

# CONFLICT OF INTEREST GUIDELINE

## Medincell Global Guideline

Effective: March 2024

Version: V1

### 1. INTRODUCTION

#### 1.1. Purpose

The Medincell purpose is to contribute to the improvement and protection of the health of populations across the world. This requires that we hold ourselves to the highest ethical standards and ensure that we act with integrity in everything we do, and, in every decision, we make at Medincell.

This global Conflicts of Interest Guideline builds on our Code of Ethics commitment to ensure that our personal interests do not influence our business judgement or decision-making. Employees are encouraged to pause, reflect and identify biases when making ethical decisions and reconsider their thinking before making a final decision.

We must handle conflict of interest situations in a professional and ethical manner to avoid that conflicts of interest damage our personal reputation and that of Medincell. When making decisions related to our work at Medincell, we have a duty to act in the best interests of Medincell and avoid even the appearance of a conflict.

Identifying, avoiding, or disclosing and addressing conflicts of interest is an important part of demonstrating objectivity and integrity when executing our responsibilities and duties at Medincell.

#### 1.2. Scope and Applicability

##### 1.2.1. Scope

This Guideline applies to all Medincell Employees globally (Directors, officers, managers, employees, and assimilated (contractors) of Medincell S.A. and its affiliates).

##### 1.2.2. Applicability

This guideline contains Medincell global standards. In some countries, more stringent applicable laws and regulations may supersede the principles set out in this guideline.

### 2. PRINCIPLES

#### 2.1. Identify conflicts of interest

Employees are expected to recognize when they potentially have, or could be perceived as having, a conflict of interest.

A conflict of interest arises when Employees place their personal interests before the interests of Medincell and where such personal interests improperly influence or could be seen as improperly influencing their business judgments, decisions, or actions.

Making judgments, taking decisions, or pursuing actions when facing a conflict of interest may make it difficult to perform work for Medincell objectively and may have legal, reputational, and regulatory consequences.

If Employees are in doubt about whether there is a conflict of interest, they should consult their Operational Manager, Chief Compliance Officer/Chief People Officer, People, Finances or Legal Departments for guidance.

## 2.2. Avoid conflicts of interest

Medincell respects Employees' rights and choices and does not wish to interfere with their personal lives. However, as part of their employment with Medincell, Employees have a contractual obligation of loyalty to Medincell.

Accordingly, Employees should avoid conflicts of interest with their work at Medincell wherever possible.

## 2.3. Disclose conflicts of interest

Having a conflict of interest is not necessarily wrong. However, it can become a problem or even a legal matter if an Employee tries to influence or could be perceived as influencing the outcome of business dealings for direct or indirect personal benefit.

Employees are therefore required to disclose to their Operational Manager any actual, potential, or perceived conflicts of interest promptly through the **Interest disclosure form** annexed and available on Medincell intranet.

Disclosure must take place as soon as the Employee identifies that they may be in a conflict-of-interest situation. When circumstances change, existing disclosures may no longer be accurate or complete, employees must ensure that any disclosures made are updated to reflect the current status.

People Department (Talent Acquisition and Staffing) should communicate to shortlisted job candidates that they are required to disclose any conflicts of interest they may have with Medincell during the hiring process and once they join Medincell. Disclosures made during the hiring process should be discussed with and addressed by the Chief People Officer before an offer of employment is made.

## 2.4. Address conflicts of interest

Disclosing a conflict of interest alone is not sufficient. Every conflict must be addressed together with the Operational Manager to eliminate or reduce the associated risks. Most conflicts of interest can be addressed in a simple and mutually acceptable manner through pro-active, open dialogue between Employees and their Manager.

