



Code of Conduct

- Compliance Policy
- Corporate Social Responsibility

Our Code of Conduct

A BENCHMARK FOR GUIDELINES TO BE OBSERVED BY EVERYONE

This Code of Conduct forms part of Servier's Ethical Charter. It defines the guidelines common to the Servier group and applicable to all employees and all persons working for Servier or in its name. These guidelines will be distributed throughout all Servier's entities and will be applied by everyone, thus preserving the relationship of confidence with our employees and all our outside stakeholders (patients, partners, health agencies, etc.).

Each employee undertakes to observe our Code of Conduct when pursuing his or her professional activities and, to do so, must understand, assimilate, and apply its rules. Compliance with and commitment to comply with this Code of Conduct, as well as the promotion of the principles that underpin it, help to ensure a culture of integrity in our business activities, and are a factor for long-term success.

The purpose of this document is to assist each Servier employee to act in accordance with the highest standards of integrity, so as to prevent, detect, and mitigate any failure to comply with the principles, laws, and regulations, and with the company policies and procedures in force. Each Servier employee is responsible for his or her individual actions, which contribute to our company's reputation and determine the confidence placed in us by patients and stakeholders.

This Code of Conduct does not replace the local laws and regulations in force, which remain applicable in all cases. In the event of a contradiction between the Code of Conduct and the local laws and regulations, we shall strive to uphold the highest standard of integrity.

The Code of Conduct will be regularly revised to take account of regulatory, economic, or organizational changes and also of the professional codes and standards of integrity expected from our industry.

In line with the recommendations of the French Anti-corruption Agency (AFA) – in charge of the control of the application of the French Sapin II Law – this Code of Conduct illustrates through examples the situations and behaviours to be proscribed.

The guidelines set out in this Code of Conduct include our rules for compliance and our guiding principles for corporate social responsibility (CSR).

The honest and responsible practices resulting from Servier's compliance program set out in the present version of the Code of Conduct will be completed later in 2018 by other ethical and liability aspects harmonized with our CSR policy. ■

Definitions

Group

All legal entities in the Servier Group, regardless of their legal form (subsidiaries or representative offices), their activities (R&D, manufacturing, promotion, etc.) or the country where they are located.

Employee

All persons working in one of the Servier Group's legal entities, whatever the contract they have (service providers, temporary personnel, trainees, consultants, etc.)

Business partner

A business partner appoints a third party (an individual or a company), which has contractual relations with Servier for the purpose of undertaking a professional activity related to the Group's interests.

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Compliance with laws, regulations, and professional codes

We work in strict compliance with the regulations applicable to our sector of activity (professional codes, laws, and regulations), locally, regionally, nationally, and internationally.

We undertake to pursue our activities with the highest level of integrity in all the countries where we are present.

We undertake not to become involved in any actions that depart from legal principles. Such a departure would lay both the company and its employees open to legal and financial sanctions or to civil or criminal prosecution. It would also damage our corporate image. ■

In practice

Q : I work for the Servier Group in France. I only need to consider French regulations in connection with my professional activities, even if I interact with other countries.

A : This assertion is inaccurate. We must take into consideration the regulations and codes in force in all countries in which we are active. Some countries exercise extraterritorial jurisdiction, ie, the scope of their laws extends beyond their own borders. Due to this principle of extraterritoriality, which concerns, for example, the Foreign Corrupt Practices Act in the United States, the Bribery Act in the UK, and the Sapin II law in France, not only those regulations applicable to one's own country must be considered. If interactions take place with persons or entities based abroad, this country's regulations must be considered, together with those of the country in which the interaction occurs.

Relations with healthcare professionals (HCP) and organizations (HCO)

We strive to respect the independence of the health care professionals (HCPs) and health care organizations (HCOs) with which we interact, ensuring that we do not influence their activities or decisions.

When we must use the expertise of an HCP or HCO, we formalize the terms of the collaboration in a contract that stipulates the scope of the services supplied and the documents expected.

