

Supporting Otsuka.

SUPPLIER CODE OF ETHICS AND PROFESSIONAL CONDUCT

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



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SUPPLIER CODE OF ETHICS AND PROFESSIONAL CONDUCT

HIGH STANDARDS, HIGH EXPECTATIONS

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

This *Supplier Code of Ethics and Professional Conduct* 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 this from all our Suppliers.

OUR COMMITMENT TO ETHICS, COMPLIANCE, AND INTEGRITY

WE RECOGNIZE THAT RELIABLE, RESPONSIBLE, AND ETHICAL
SUPPLIERS ARE INTEGRAL TO OUR SUCCESS.

UNCOMPROMISING INTEGRITY

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' partners to the same high standards.

COMPLYING WITH INDUSTRY LAWS

As our Supplier, we expect you to comply with all applicable laws and regulations as they apply to the life sciences 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.

REPORTING CONCERNS

Actual or suspected violations of this Supplier 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's 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

AS OUR SUPPLIER, WE EXPECT YOU TO BE HONEST AND ACCURATE IN YOUR DEALINGS. NEVER MAKE FALSE REPRESENTATIONS ABOUT OTSUKA OR YOUR RELATIONSHIP WITH OTSUKA.

COMPETING FAIRLY

We 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 anticompetitive behavior is strictly prohibited.

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, 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 (e.g., 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.

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.

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.

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. If you have any questions, please contact us via the conflictofinterest@otsuka-us.com mailbox.

INTERACTING WITH STAKEHOLDERS

During 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*.

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. If you have any questions, please contact us via the [OtsukaAggSpend@otsuka-](mailto:OtsukaAggSpend@otsuka-us.com)
[otsuka.com](mailto:otsuka-us.com) mailbox.

OTSUKA'S REPUTATION AND ASSETS

AS OUR SUPPLIER, YOU HAVE A DUTY TO PROTECT OTSUKA'S CONFIDENTIAL AND PROPRIETARY INFORMATION, INCLUDING INFORMATION ABOUT OUR COMPANY, OUR EMPLOYEES, OTHER COMPANIES WE WORK WITH, AND THE CONSUMERS AND PATIENTS WHOM WE SERVE.

PROTECTING CONFIDENTIAL INFORMATION

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.

ACCURATE RECORDKEEPING

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.

RESPECTING PRIVACY

We expect you to protect the privacy and security of personal information with which you are entrusted by utilizing it only for the purpose for which it was collected, complying with our Privacy and Security policies and engaging with the Privacy Team to evaluate any proposed secondary uses of personal information. Safeguard it against inadvertent or unauthorized disclosure and use commercially reasonable controls and encryption to prevent it from coming into the hands of unintended recipients.

PROTECTING “INSIDE” INFORMATION

We expect you to comply with all relevant insider trading laws. Use or disclosure of material, non-public—or “inside”—information in relation to trading in securities is illegal. Passing along a “tip” is also a form of insider trading. During your engagement with Otsuka, you may learn confidential or proprietary information regarding Otsuka (or other companies with which Otsuka does business), which is considered inside information.

Trading in securities of Otsuka or companies with which Otsuka does business while in possession of such non-public information would be considered insider trading and is prohibited.

LABOR PRACTICES

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.

PREVENTING HARASSMENT AND DISCRIMINATION

You must not allow discrimination based on 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.

PROMOTING LABOR AND HUMAN RIGHTS

We expect you to comply with all applicable labor and employment laws. This includes laws 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 expect you to 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.

EXTENDING FAIR TREATMENT

We expect you to afford working hours and provide wages and benefits that comply with national and local 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

AS OUR SUPPLIER, WE EXPECT YOU TO COMPLY WITH ALL ENVIRONMENTAL LAWS, REGULATIONS, GUIDELINES, AND INDUSTRY CODES.

PROTECTING THE ENVIRONMENT

You must:

- Obtain all required environmental permits, licenses, information registrations, and restrictions.
- Heed all restrictions.
- 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.

MANAGING WASTE, EMISSIONS, SPILLS, AND RESOURCES

We expect you to:

- Have systems in place to ensure the safe handling, movement, storage, recycling, disposal, and/or reuse of waste, emissions, and wastewater discharges.
- Prevent and mitigate all spills and/or releases, as well as to minimize, manage, and control all waste, emissions, or wastewater resulting from your activities, especially those which could pose a risk.

PROMOTING ANIMAL WELFARE

We are dedicated to the welfare and ethical and responsible treatment of all animals used in the development of our products. We work to minimize the use of live animals and the number of animals used, as well as to refine our procedures to minimize distress whenever scientifically valid and acceptable to regulators. We expect you, as our Supplier, to uphold this dedication to animal welfare by complying with all applicable laws and regulations when you conduct animal-based research on our behalf.

SAFE AND HEALTHY WORK ENVIRONMENT

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.

ENSURING SAFETY

You must comply with all applicable Otsuka health and safety institutional policies as well as 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.

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 all releases of chemicals.
- Educate, train, and provide safety equipment to those who handle hazardous materials.

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 not prescribed to **FOR INTERNAL USE ONLY. DO NOT DUPLICATE, DISTRIBUTE, OR USE IN DETAILING.**

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

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.

MAINTAINING QUALITY

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 registration.
- A continuous improvement process.
- 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.

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.

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