SUSTAINABLE PROCUREMENT POLICY

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1. PURPOSE, OBJECTIVE, SCOPE OF APPLICATION AND DEFINITIONS

This Policy sets out Medincell's commitment to responsible and sustainable procurement.
It defines the principles, responsibilities, and objectives governing the selection, evaluation, qualification and monitoring of Vendors (suppliers, service providers, subcontractors including manufacturers and packagers).
Its purpose is to promote safe, ethical, socially responsible, and environmentally responsible practices throughout Medincell's value chain, aligned with Medincell's values and stakeholders' expectations.

This Policy applies to:

- Medincell S.A. and Medincell Inc.
- Medincell's sites and activities, including the offices, laboratories and research activities located at the Jacou site;
- Medincell employees and teams;
- Vendors, through the environmental expectations established in Medincell's Supplier Code of Conduct, vendors management and applicable contractual requirements;

❖ DEFINITIONS

Vendor category	Spend and supply risk	Description	Examples
Critical Vendors	Low spend / high supply risk	Provide essential or specialized products or services that have limited availability or are difficult to substitute.	Raw-materials manufacturers & suppliers (Active ingredient, excipients, …)
Leverage Vendors	High spend / low supply risk	Represent significant expenditure, while several suitable alternatives are generally available.	Equipment manufacturers & suppliers; subscription providers.
Routine Vendors	Low spend / low supply risk	Provide standard products or services that are readily available and easily substituted.	Consumables suppliers; rental providers; maintenance providers.
Strategic Vendors	High spend / high supply risk	Essential to Medincell's operations and requiring close, long-term relationship management.	Drug product manufacturers & packagers; clinical and preclinical contract research organizations; consultants.

Term	Definition
CSR	Corporate Social Responsibility
ESG	Environment Social Governance
Key vendors	Main concerned vendors for a specific procurement category or relative to sustainability topic. (e.g. Key IT vendors, Key carbon footprint Vendor)
QHSE	Quality Health Safety Environment
Vendors	Suppliers, service providers, subcontractors. All categories of vendors.

❖ REFERENCE STANDARDS AND FRAMEWORK

This Policy is aligned with:

- The Ten Principles of the United Nations Global Compact;
- The OECD Guidelines for Multinational Enterprises;
- The International Labour Organization Declaration on Fundamental Principles and Rights at Work and its fundamental conventions;
- The United Nations Guiding Principles on Business and Human Rights;
- The Universal Declaration of Human Rights;
- The United Nations Convention against Corruption;
- Applicable Good Laboratory Practices, Good Manufacturing Practices, Good Clinical Practices, Good Distribution Practices, Good Clinical and Laboratory Practices;
- Applicable national and international anti-corruption legislation, including the French Sapin II Act, the US Foreign Corrupt Practices Act and the UK Bribery Act;

2. POLICY COMMITMENTS

Medincell commits to:

- Not engage with any Vendors that are known to not conduct their activities safely, ethically, or in an environmentally or socially responsible manner;
- Integrate the Vendor Code of Conduct (which states requirements relating to human rights, labour practices, health and safety, environmental protection, anti-corruption, conflicts of interest, data protection, quality, and supply-chain integrity) into request for proposal/quotations documentation and applicable contractual provisions for all Vendors;
- Select and evaluate all Vendors based on quality, legal and regulatory compliance, respect for human rights, working conditions, business ethics, environmental practices, and sustainability;
- Perform due diligence where relevant on Strategic and Critical Vendors and assess ESG risks associated with all Vendors operating in higher-risk sectors or geographic areas, based on Transparency International criteria;
- Require all Vendors to comply with applicable laws, regulations, and the principles of Medincell's Vendor Code of Conduct, and to address and remedy any non-compliance with internationally recognized standards;
- Establish dialogue and monitor long-term Leverage and Routine Vendors where appropriate;
- Establish dialogue, qualify and monitor Strategic and Critical Vendors through documentation, questionnaires, audits where appropriate;
- Require audited Vendors to address identified deficiencies and implement appropriate corrective actions, and reserve the right to terminate the commercial relationship where a deviation cannot be remedied;
- Progressively engage Strategic and Critical Vendors on sustainable practices including the reduction of value-chain greenhouse gas emissions when possible.