Medincell expects the Operational Manager to:

- Assess the conflict-of-interest situation disclosed by the Employee, and fairly evaluate options to address the conflict;
- Consult the People and Legal Departments in addressing the conflict depending on the category of conflict of interest as described below;

<b>Types of conflicts of interest</b>	<b>Involved for review</b>
External Mandates	Legal Department
Outside employment & Outside Business	People Department
Other external engagements	People and Legal Departments
Family and personal relationships	People Department
Personal financial interests	People, Finances and Legal Departments
Gifts, meals, travel, entertainment, and other favors	Finances Departments

Other situations not listed above	Chief Compliance Officer/Chief People Officer.
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- Make a pragmatic and informed decision to address the conflict of interest so that risks to Medincell are minimized and the personal interests of the Employee are protected as far as possible;
- Communicate the decision and its reasoning to the Employee and follow up to ensure the Employee understands and complies with it;
- Retain documentation of these decisions and actions through **Interest disclosure form** and if needed a formal plan of actions for avoiding or managing Conflicts of Interest. In the latter situation, provide a copy of the documentation to the Employee.

### 3. TYPES OF CONFLICTS OF INTEREST

The following section lists some common types of conflicts of interest. They are divided into the following main categories:

- External engagements including outside employment;
- Personal financial interests;
- Family and personal relationships;
- Gifts, meal, travel, entertainment, and other favors.

#### 3.1. External engagements (incl. outside employment)

##### 3.1.1. *External engagements (incl. outside employment)*

External engagements (including employment outside of Medincell) may create or appear to create a conflict of interest. This is because of the possibility that some aspects of the outside position may cause Employees to act in a way that is inconsistent with their duty to Medincell. This concern applies not only to traditional employment relationships, but also to the receipt of fees for consulting, honoraria, and other payments for services. Employees should not have any kind of paid or unpaid engagements with a Medincell supplier, customer, or competitor, unless it clearly does not influence and cannot be perceived as influencing their business judgment or it is expressly requested by Medincell and is documented accordingly. Additionally, Employees must avoid taking up external engagements – whether or not involving a business partner, competitor, or customer – which could:

- Entail the use of working time or company resources unless it is requested or supported by Medincell (e.g., a Volunteering or Pro Bono Program);
- Require the use or disclosure of Company confidential information;
- Adversely affect or appear to affect the objectivity of the Employee in performing their duties at Medincell;
- Conflict with Medincell’s mission or values or otherwise negatively impact the reputation of Medincell.

A conflict of interest could also arise when an Employee acts as an official/advisor/consultant to a government agency, particularly in a role involving regulatory or supervisory power over (or other ability to affect) Medincell. Employees must inform their Operational Manager for approval prior to accepting any such position.

##### 3.1.2. *Giving paid speeches and other presentations*

Giving paid speeches and other presentations may raise conflict of interest concerns. Specifically, they could:

- Create a perception that Employees are using their position for personal gain, which could harm both their reputation and that of Medincell;
- Lead to a perception that the Employee’s participation in the event could influence their business decisions with respect to the event sponsor.

Before accepting an offer to give a paid speech or other presentation, Employees must take all

reasonable steps to mitigate such risks and receive written approval from the Medincell's Head of Communications.

### 3.1.3. *External Mandates*

External Mandates are any mandates that Employees hold in a board of directors, in an advisory board or in a similar supervisory body of an external organization. Serving on another entity's board could create a conflict of interest because of the demanding obligations of loyalty that come with board memberships – at least in situations where the entity does or seeks to do business with Medincell, competes with Medincell or could otherwise have an impact on Medincell.

Such situations could:

- lead to the perception that the Employee might sacrifice Medincell's business interests to benefit the entity on whose boards they would serve or
- raise questions about whether the Employee is protecting Medincell's confidential information or
- interfere with the ability of the Employee to perform their duties for Medincell due to the time commitment spent on board activities.

Before taking up an external mandate, Employees should consult with their Operational Manager and People Department. The Operational Manager may align with the People Department and the Legal Department before providing the sign-off decision.

## 3.2. **Personal Financial Interests**

Personal investments can create conflicts of interest if Employees make decisions for Medincell that concern a company in which they have a personal financial interest.

Therefore, Employees must not conduct Medincell business with any entity in which they or their Closely Related Persons have a substantial interest. Employees must not own (directly or indirectly) any stock or other financial interest equal to or greater than 5% in any company which competes with or does (or seeks to do) business with Medincell.

