



# VENDOR AND SUPPLIER CODE OF CONDUCT SEPTEMBER 2024

## VALUES DEFINE US

At SK Life Science, Inc., (hereafter known as “SKLSI” or “Company”) we aim to embody our core values:



SKLSI is committed to maintaining the highest standards of legal and ethical conduct, and we expect the same of our vendors (“Vendors”). This Vendor and Supplier Code of Conduct (hereafter known as “Vendor Code”) reflects the business practices and principles of behavior that support this commitment. We expect each Vendor with whom we do business with to read, understand and agree to the Vendor Code and its application to the execution of their responsibilities.

### Scope

The provisions of this Vendor Code convey SKLSI’s expectations for all suppliers with whom it does business. SKLSI expects that these principles apply to suppliers and their supporting subcontractors. The provisions included in this Vendors Code provide the minimum standards expected of Vendors to SKLSI. Failure to comply with these principles will be a factor in determining any further engagement with a Vendor.

### Management, Monitoring and Evaluation

At minimum, SKLSI expects that Vendor have met the standards described in this Vendor Code. SKLSI expects its Vendors will have appropriate management systems related to the content of this Vendor Code, and that they actively ensure alignment with the principles set forth in the Vendor Code. SKLSI may take various supporting actions, including, requesting Vendors to periodically certify compliance with this Vendor Code and, in some cases, to conduct on-site evaluations and inspections of Vendor facilities and those of their subcontractors.

## COMPLIANCE AND ETHICAL MANAGEMENT

SKLSI expects its Vendor to conduct business in an ethical manner and act with integrity. This is supported by the below areas:

### Anti-Bribery and Anti-Kickback Policy

As outlined in our Code of Conduct, SKLSI conducts business in accordance with the highest ethical standards. This includes compliance with laws and regulations that make it illegal to give or offer to give anything of value (including money, gifts, or services) to influence business acts or decisions, or to secure any improper advantage

to obtain or retain business. Vendors conducting business on behalf of SKLSI are required to conduct all business ethically and in accordance with all applicable anti-bribery and anti-corruption (ABAC) laws and regulations in the jurisdictions in which SKLSI does business, including, but not limited to:

- United States (U.S.) Foreign Corrupt Practices Act (FCPA)
- U.S. Anti-Kickback Statute (AKS)
- United Kingdom (U.K.) Bribery Act
- South Korean Act on the Prohibition of Improper Solicitations and the Receipt/Offer of Money or Things of Value
- Legislation implemented under the Office of Economic Cooperation and Development Convention on Combating Bribery of Foreign Officials in International Business Transactions (OECD Convention)

## Conflict of Interest Policy

Vendors must disclose to SKLSI management any potential, perceived or actual conflicts of interest that could impact business relationships with SKLSI. SKLSI will review all such situations and document any potential conflicts if a business relationship proceeds. A conflict of interest could arise under multiple scenarios, including but not limited to:

- Personal Relationships - A Vendor employee or representative should never be in a position to report to, supervise, hire, or promote an individual, or award business to a firm, with whom there is a close personal relationship. Giving any advantage (or disadvantage) based on a personal relationship is prohibited.
- Personal Investments or Financial Interests – A Vendor employee or representative’s personal financial decisions must not create situations that conflict or appear to conflict with their responsibilities to SKLSI. Each Vendor employee or representative must disclose any material or financial interest or investment held by the employee or representative, their household, or close relative, in any company that currently conducts or seeks to conduct business with SKLSI; Is a direct competitor of SKLSI; or has the potential to affect SKLSI’s reputation.

## Fair Competition and Confidentiality

Vendors are expected to conduct their business in compliance with applicable fair competition and anti-trust laws, and fair business practices.

Vendors should not disclose publicly any confidential or proprietary information related to any aspect of SKLSI’s business and must not use any confidential or proprietary information for any purpose other than in providing services to SKLSI.

## Data Privacy and Security

Vendors will collect, use, retain and disclose any personal data arising from or related to their engagement with SKLSI in a legal, transparent, and secure manner in order to minimize the adverse impact on the rights of data subjects.

Vendors will ensure personal data is:

- ✓ Only used for necessary business purposes, in accordance with any applicable laws
- ✓ Secure and protected from unauthorized use, loss, misuse, theft, fraud, improper access, disclosure, alteration, or removal by having in place effective security measures to protect personal data
- ✓ Only accessed by appropriately trained individuals with a representative appointed to oversee it for the purposes of data protection and privacy
- ✓ Never transferred to another party without our prior express written consent.