Use of an HCP or HCO must be legitimate, and justified by the scientific, medical, or promotional purpose sought. The choice of HCP is made according to objective criteria relating to their qualification and skills as an expert in accordance with the expected legitimate requirements.

We ensure that the remuneration associated with the services of the HCP or HCO is reasonable, and compatible with market values.

When we finance hospitality costs these must comply with the applicable regulations and laws. We ensure that the hospitality meets legitimate, documented needs, at a reasonable level, and that the payments are made directly to the service providers chosen to organize the event. When HCPs are invited to scientific events, we undertake to comply with the laws, regulations and codes in force in the country where the HCP practices, but also in the country where the event is held.

We comply with the regulations governing the transparency of the declarations concerning payments relating to our interactions with HCPs or HCOs. ■

In practice

Q : I am a medical representative, and at my last visit a doctor let me understand that he could reconsider his prescription practices with regard to a Servier medicine in exchange for registration at a congress together with hospitality costs, including an invitation for his spouse. Can I accept?

A : No. Servier strictly prohibits offering any benefit to an HCP that might call into question his or her objectivity and independence. In the present case, this benefit is considered to be a prohibited gift.

Relations with patient groups

We interact with patients and patient groups with integrity, mutual respect, and transparency. We strive to safeguard their independence by avoiding any influence of their decisions or activities, and our sole goal is to contribute to the patient's medical benefit.

We strictly comply with the obligations of transparency resulting from the regulations in force.

We formalize our methods of interaction in the form of a written agreement justifying the legitimate requirement, with a benefit for the patient which is clearly identified.

Subsidies and potential gifts can be granted at the request of patients and patient groups, but cannot form an incentive to recommend or prescribe our medicines.

Any financial compensation granted to them in consideration for their services must be reasonable, and in accordance with the market value of the services rendered, and must have no promotional intent.

When scientific events are organized at our initiative or by third parties, we can pay for their hospitality costs if we prove that there is a legitimate interest.

The information exchanged with patients or patient groups relates essentially to knowledge of illnesses, questions of quality of life, and balanced and objective information on the available therapeutic treatments. When the information relates to medicines, it must be presented factually, not promotionally. ■

In practice

Q : I belong to the Servier Group medical department. I have been contacted by a patient group that wishes to receive a donation to pursue its activities. In return, I ensure that we shall be entitled to communications from this patient group promoting Servier products.

A : Patient groups must be independent at all times. Servier's actions towards these entities must remain disinterested, and must not be such that it influences any communication concerning our products and their use. These actions must be transparent and must be declared in accordance with the regulations in force.

Prevention of corruption and influence peddling

Corruption is defined as an action by which a person in a given office, whether public or private, seeks or accepts a gift, an offer or a promise, for the purpose of carrying out, delaying, or abstaining from carrying out an act which, directly or indirectly, forms part of their duties. Corruption includes payments known as facilitation payments, which are modest sums paid to a civil servant to obtain, in the normal course of business, performance of a "routine" action which the payer is entitled to expect.

Influence peddling is defined as an offer or the seeking of an undue advantage in order that a real or imagined influence is exercised for the purpose of obtaining from a person with a private or public office (holder of a public authority, or entrusted with a public service remit, or vested with a public elective mandate), in France or abroad, or in a public international organization, an undue benefit for the initial sponsor of the deed or for any other person.

Servier adopts an attitude of zero tolerance towards all forms of corruption or influence peddling, whether public or private, active or passive, direct or indirect. All forms of corruption through intermediaries by means of sums paid by Servier thus come within the category of acts of corruption.

We require our employees never to suggest, supply, offer, or receive undue benefits (such as a payment, a gift, a favor, an object of value, etc.) with the aim of influencing/being influenced by a civil servant, a public authority, or a business partner, to obtain or retain a commercial benefit or benefit of any kind whatsoever.

Corruption and influence peddling are criminal offences in many countries. Breach of the anti-corruption laws is severely sanctioned and can result in heavy fines and custodial sentences. It also has serious consequences, both economically and in terms of reputation, for the company. Acts of corruption distort the market and cause harm to our patients.

