 IT SECURITY

We implement appropriate technical and organisational measures to protect our IT systems and data from cyber threats, including:

- Use of state-of-the-art security technologies (firewalls, encryption, etc.)
- Regular security updates and patches
- Training employees in IT security and phishing prevention
- Implementation of an incident response plan for security incidents
- Regular security audits and penetration tests
- Secure disposal of data carriers and IT equipment
- Control and monitoring of access to critical systems
- Backup and disaster recovery plans to ensure business continuity

More detailed regulations and specific behavioural instructions regarding information security can be found in our internal information security policy.

8.1 SUPPLIER SELECTION AND MANAGEMENT

We carefully select our suppliers and business partners and expect them to adhere to similar ethical standards as set out in this Code of Conduct. Our approach includes:

- Integration of sustainability criteria into the selection process
- Regular evaluation and audits of suppliers
- Termination of business relationships in case of serious violations of our standards
- Development of own guidelines (Supplier Code of Conduct) for our suppliers

8.2 FAIR TREATMENT OF BUSINESS PARTNERS

We maintain fair and transparent relationships with our business partners and:

- Adhere to agreed contract terms and payment deadlines
- Communicate clearly and openly about expectations and requirements
- Respect intellectual property and confidential information of our partners
- Promote open dialogue for continuous improvement of cooperation
- Strive for long-term, partnership-based relationships

8.3 COOPERATION WITH AUTHORITIES AND SUPERVISORY BODIES

We strive for open and transparent cooperation with authorities and supervisory bodies within the framework of applicable laws. This includes:

- Provision of accurate and complete information in response to inquiries
- Compliance with all reporting obligations, especially in the pharmaceutical sector
- Constructive cooperation during inspections and audits
- Timely information about relevant developments or incidents
- Compliance with all regulatory requirements in our business areas

8.4 RESPONSIBLE DEALINGS WITH THIRD PARTIES

In dealing with third parties such as consultants, intermediaries or joint venture partners:

- We expect them to comply with our ethical standards
- We monitor their activities to minimise compliance risks
- We document all agreements in writing and transparently
- We only pay appropriate compensation for services actually rendered

9.1 LOCAL ENGAGEMENT

As a family-owned company with strong roots in Austria, we actively engage in the communities where we operate:

- ▶ Supporting local social and cultural initiatives
- ▶ Creating jobs and training opportunities in the region
- ▶ Considering local suppliers where possible
- ▶ Open dialogue with local stakeholder groups and authorities

9.2 SCIENTIFIC COOPERATION

We promote cooperation with scientific institutions and support research projects in our fields of activity through:

- ▶ Research collaborations with universities and research institutes
- ▶ Participation in scientific conferences and professional events
- ▶ Open exchange of knowledge and findings while respecting intellectual property protection
- ▶ Promotion of innovations



9.3 TRANSPARENCY AND DIALOGUE

We maintain an open dialogue with all stakeholder groups and communicate transparently about our activities and their impacts:

- Active participation in industry initiatives and professional associations
- Open communication about challenges and goals
- Integration of stakeholder feedback into our decision-making processes
- Proactive communication in crisis situations

9.4 GLOBAL SUSTAINABILITY INITIATIVES

We are committed to global sustainability goals and initiatives:

- United Nations Sustainable Development Goals (SDGs): We align our business activities with the SDGs and actively contribute to their achievement
- Corporate Social Responsibility (CSR): We integrate CSR principles into our corporate strategy and culture
- Stakeholder Engagement: We maintain active dialogue with all relevant stakeholder groups to develop sustainable solutions together
- Digital Sustainability: We consider sustainability aspects in the digitalisation of our business processes and products

10.1 RESPONSIBILITIES

Every employee is responsible for complying with this Code of Conduct. Furthermore:

- Management bears overall responsibility for implementing and ensuring compliance with the Code of Conduct
- Leaders have a special role model function and are required to actively demonstrate and promote the principles and monitor compliance with the Code of Conduct

10.2 TRAINING AND COMMUNICATION

We ensure that all employees are familiar with the content of this Code of Conduct:

- Mandatory induction training for new employees
- Special training for employees in high-risk areas (e.g., sales, purchasing)
- Integration of the Code of Conduct into internal communication channels



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10.3 REPORTING VIOLATIONS

Employees are encouraged to report violations of this Code of Conduct or applicable laws. We enable this through:

- Establishment of a confidential whistleblowing hotline
- Possibility for anonymous reporting of violations
- Protection of whistleblowers from retaliation
- Thorough and impartial investigation of all reported incidents

Kwizda assures that no measures will be taken against persons who report or object to a violation of this Code of Conduct in good faith.

10.4 CONSEQUENCES OF VIOLATIONS

Violations of this Code of Conduct may lead to disciplinary measures:

- Graduated consequences depending on the severity of the violation
- Possible measures range from warnings to termination of employment
- Cooperation with relevant authorities in case of legal violations
- Consistent and fair application of disciplinary measures at all levels of the company
- Use of violations as learning opportunities to improve our processes and training

10.5 REGULAR REVIEW AND UPDATES

This Code of Conduct is regularly reviewed and updated as needed:

- Annual review by the Compliance Team
- Consideration of feedback from employees and stakeholders
- Adaptation to new legal requirements and best practices
- Approval of changes by management
- Communication of updates to all employees

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FINAL DECLARATION

As the Kwizda Group, we commit ourselves to compliance with this Code of Conduct. We are convinced that integrity and ethical conduct form the foundation for our long-term success and the continuation of our more than 170-year company history. We encourage all employees, business partners and stakeholders to support us in implementing these principles and to make an active contribution to sustainable and responsible corporate governance.

December, 2024