If confidential information is to be shared with a third party, then you must ensure that any disclosure is strictly limited to individuals who have a “need to know” or otherwise used as directed by SKLSI.

## Pharmaceutical Laws

Vendors should be aware of and comply with applicable laws and regulations relating to the pharmaceutical industry. Specifically, Vendors should comply with the good manufacturing practices, good clinical practices and good laboratory practices requirements in their respective countries.

## Trade

Vendors should comply with all applicable import and export controls, sanctions, and other trade compliance laws of the country(ies) where the transaction(s) occur(s).

## Marketing and Promotional Practices

All marketing and promotional materials and activities should conform to high ethical, medical, and scientific standards, and comply with all applicable laws, regulations, guidelines and industry codes (including the PhRMA Code).

## Interactions with Healthcare Professionals or Patients

When interacting with health care professionals or patients on behalf of SKLSI, Vendors should conduct such interactions in an ethical manner and in compliance with applicable laws, regulations, guidelines and industry codes (including the PhRMA Code).

## Clinical Trials

When engaged in clinical trials on behalf of SKLSI, all clinical trials will be conducted in accordance with the global standards of Good Clinical Practices, applicable local legal and regulatory requirements, and following the ethical principles that have their origin in the Declaration of Helsinki as promulgated by the World Medical association (WMA).

## Scientific Integrity and Animal Welfare

Vendors should conduct research and development with uncompromised ethical integrity and consistent with applicable laws, regulations and practice guidelines, including but not limited to Good Laboratory Practices,



Good Clinical Practices and Good Animal Welfare Practices. Animals should be treated humanely, with pain and stress minimized. Animal testing should be performed after consideration to replace animals, reduce the numbers of animals used or refine procedures to minimize distress. Alternatives should be used wherever scientifically valid and acceptable to regulators.

## Product Quality

Vendors involved in the supply, manufacturing, packaging, testing, storage and distribution of materials and/or products on behalf of SKLSI will ensure compliance with applicable quality regulations and adhere to current GMP (Good Manufacturing Practices) requirements for the markets in which the products are manufactured, registered and distributed.

## Financial and Business Recordkeeping

Vendors of SKLSI must maintain all financial books and records in conformance with generally accepted accounting principles. Business and financial records must be accurate, legible, transparent and reflect actual transactions and payments.

## Intellectual Property

Vendors will respect SKLSI's intellectual property rights, protect SKLSI's trade secrets and confidential information, and safeguard SKLSI information. Vendors are expected to respect the intellectual property rights of third parties when conducting work with SKLSI.

## Raising Awareness and Concerns

Vendors may contact SKLSI with any questions or concerns related to this Vendor Code. Vendors may report a violation or suspicion of a violation through the Company's anonymous Helpline. Vendors are responsible for communicating the provisions of this Vendor Code to their employees (including temporary staff) and any sub-contractors.

## Speak Up

If you are aware of or suspect a violation has occurred, you have a duty to seek guidance or report the concern. We encourage you to raise questions or concerns by contacting Legal or Compliance. SKLSI will make every reasonable effort to protect your identity if you wish to remain anonymous, except as required by law or as be necessary to investigate. Please bear in mind that providing your name along with a report will assist any the Company to fully investigate and address your concerns.

You may also report these potential violations or concerns confidentially and anonymously by:

- Calling: **833-490-0007**
- Visiting: [www.lighthouse-services.com/sklsi](http://www.lighthouse-services.com/sklsi) or <https://ethics.sk.co.kr/>
- Emailing: [reports@lighthouse-services.com](mailto:reports@lighthouse-services.com) (please include “SKLSI” in the subject line)

## HUMAN RIGHTS AND LABOR

### Voluntary Employment

Vendors will not use forced, bonded, indentured, trafficked or non-voluntary labor.

### Child Labor and Young Workers

Vendors will not use child labor. The employment of young workers below age 18 should not occur in a hazardous work or night shift work and should only be allowed when young workers are above a country’s legal age for employment, or the age established for completing compulsory education.

### Non-Discrimination and Fair Treatment

Vendors must comply with all applicable employment laws and regulations and will provide a workplace free of harassment and discrimination. Vendors will not discriminate against individuals based on race, color, age, pregnancy, gender, sexual orientation, ethnicity, disability, religion, political affiliation, marital status, or other reasons prohibited by law. Vendors will provide a workplace free of inhumane treatment including, sexual harassment, sexual abuse, corporal punishment, mental or physical cruelty or verbal abuse of workers.