Employees must be aware that the notion of intention is important, in that an act of corruption can be established on the side of the corruptor even if the corrupt proposal has not been successful, as mere expression of it is sufficient to establish an offence. For a person who has accepted a corrupt offer, if the corruption proposal has been accepted, it is unimportant whether the acts undertaken by this person were futile or served no purpose.

If the rules relating to anti-corruption (including influence peddling) are not observed, employees of the Servier Group make the company liable, and lay themselves open personally to disciplinary sanctions which may go as far as dismissal, and also to civil and criminal prosecution. ■

In practice

Q : A marketing authorization application for one of the Servier medicines has just been submitted to the authorities of a foreign country. A person acting in the name of this authority proposes that we make a payment in addition to the one that we must make pursuant to statute, in order to receive an assurance that the marketing authorization for the product will be granted very rapidly. This request is sent to me. What should I do?

A : You must not accept such a request, which may prove to be a case of passive corruption, and should immediately inform your line manager.
If, after discussion with your line manager, you have doubts concerning the legitimacy of the act, you must submit your question to the legal and compliance departments, which will guide you concerning the actions to take. If you consider that your doubt has not been dispelled despite these opinions, you can refer the matter to Servier's whistleblowing system.

Prevention of conflicts of interest

A conflict of interest occurs when the personal interests of an employee or those around him or her are in contradiction with those of the company.

Servier guards its independence and that of its employees.

Servier's employees undertake to accomplish their professional mission in their employer's best interest, and not to serve any other competing interest which may affect their judgment and their loyalty. In particular, our employees undertake not to accept any benefits of any kind whatsoever from suppliers, such as benefits in kind, payments, gifts, invitations, or other favors which may affect the independence, impartiality, and objectivity of their judgment.

Similarly, the acquisition of any interest in a competitor company, whether or not including a professional activity, must be mentioned beforehand to their line manager to prevent any conflict of interest.

To prevent situations of conflict of interest, em-

ployees must be alert to situations in which the objectivity of their actions or professional decision-making might be questioned or disputed.

We expect all employees to make known any conflicts of interest that might affect the accomplishment of their missions. In the event of a doubt concerning the existence of a conflict of interest that might influence an employee's independence, impartiality, and objectivity, this employee must discuss the issue with his or her line manager or with the legal and compliance departments, to ensure that this situation is acceptable.

If it is not, Servier will take the appropriate and necessary measures to remedy the conflict of interest situation, pursuant to the applicable legislation (protection of private life and employment law).

A conflict of interest, whether potential or real, can substantially damage Servier's image and reputation, but also those of the employee involved. ■

In practice

Q : I work in the Servier purchasing department and my spouse works in a company that wishes to tender services to Servier. The bid presented by this company is a favorable one for Servier and I may be involved in the decision-making process due to my position. What must I do?

A : It is always important to declare all conflicts of interest, whether potential or real, as soon as possible, and to alert your line manager immediately concerning your potential conflict of interest. An appropriate solution can then be considered in regard to the situation, in particular that of removing you from involvement, either direct or indirect, in the decision-making process.

Information and promotion

Scientific information and promotion:

We undertake ethical promotion and scientific and medical communication in accordance with the applicable laws, regulations and codes, both internationally and regionally.

We observe the principles of intellectual honesty and fair dealing in the conduct of our research activities, to guarantee scientific integrity.

The scientific information that we deliver, and the promotion undertaken in relation to our products, are updated in regard to the state of our fair, objective, balanced, and reliable knowledge. It must be comprehensible and complete and such that it facilitates correct usage of our products.

Information by employees:

Servier employees must use social networks responsibly, taking account of potentially negative consequences for our image and reputation. All communications by such channels that involve Servier or are made in its name must comply with the established internal rules.

Sensitive information:

Information of a confidential or sensitive nature concerning Servier or held by it relating to its employees or a third party must be protected until it becomes public.

