



# Supporting Otsuka



Supplier Code of Ethics  
and Professional Conduct



Otsuka America Pharmaceutical, Inc. (OAPI)  
Otsuka Pharmaceutical Development &  
Commercialization, Inc. (OPDC)



# High Standards, High Expectations

At Otsuka, the way we do business is as important as the business we do.

This Supplier Code sets expectations for how we conduct business with you—our supplier, distributor, consultant, agent, service provider, research or licensing resource, or any other third-party entity ("Supplier" or "Suppliers").

We value your efforts in promoting integrity and ethical business practices. We expect that from all of our Suppliers.

# Contents

<b>Commitment to Ethics and Compliance</b>	<b>6</b>	<b>Labor Practices</b>	<b>14</b>
1. Uncompromising Integrity	7	1. Preventing Harassment and Discrimination	15
2. Complying with Industry Laws	7	2. Promoting Labor and Human Rights	15
3. Reporting Concerns	7	3. Extending Fair Treatment	15
<b>Ethical Business Practices</b>	<b>8</b>	<b>Environment and Community</b>	<b>16</b>
1. Competing Fairly	9	1. Protecting the Environment	17
2. Preventing Bribery and Corruption	9	2. Managing Waste, Emissions, Spills, and Resources	17
3. Conducting Business Internationally	9	3. Promoting Animal Welfare	17
4. Sourcing Ethically and Sustainably	9	<b>Safe and Healthy Work Environment</b>	<b>18</b>
5. Avoiding Conflicts of Interest	10	1. Ensuring Safety	19
6. Interacting with Stakeholders	10	2. Protecting Employees from Hazards	19
7. Transparency with Interactions with Healthcare Professionals	10	<b>Quality and Product Excellence</b>	<b>20</b>
<b>Otsuka's Reputation and Assets</b>	<b>12</b>	1. Maintaining Quality	21
1. Protecting Confidential Information	13	2. Continuous Improvement and Business Continuity	21
2. Keeping Accurate Records	13		
3. Respecting Privacy	13		
4. Protecting "Inside" Information	13		

# Commitment to Ethics and Compliance



## 1. Uncompromising Integrity

We recognize that reliable, responsible, and ethical Suppliers are integral to our success. We rely on you—as entities that do business with us or on our behalf—to operate in full compliance with all applicable laws, regulations, guidelines, and industry codes. We also expect you to hold your third-parties to the same high standards.

## 2. Complying with Industry Laws

As our Supplier, we expect you to comply with all applicable laws and regulations as they apply to the life science industry and to interactions with government entities and employees, healthcare professionals (HCPs), healthcare institutions (HCIs), and patients.

We also expect you to comply with requirements related to all GxP and quality system regulations.

## 3. Reporting Concerns

Actual or suspected violations of this Code or any applicable law or policy in connection with the work done for us—whether the breach is within or outside of your organization—must be reported to Otsuka.

Otsuka's Integrity Line can be accessed via phone or web, is available anytime, day or night and offers you (and other third-parties) the option of reporting anonymously. Any concerns brought to Otsuka attention should include sufficient detail to facilitate proper follow-up.