### Wages, Benefits and Working Hours

Vendors will pay workers at least the applicable minimum wages, overtime hours and mandated benefits required by local laws. Local legislation and collective bargaining agreements regulating hours of work will be followed.

## Freedom of Association

Vendors will have communication and direct engagement with their workers to resolve workplace and compensation issues. Vendors will respect the rights of their workers, as set forth in local laws, to associate

## ENVIRONMENT, HEALTH AND SAFETY

freely, join or not join labor unions, seek representation, join workers' councils and bargain collectively.

Today, Environmental, Social, and Governance (ESG) factors drive our societal responsibilities. Together with our economic achievements, our ESG performance creates a holistic vision of our company's social value and long-term sustainability. SKLSI upholds the responsibility of making positive impact on health for humanity. Our sustainability management aims to build trust with our stakeholders including customers, shareholders, partners, and communities.

## Waste, Emissions, Spills and Releases

Vendors will have systems in place to ensure the safe handling, movement, storage, recycling, reuse, or management of waste, air emissions and wastewater discharges. Any waste, air emissions or wastewater with the potential to adversely impact human or environmental health will be appropriately managed, controlled and treated prior to release into the environment. Vendors will have systems in place to prevent and mitigate accidental spills and releases to the environment.

## Conflict Materials and Restricted Substances

Vendors will safeguard and make sure that they use and import minerals and metals from responsible sources only. This applies especially to what are known as conflict minerals and metals, and concentrates containing tin, tantalum, tungsten or gold (3TG)

## Worker Protection and Safety

Vendors will understand relevant workplace hazards and effectively communicate such hazards and related protection to all potentially impacted workers. Vendors will aim to protect workers from overexposure to chemical, biologic, and extreme cold or heat conditions in their workplace.

## GOVERNMENT AND MANAGEMENT SYSTEMS

Vendors shall use management systems to facilitate compliance and continual improvement with these principles.

## Documentation

Vendors will maintain documentation necessary to demonstrate conformance with these expectations, and compliance with applicable regulations.

## Audits and Assessments

Vendors must perform periodic evaluations of its facilities and operations to ensure compliance with this Vendor Code and applicable laws and regulations. Vendors will permit SKLSI and third parties designated by SKLSI to periodically evaluate Vendor's facilities and operations. Vendors must have a process for timely correction of any deficiencies or violations identified by an internal or external audit, assessment, inspection or investigation.

## Risk Management

Vendors will have mechanisms to determine and manage risks in all areas addressed by this document and review them at least once a year as well as on an ad hoc basis if the risk situation has significantly changed or expanded.

## Business Continuity

Vendors should develop and implement appropriate business continuity plans for operations supporting SKLSI's business. These plans should be designed and kept current to promptly recover and restore partially or completely interrupted critical functions to minimize disruption to SKLSI business and protect SKLSI's reputation. Vendors should ensure appropriate security for any IT systems storing SKLSI information to mitigate hacking or other intrusion risks and should take appropriate steps to educate their workers regarding mitigation or IT security risks (such as phishing).

## Communications

Vendors should have appropriate mechanisms to communicate these obligations to their workers.



## Business Practice & Ethical Practices Pledge

We represent and warrant that (i) there are no violations of applicable laws and business practices or, in particular, the below unethical acts in clauses A-D (hereinafter referred to as "**Unethical Conduct**") in any past business relationship with SKLSI (unless there was a sanction from SKLSI and the period of any such sanctions has expired), and (ii) in conducting future transactions (including all current transactions with SKLSI), we pledge to use commercially reasonable efforts to prevent violation of applicable laws and commercial practices or Unethical Conduct in connection with the performance of services to SKLSI. In addition, we will use commercially reasonable efforts to assure that we will not knowingly engage in any Unethical Conduct that adversely affects our corporate ethics and credibility.

A. Act of offering money, valuables, entertainment, hospitality, and other monetary or non-monetary benefits to the executives and/or employees (or the family of such executives or employees) of SKLSI or its affiliates, including:

- (1) Acts of entertainment or hospitality in violation of social norms
- (2) Offering money, loans, securities, or other goods or personal services without any reasonable basis for such or on other than fair terms
- (3) Write-off of debt or repayment of debt to a third party, atypical movable/real estate transactions
- (4) A loan coupled with a transaction to provide collateral for any personal services
- (5) Promise, etc. to guarantee the future (employment and job placement after retirement, conclusion of a transaction contract, etc.), regardless of the form of any other contract

B. Unfair acts, such as bid rigging with competitors

C. Intentionally making a false statement or omission of material information in relation to the conclusion of a contract

D. Other acts that constitute criminal offenses against SKLSI