

WHISTLEBLOWING POLICY OF NORGINE

LAST UPDATED: 23 AUGUST 2023

1. Policy Statement

- 1.1 It is the policy of Norgine B.V. and its affiliates (excluding any entity above the level of Spinnaker Topco Limited) (collectively, “**Norgine**”) to comply with all applicable whistleblowing laws in all countries in which Norgine does business, both directly and indirectly through a third party (as defined below).
- 1.2 This Policy addresses what we must do in order to comply with those laws. This Policy should be read in combination with the Norgine Business Code.
- 1.3 We are committed to conducting our business with honesty, integrity and transparency, and we expect all Norgine Personnel to maintain high standards of legal and ethical conduct in accordance with the Norgine Business Code. A culture of openness and accountability is essential in order to prevent wrongdoing, such as illegal or unethical conduct, and to address such situations promptly if they do occur.
- 1.4 Norgine takes a zero-tolerance approach to wrongdoing, including any detrimental treatment of a whistleblower as a result of raising a genuine concern in respect of suspected or actual wrongdoing.

2. About this Policy

- 2.1 The purpose of this Policy is:
 - (a) To encourage Norgine Personnel to report known or suspected wrongdoing as soon as possible, in the knowledge that their concerns will be taken seriously and investigated as appropriate, and that their confidentiality will be respected.
 - (b) To provide Norgine Personnel and third parties engaged by Norgine with guidance as to how to raise those concerns.
 - (c) To reassure Norgine Personnel that they should be able to raise genuine concerns without fear of reprisals, even if they turn out to be mistaken.
- 2.2 In this Policy, “third party” means any individual or entity that Norgine Personnel come into contact with during the course of their work for or on behalf of Norgine, and includes actual and potential clients, customers, agents, partners, distributors, licensees, contractors, suppliers, professional advisers, consultants, business contacts, and government and public bodies, including their advisers and representatives, officials, politicians and political parties.
- 2.3 Annex 1 to this Policy contains the Whistleblowing Transparency Notice, which explains what personal information will be collected from you when you use one of the Internal Reporting Channels and how it will be used in compliance with article 13 EU GDPR and other applicable data privacy laws.

2.4 This Policy does not form part of any contract of employment or other contract to provide services, and we may amend it at any time.

3. Who does this Policy apply to and how will it be communicated?

3.1 This Policy applies to all directors, officers and employees of Norgine (whether their role is permanent or temporary) (collectively, “**Norgine Personnel**”).

3.2 This Policy also applies to former Norgine Personnel, persons seeking employment or engagement with Norgine and third parties engaged by Norgine who wish to make a report or provide information in relation to their engagement with Norgine.

3.3 Norgine Personnel will be provided with a copy of this Policy on or before onboarding/the start of Norgine’s engagement with them and as appropriate after that. A copy of this Policy is also available on Norgine’s eGSOP training platform, on the Norgine Compliance SharePoint site and on Norgine’s website.

3.4 Norgine Personnel should share a copy of this Policy or direct third parties to Norgine’s website at the outset of our business relationship with them and as appropriate after that.

4. Who is responsible for this Policy?

4.1 The Board of Directors of Spinnaker Topco Limited (the “**Board**”) has overall responsibility for ensuring that this Policy complies with our legal and ethical obligations, and that all Norgine Personnel comply with it. The Board has delegated oversight over this Policy and its implementation to the Chair of the Audit and Risk Committee.

4.2 Norgine’s Compliance Management Committee has primary and day-to-day responsibility for the implementation and effective operation of this Policy, and for regularly monitoring the Policy’s use and effectiveness, including the review of the effectiveness of actions taken in response to concerns raised under this Policy. The Compliance Management Committee ensures that regular and appropriate training is provided to all Norgine Personnel who may deal with concerns or investigations under this Policy.

4.3 This Policy is reviewed at least annually by the Compliance Management Committee.

4.4 Management at all levels is responsible for ensuring that those reporting to them understand and comply with this Policy and are given adequate and regular training on it as is deemed appropriate.