The asset value of sensitive information of any kind, whether scientific, commercial, technical, or other, means that it must be protected to regulate its distribution, and to prevent any involuntary disclosure or disclosure contrary to our confidentiality undertakings with our partners.

Adverse event reporting:

All our employees undertake to inform the pharmacovigilance department of any adverse events brought to their attention and relating to use of one of our products, in order to meet Servier's obligation to protect the safety of its products for the benefit of patients. ■

In practice

Q : An entity outside Servier has praised one of our prescription medicines, using Twitter. As the product leader I welcome this comment, and wish to take advantage of it to reply publicly, adding information on the efficacy of our product, by using the company's Twitter account. Is this possible?

A : Communication on prescription products, and promotion of them, is strictly regulated. In this precise case this tweet could be perceived as an illegal promotion to the general public. Before making a comment on a social network that would make the company liable, contact the legal and compliance departments.

Compliance with competition rules

We undertake not to observe any practice that would hinder fair competition in order to protect a competitive market.

We comply with the competition rules in force in all countries where we operate, and we expect all our employees and partners to comply strictly with them. Failure to comply with the competition rules can lead to fines, potentially substantial damages, and criminal sanctions for the Group and for any implicated individuals.

Offences may be committed either through relations maintained with our competitors ("horizontal" agreements, commonly called "cartels"), or through those with our suppliers and clients ("vertical" agreements).

It is prohibited to enter into dialogue with a competitor, particularly concerning Servier's pricing policies, tender invitations, market distribution, or confidential strategic or financial information. ■

In practice

Q : A friend has a position equivalent to mine in a company in competition with Servier. I have learnt that his company and Servier both intend to participate in a tender process for the sale of medicines to a hospital. Can I discuss the pending tender process with him?

A : You must avoid speaking with your friend about this pending tender process. You must be extremely careful when you discuss subjects relating to prices with a competitor of Servier. If you have questions relating to the anti-trust laws in force you can contact Servier's legal and compliance departments.

Protection of personal data

Personal data are data that enable an individual to be identified directly or indirectly.

We undertake to respect the private lives of our employees (including service providers, temporary personnel, and trainees), and of all third parties with which we interact (patients, HCOs, and business partners), in all countries where we conduct business.

We undertake to protect the confidentiality and safety of the confidential and personal data, which we hold pursuant to the laws and regulations in force. The individuals in question hold a right of inspection regarding collection, use, and storage of personal data that we collect. We must use the data with a defined and legitimate aim, and keep them only for the period required for the purpose of the processing for which they were gathered, and pursuant to the applicable regulations.

To be able to comply with the European data protection regulations from May 2018, Servier has chosen to adopt binding corporate rules, which will apply to all data transfers from its European subsidiaries to another subsidiary in the Group outside the EU. ■

In practice

Q : A member of my family, who does not work at Servier, has asked me for the email address of one of my colleagues for professional use. Can I send it to him?

A : An email address is personal data. You must consider the question of data protection before sending any type of information. You must always obtain the agreement of the person concerned before sending personal data relating to him or her.

Relations with our partners

We ensure that we act in an ethical and professional manner with our business partners, and that we work with honesty and integrity in our professional and commercial interactions.

We strive to work only with partners that are able to observe the same level of ethical and professional standards, and are able to comply with the regulations, codes, and contracts applicable to the professional relations held. A prior analysis is made with the partners, to check their integrity, capacities, and abilities to honor the defined contractual relationship.

In the event of an established problem relating to a partner, corrective actions are established to protect Servier's interests. ■

In practice

Q : I am responsible for organizing an event, which is to be held shortly. Bearing in mind the permitted deadlines, I wish to use a new agency, which is known for the speed of its delivery. Can I contract directly with this new agency?

A : Before commencing relations with any new partner, verification operations and administrative formalities must be completed.

Relations with public authorities

We interact with governmental entities and regulatory authorities in an honest, independent, transparent manner, and in accordance with the regulations in force. Any hindrance to compliance with these principles would put Servier at risk of substantial penalties.