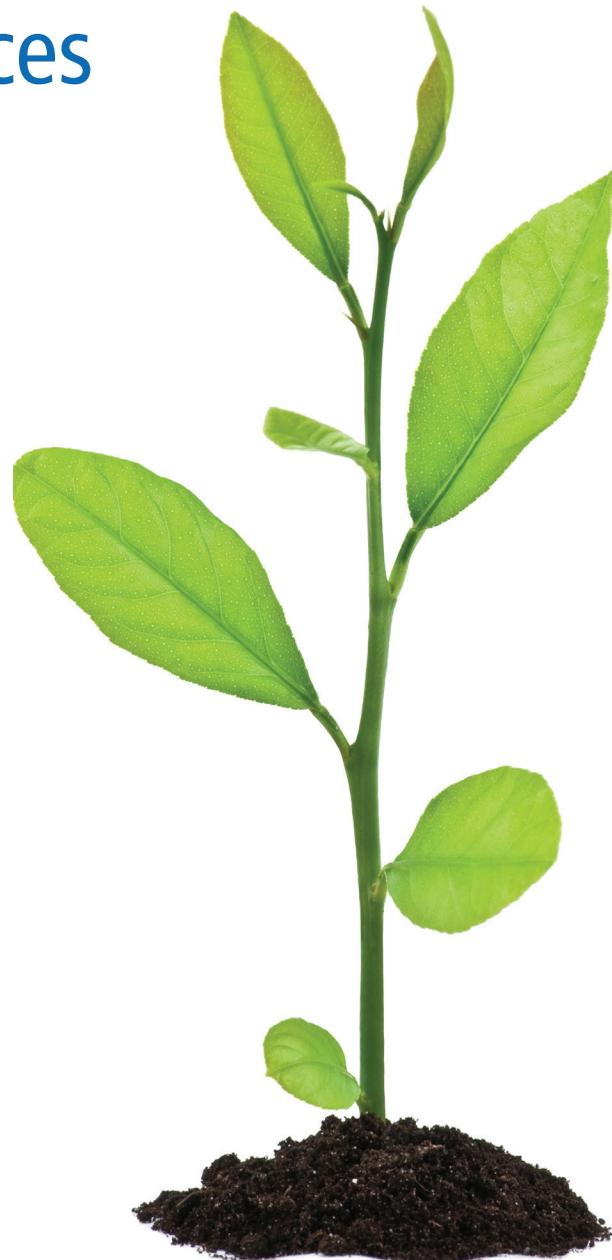
### Integrity Line

**1-800-363-5670**

<https://tnw.reportlineweb.com/custom/Otsuka-us>

24 hours a day, 7 days a week

# Ethical Business Practices



## 1. Competing Fairly

As our Supplier, we expect you to be honest and accurate in your dealings, never making false representations about Otsuka or your relationship with Otsuka. We also expect you to compete fairly in the marketplace in full compliance with antitrust and fair competition laws. This means that any conversation, understanding or agreement to fix prices, split territories, markets or customers, participate in any kind of bid rigging, or other anti-competitive behavior is strictly prohibited.

## 2. Preventing Bribery and Corruption

We expect you to comply with laws that prohibit bribery and corruption. You cannot offer or accept anything of value, either directly or indirectly, in order to obtain an improper advantage for yourself, your organization, or Otsuka. You should maintain books and records that accurately and completely reflect all relevant transactions.

As a company, we prohibit facilitating payments (modest payments made to low-level foreign government employees for taking care of routine governmental actions), even when permitted under local law. We require that you abide by the same rule.

## 3. Conducting Business Internationally

As our Supplier, you must comply with export control, economic sanctions, import, customs, and other trade compliance laws that govern how Otsuka products move across international borders.

## 4. Sourcing Ethically and Sustainably

We expect you to build an ethical and sustainable supply chain, including making commitments to companies owned by individuals who are minorities, women, veterans, disabled, or others who represent global diversity. We also support your efforts to develop partnerships with qualified small businesses and companies in distressed communities to promote greater economic growth and development. We look to our Suppliers to challenge themselves in all product life-cycle stages to support continuous improvement in labor, environmental, ethical, and quality practices.

## 5. Avoiding Conflicts of Interest

You must avoid any situation or relationship that creates—or appears to create—a potential conflict between your interests and the interests of Otsuka. This includes conflicts arising out of personal relationships, investments, outside activities, offers of employment, and personal benefits. Offers of gifts and entertainment can also present a conflict of interest. Gifts to Otsuka employees are discouraged.

## 6. Interacting with Stakeholders

In interactions with HCPs, institutions, advocacy groups, and patients, you must follow not only the letter, but also the spirit of the law, conducting all interactions ethically and in compliance with applicable laws, regulations, guidelines, and industry codes, including the *PhRMA Code on Interactions with Health Care Professionals* and the *AdvaMed Code of Ethics on Interactions for Health Care Professionals*.

## 7. Transparent Interactions with Healthcare Professionals

We expect you to be open about your actions while respecting legitimate commercial sensitivities and intellectual property.

Our industry is required to disclose various types of information to government agencies. As our Supplier, if you make payments to third-parties on our behalf, this information may be reportable. We require that you comply with our data transmission requirements and timelines.



# Otsuka's Reputation and Assets

## 1. Protecting Confidential Information

As our Supplier, you have a duty to protect any of Otsuka's confidential and proprietary information, including information about our Company, our employees, other companies with which we work, and the consumers and patients whom we serve. You must safeguard all information against inadvertent or unauthorized disclosure and comply with any requirements related to the collection, use, transmission, and retention of confidential and proprietary information.

## 2. Keeping Accurate Records

You have a responsibility to create and maintain documentation that demonstrates compliance with all applicable laws, regulations, guidelines, and industry codes. You are also expected to communicate Otsuka's requirements to your employees and have programs in place that are designed to prevent fraud or misconduct and which allow for the prompt reporting of concerns regarding fraudulent acts or misconduct.

## 3. Respecting Privacy

We expect you to protect the confidentiality and security of personal information with which you are entrusted by safeguarding it against inadvertent or unauthorized disclosure and using commercially reasonable controls and encryption to prevent it from coming into the hands of unintended recipients.