As best practice, where relevant and commercially competitive, Medincell seeks to include local, diverse and inclusive Vendors in its sourcing and procurement processes.

3. GOVERNANCE, ROLES AND ACCOUNTABILITY

The Chief Financial Officer is accountable for this Policy, its implementation, and its periodic review, with the Finance Department (CSR and Procurement) acting as the Policy owner.

Operational deployment is coordinated while contracting by the Legal and Procurement functions.
Vendors Compliance & Clinical Trial Supply, QHSE, Supply Chain, Finance, CSR, and each manager and department head of relevant functions involved in procurement or vendor relationships is responsible for applying this Policy within their area of responsibility.

The Procurement function assesses and approves vendors—considering financial stability, competitiveness, capacity, and scalability—and negotiates pricing and commercial terms.

The Legal function oversees the preparation, review, negotiation, and execution of contracts to ensure appropriate legal protection and compliance.

The QHSE Committee oversees relevant QHSE — and more specifically site operation-matters, quality matters —, while the CSR Steering Team oversees the sustainability ones and both provide recommendations to relevant Head(s) of Department.

Vendors Compliance oversees Critical and most Strategic Vendors and provides recommendations to the relevant Head(s) of Department.

Strategic and Critical Vendors' choice is endorsed by the Head(s) Department of the relevant activities and the CFO and where appropriate by the Medincell Leadership Team.

If a Vendor fails to meet Medincell's requirements, it is required to implement corrective actions within an agreed timeframe, failing which, and depending on the stakes, the commercial relationship may be suspended or terminated by the Head of Department and CFO.

4. IMPLEMENTATION AND OPERATIONAL MEASURES

Medincell implements this Policy through Vendor selection and qualification processes, and ongoing dialogue with relevant Vendors categories. To support these processes, Medincell uses Quality, CSR and Procurement questionnaires, as well as audits and other specific questionnaires depending on the nature of the Vendor's activities.

The Vendor Code of Conduct forms part of tender documentation and applicable contractual provisions.
Vendors must provide the information and necessary documentation to demonstrate compliance, address identified deficiencies and implement corrective actions.
Vendors' selection is documented according to different procurement et vendors management internal procedures.

❖ OBJECTIVES, TARGETS AND KPIS

Objective	KPI	Baseline	Target / Year
Ensure Critical and Strategic Vendors commit to Medincell's Vendor Code of Conduct	*Percentage of Critical and Strategic Vendors committed to the Vendor Code of Conduct*	*NA*	*100% by 2030*
Engage key Vendors in reducing value-chain emissions	*Percentage of key Vendors committed to carbon-reduction initiatives*	*NA*	*75% by 2030*

❖ MONITORING, REPORTING AND CONTINUOUS IMPROVEMENT

Medincell monitors and tracks relevant procurement and sustainability indicators of its Vendors. The relevant functions periodically review the results to identify risks, implement corrective actions and support continuous improvement.

Progress against objectives and the number of audits conducted on Strategic & Critical Vendors during the year are disclosed in Medincell's annual ESG Report.

NEXT REVIEW DATE	This policy is reviewed at least every 5 years and whenever significant changes in regulation, activity or organization require it. Any revision is approved by the CFO and communicated to all relevant stakeholders.
VERSION HISTORY	First version
RELATED DOCUMENTS AND REFERENCES	❖ *Code Ethic and Code of Conduct ;* ❖ *Vendor Code of Conduct;* ❖ *Quality Questionnaire* ❖ *Procurement Questionnaire* ❖ *CSR Questionnaire* ❖ ESG annual report