We undertake to communicate the information required by the applicable regulations, whether in terms of declarations, applications for authorization, or reporting.

During audit operations we co-operate with the authorities and communicate the requested information reliably and comprehensively. ■

In practice

Q : An administrative investigation leads to the inspection of our premises.
Must I avoid communicating information that does not seem to meet the legal obligations in full?

A : No. You must cooperate with the authorities by sending all the requested documents. No document must be deliberately concealed, modified, or deleted. Our actions must be undertaken transparently.

Compliance with international sanctions and embargo measures

Certain international transactions may be regulated, or prohibited, under provisions of international sanctions established by the UN or certain states, and in particular the limitation or prohibition of the import/export of certain products from/to certain countries, or alternatively the presence of certain individuals or legal entities in certain lists (in particular United States or European Union lists).

We ensure that checks are carried out before undertaking transactions that are subject to these international regulations.

We ensure that we comply with international sanctions and embargo or restriction measures, including with regard to persons who may intervene on our behalf.

We require our employees to comply with these regulations in all circumstances. ■

In practice

Q : I have to prepare the documents required for the dispatch of a cross-border package. What principles must I bear in mind when organizing this dispatch?

A : All employees requesting goods shipments are responsible for the provision of complete and accurate information to process these shipments. You must be aware that there are restrictions and prohibitions for the dispatch of certain packages to certain countries.

Financial integrity

We undertake to hold, present, and communicate financial information that is complete, honest, accurate, and fair, in order to give a faithful and adequate picture of our activities.

Our financing operations and movements of products are faithfully recorded in our accounts. We meet all our accounting, tax, and banking obligations with the highest level of monitoring and rigor.

We meet the data disclosure obligations in accordance with the regulations relating to the principles of transparency.

We require our employees to avoid all actions or omissions that might lead to, or be perceived as, a dissimulation of acts of misappropriation.

Any recording or production of false or fictitious transactions is prohibited. ■

In practice

Q : In connection with my work, I took several business trips last month. For this reason I have many expense receipts from hotels where I stayed. One of my colleagues, who travels regularly, is advising me to add fictitious costs to my last invoice to increase the reimbursement made to me. According to him this would go unnoticed. Is it authorized?

A : No. Falsification of expense receipts is strictly prohibited and puts the employee at risk of disciplinary sanctions.

Servier Ethics Line

Servier encourages positive dialogue within the company. Taking a constructive approach, employees are asked to inform their line manager of any concerns they may have, or make them known through any other customary communication channels.

Employees can also communicate concerns of ethical nature through Servier's Ethics Line accessible using the link: servier.whispli.com/ethicsline or by sending an e-mail to the following address: ethics@servier.com.

Servier encourages employees to first contact their line management, or to use usual communication channels.

All employees who reveal or indicate, acting in good faith and in a disinterested manner, a breach or fact that may be contrary to the values, principles, or regulations and laws applicable to Servier, or a threat or serious prejudice of general concern, of which they have had knowledge personally, are considered to be whistleblowers.

Alerts will be processed in accordance with the Ethics Line procedure in vigour in the country where the employee is located. Servier undertakes to protect whistleblowers against retaliation, in accordance with the regulations applicable to them.

Why is this system important?

This system guarantees that Servier is attentive, at all hierarchical levels, to its compliance with all applicable regulations and standards, and with its own values. All employees who communicate facts that may be contrary to the values, principles, or regulations applicable to Servier act in the interests of Servier and its employees.

By issuing an alert, provided I am acting in good faith, and in a disinterested manner, and provided I have personal knowledge of a possible breach, I can help Servier:

- To clarify and define actions that I feel to be high-risk ones
- To prevent or detect high-risk actions
- To remedy breaches of Servier's compliance obligations
- To maintain a healthy and fulfilling working environment
- To safeguard the company's long-term interests and stability



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October 2018
 Version 1.0