Additionally, a conflict of interest may arise where an Employee has an interest in an opportunity or investment in which it is known that Medincell is, or may be, interested. Employees must not take opportunities, for themselves or their closely related persons that are discovered through the use of corporate property, information, or position without first offering the opportunity to Medincell (e.g. technology).

Employees must first disclose the opportunity to their Manager and offer the opportunity to Medincell if Medincell could reasonably be expected to have an interest in the opportunity or investment before they or their closely related persons act on the opportunity for personal benefit.

## 3.3. **Family and Personal Relationships**

### 3.3.1. *Family and Personal Relationships at Medincell*

The employment of Closely Related Persons may raise questions regarding confidentiality, objectivity, fairness, and integrity in work relationships. This can negatively impact Medincell's ability to recruit and retain Employees and otherwise diminish Medincell reputation for ethical and fair conduct.

Employees must not:

- Be in a supervisory, subordinate, or control relationship (e.g. having influence over conditions of employment) with Closely Related Persons.
- Be involved in any hiring/retention decision regarding Closely Related Persons (including internal/external hiring, retention of external service providers/contractors and internal

transfers).

An intimate or romantic relationship of a Member of the Medincell Leadership Team (MLT) with any Employee must be disclosed to and approved by the Chairman of the Medincell Executive Board.

### 3.3.2. *Family and Personal Relationships involving other Companies*

While it is not unusual for Employees to have a Closely Related Person who works for a supplier, customer or competitor, such situations often call for extra sensitivity to risks relating to security, confidentiality, and conflicts of interest. Just because a Closely Related Person becomes a Medincell competitor, business partner or customer does not mean that there is a conflict of interest. However, Employees should discuss the relationship with either their Manager, People and Legal and fill out the **Interest disclosure form**.

In assessing such a situation, among the relevant factors to consider are:

- whether the Employee is involved in a Medincell business relationship with the Closely Related Person; and
- the access that each individual has to their respective employer's confidential information.

### 3.4. **Gifts, meals, travel, entertainment, and other favors**

Receiving gifts, meals, hospitality, travel, and entertainment can serve important business purposes. However, Employees must be careful to avoid any conduct that would constitute a conflict of interest or seen as a receipt of a bribe (refer to Medincell Global Policy on Anti-Bribery Policy).

Employees must not directly or indirectly solicit or accept from any actual or potential Medincell supplier, customer, or competitor:

- Cash or cash equivalents (e.g., stocks, gift certificates, discounts not based on a collective agreement, etc.);
- Gifts, unless it is reasonable to believe that accepting the gift does not influence and cannot be perceived as influencing the business judgement of the Employee. Where refusing a gift might reasonably be interpreted as giving offence or causing embarrassment, a gift may be accepted on behalf of Medincell but must be disclosed and the Employee's manager must determine appropriate disposition;
- Meals, hospitality, travel, or entertainment, unless it serves only Medincell's business interests, is accompanied by a representative of the business providing it and does not influence (and cannot be perceived as influencing) the business judgment of the Employee.

### 3.5. **Other situations**

It is not possible to list all situations that may give rise to a conflict of interest. The situations described above are examples of common conflict of interest situations and do not represent an exhaustive list. Any other situations that may arise that involve the Employee's personal interests conflicting with the interests of Medincell should be disclosed and addressed in accordance with the general principles of this guideline.

## 4. **INTERNAL CONTROLS**

The related internal controls to this process conduct and documented by the Chief Compliance Officer/Chief People Officer.

## 5. **IMPLEMENTATION**

### 5.1. **Training**

Employees must familiarize themselves with this Guideline and participate in periodically held training sessions. Managers should additionally be trained on their specific responsibility to evaluate and effectively address conflicts of interest.

## 5.2. Reporting Potential Misconduct/Non-Retaliation

Any Employee with knowledge of suspected misconduct must report his or her suspicion promptly in accordance with the Speak Up policy (c.f. Code of Conduct and Alert System).