## 4. Protecting "Inside" Information

Use or disclosure of material, non-public—or "inside"—information about Otsuka or other companies with which Otsuka does business is illegal. Passing along a "tip" is also a form of insider trading. You must not disclose publicly any confidential or proprietary information related to Otsuka business.

# Labor Practices



## 1. Preventing Harassment and Discrimination

We expect you, as our Supplier, to share our commitment to a respectful workplace that is free of unlawful discrimination and harassment, including sexual harassment. You should not allow discrimination on the basis of an individual's race, color, religion, sexual orientation, age, gender identity or gender expression, national origin, citizenship, ancestry, marital status, disability, genetic information, veteran status, or other characteristics protected by applicable laws.

## 2. Promoting Labor and Human Rights

We expect you to comply with all applicable labor and employment laws including those that promote human rights and prohibit human trafficking, the employment of forced, bonded, enslaved, indentured, or involuntary prison labor, or the use of physical punishment or abuse. We also expect that you will prohibit the use of child labor: anyone younger than 18 may only engage in nonhazardous work, and all your employees should meet the applicable legal requirements related to age and compulsory education.

## 3. Extending Fair Treatment

We expect you to afford working hours and provide wages and benefits that comply with national laws and industry standards. You have a responsibility to provide a workplace that is free of human rights abuses, including sexual harassment, sexual abuse, corporal punishment, excessive force, mental or physical coercion, verbal abuse or threats of abuse. You should also respect the legal rights of your employees to join—or not join—worker organizations, including trade unions—and allow them to speak openly regarding working conditions without fear of reprisal, intimidation, or harassment.

# Environment and Community



## 1. Protecting the Environment

As our Supplier, we expect you to comply with all environmental laws, regulations, guidelines, and industry codes. You must obtain all required environmental permits, licenses, information registrations, and restrictions and follow operational and reporting requirements, as applicable. We value Suppliers that conserve natural resources, avoid the use of hazardous materials, reuse and recycle, and reduce our Company's overall environmental footprint.

## 2. Managing Waste, Emissions, Spills, and Resources

We expect you to have systems in place that ensure the safe handling, movement, storage, recycling, and reuse of waste, emissions, and wastewater discharges. The safety of humans and the environment is paramount—we expect you to effectively manage and control waste, emissions, or wastewater that could pose a risk, and prevent and mitigate accidental spills or releases.

## 3. Promoting Animal Welfare

We are dedicated to the ethical and responsible treatment of all animals used in the development of our products. We work to replace the use of live animals, reduce the number of animals used, and refine our procedures to minimize distress, whenever scientifically valid and acceptable to regulators. We expect you, as our Supplier, to comply with all of the applicable laws and regulations that we do, when you conduct animal-based research on our behalf.

# Safe and Healthy Work Environment



## 1. Ensuring Safety

As our Supplier, we expect you to follow safe working procedures and to provide your employees with a safe environment (including safe equipment, job-relevant safety training and, where applicable, safe living quarters) in which to work. You must comply with all applicable safety laws and regulations in the countries in which you operate. Potential emergency situations should be identified, assessed, and addressed through emergency plans and response procedures.

## 2. Protecting Employees from Hazards

We expect you to protect your employees and others from overexposure to chemical, physical, and biological hazards, and have systems in place to mitigate catastrophic releases of chemicals. In addition, we expect you to educate, train, and provide safety materials to those who handle hazardous materials.

## 3. Avoiding Drugs and Alcohol

We are committed to a drug-free workplace.

Your employees must not provide services to Otsuka while under the influence of alcohol or an illegal or unauthorized drug (including a prescription medication that's not prescribed to them). Possessing, using, selling, buying, or offering illegal or unauthorized drugs while performing services for Otsuka, or while on Otsuka's premises, is strictly prohibited.

# Quality and Product Excellence



## 1. Maintaining Quality

As our Supplier, we expect you to provide products and services of the highest quality to protect the health and safety of patients and consumers. There shall be no changes to specifications, part design, material, manufacturing process, location, or registration status for any product Otsuka purchases from you without Otsuka's express written authorization. You should have: a means for monitoring product quality performance and product registrations; a continuous improvement process; and a quality system that complies with all applicable government regulations in the locations in which you operate. You should ensure that products are appropriately labeled and delivered on time.

## 2. Continuous Improvement and Business Continuity

We expect you to have processes and systems in place to continuously improve your internal controls—this should include the establishment of objectives, the implementation of plans, and the execution of corrective actions for any deficiencies. You should also have appropriate business continuity plans that support the work you do with Otsuka, ensure recovery and restoration of critical functions, and minimize disruption of our operations.