Employees who report potential misconduct in good faith or who provide information or otherwise assist in any inquiry or investigation of potential misconduct will be protected against retaliation.

## 6. BREACH OF THIS GUIDELINE

In alignment with our Code of Ethics, breaches of our policies and guidelines or local laws will result in remedial, corrective, or disciplinary actions up to and including termination of employment.

## 7. DEFINITIONS

Term	Definition
Closely related persons	are the Employee's family members, those living in the same household as the Employee or someone with whom the Employee has a personal relationship of an intimate or romantic nature.
Conflict of Interest	Medincell defines "Conflicts of Interest" broadly as following: <ul style="list-style-type: none"> <li>- Actual conflicts of interest - the Employee currently faces a real, existing conflict of interest situation or the conflict-of-interest situation has already occurred e.g., an Employee accepts a gift from a supplier during the bidding process and then selects the supplier to provide goods and/or services to Medincell;</li> <li>- Potential conflicts of interest - the Employee is in a situation that is not yet a conflict of interest but based on likely future developments may turn into one e.g., the brother of an Employee is being considered for a position in Medincell – a decision over which the Employee has some influence;</li> <li>- Perceived conflicts of interest - the Employee is in a situation that may appear to others to be a conflict of interest, even if this is not the actual case e.g., invitation to speak at an industry event, at no cost to Medincell, which includes meals, travel, and entertainment.</li> </ul>
Disclosure	means sharing the existence, nature, and all relevant facts of a conflict of interest with the Employee's Manager.
Manager	refers to the Employee's Operational Manager responsible for the Employee's work from a business or operational perspective.
Employees	refers to officers, managers, employees and assimilated (contractors) of Medincell S.A. and its affiliates.

## INTEREST DISCLOSURE FORM

Names:

Email Address:

Phone:

Current Employer:

Job position occupied or sought:

Activities/membership occupied or sought:

1. Are you involved in any relevant professional or other activities that might be considered as constituting a conflict of interest?

Yes  No (if yes, please give details below)

2. Do you, your employer or the organization affecting you have any financial interests in the subject matter of the work in which you will be involved?

Yes.  No (if yes, please give details below)

3. Please list any relevant financial and non-financial interests and activities that relate or may have the appearance of relating to the position occupied or sought in relation with Medincell and could be interpreted as:

(i) Impairing your objectivity in carrying out your duties and responsibilities;

(ii) Creating an unfair advantage for you or any person or organization.

These may include employment relationships, consulting relationships, financial investments, intellectual property interests and commercial interests and sources of private-sector research support.

3. Is there any other interest (e.g. former employment and/or other affiliation(s)) that could affect your objectivity or independence in the work in which you will be involved?

Yes  No (if yes, please give details below)

4. If you answered "yes" to any of the questions 1–3 above, please give further details including how you propose to manage the potential conflict of interest in order to remove or minimize it:

I hereby declare to the best of my knowledge that the information disclosed herein is complete and correct. I undertake to inform Medincell's Operational Manager and Compliance Officer immediately of any change in my circumstances during the course of the work assigned to me.

During the term of my appointment as employee or consultant/expert or chairperson, I will not accept gifts or hospitality or receive other benefits from anyone which may be perceived as a conflict of interest.

I understand that, upon completion, this form will be available to People and Legal Departments and the concerned Operational Managers, your employer to review the information provided to identify any potential conflicts of interest and, if so, whether it is related to the subject or work concerned and may affect or be reasonably perceived to affect the activities carried out or Medincell in other ways. The review would also include any steps you propose to take to manage the potential conflicts of

interest.

If the outcome of the review raises potential concerns People and Legal Departments and the concerned Operational Managers, your employer may seek further information from you or through other parties. If the outcome of the review raises potential concerns that could be avoid or reduced, a formal plan of actions will document decisions and actions for avoiding or managing the potential Conflicts of Interest.

I understand that information about my interests will be held and retained by the People and Legal Departments for a period of five years after the end of the activity to which I contributed, after which the information will be destroyed (for further information about your data privacy please refer to [Medincell's Global Data Privacy Policy](#)).

Signature

Date