5. What is whistleblowing?

5.1 **Whistleblowing** is the disclosure of information which relates to known or suspected wrongdoing that has occurred or is likely to occur, including attempts of wrongdoing and measures intended to conceal wrongdoing. Relevant wrongdoing may include:

- (a) criminal activity;
- (b) failure to comply with any legal obligation, regulatory requirements or any applicable code of conduct in the pharmaceutical industry;
- (c) miscarriages of justice;

- (d) danger to health and safety;
- (e) damage to the environment;
- (f) bribery (including any breach of our Anti-bribery and Corruption Policy);
- (g) facilitating tax evasion (including any breach of our Anti-facilitation of Tax Evasion Policy);
- (h) financial fraud or mismanagement (including any breach of our Anti-money Laundering and Counter-terrorist Financing Policy);
- (i) breach of our internal policies and procedures (including the Norgine Business Code); and
- (j) unauthorised disclosure of personal data or confidential information.

5.2 A **whistleblower** is a person who raises a genuine concern relating to any of the above. A concern is genuine if the reporting person had reasonable grounds to believe that the reported information was true at the time of reporting. If Norgine Personnel have any genuine concerns related to suspected wrongdoing or danger affecting any of Norgine's activities they must report it under this Policy.

5.3 This Policy should not be used for complaints relating to the own personal circumstances of Norgine Personnel, such as the way you have been treated at work. In those cases Norgine Personnel should discuss the matter with their Line Manager or the HR Department, or use the respective local Grievance Procedure. If a complaint relates to Norgine Personnel's own personal circumstances but includes wider concerns regarding one of the areas set out at paragraph 5.1 above (for example, a breach of our internal policies), you should discuss with one of the individuals listed in Section 7 below which route is the most appropriate.

5.4 If you are uncertain whether something is within the scope of this Policy you should seek advice from one of the individuals listed in Section 7 below.

6. Your responsibilities

Norgine Personnel must:

- (a) read, understand, comply with, and avoid any activity that might lead to a violation of, this Policy;
- (b) report any suspected or actual wrongdoing and are encouraged to do so by using this Policy;
- (c) treat any information they receive about an investigation under this Policy, including the identity of a whistleblower and of any third party mentioned in a whistleblower's report, as confidential; and
- (d) not engage in any retaliation or other detrimental treatment in respect of a whistleblower as a result of a concern being raised.

7. Raising a whistleblowing concern

7.1 We hope that in many cases Norgine Personnel will be able to raise any concerns with their Line Manager or a member of the HR Department. They may be able to agree a way of resolving your concern quickly and effectively. In some cases they may refer the matter to one of the Internal Reporting Channels listed in Section 7.2 below. However, where the matter is more serious, or where Norgine Personnel feel that their

Line Manager or the HR Department has not addressed the concern, or prefer not to raise it with them for any reason, they should direct their concern to one of the Internal Reporting Channels listed in Section 7.2. Third parties should always use one of the Internal Reporting Channels listed in Section 7.2 below.

7.2 “**Internal Reporting Channels**” are any of the following:

- (a) The central mailbox for whistleblowing: whistleblowing@norgine.com;
- (b) the Whistleblowing Contact Form, which can be accessed at <https://norgine.com/whistleblowing-online-form>;
- (c) the Compliance Manager;
- (d) the Chief Legal Officer;
- (e) the Chief Financial Officer; and
- (f) the Senior Director, Due Diligence.

Details on how third parties can contact the Internal Reporting Channels are available on Norgine’s website at www.norgine.com/compliance-overview within the whistleblowing section. Additional contact details for the Internal Reporting Channels specifically for Norgine Personnel are available on the Norgine internal SharePoint Compliance site or can be requested from the Compliance Management Committee.

7.3 You may contact any Internal Reporting Channel in person or in writing, including by email or via the Whistleblowing Contact Form. Norgine Personnel may also contact any Internal Reporting Channel by telephone. Where reports are made by telephone, including voice messaging, we may with your consent document your report by way of a voice recording of the conversation or a transcript. Otherwise, we will prepare minutes of the conversation. You will have the opportunity to review and request changes to the draft transcript or minutes, as applicable, and agree the final version by signing it.

7.4 You may make your report in the language of any country in which Norgine has a presence. Where the person receiving the report does not speak the language in which the report was made, Norgine will arrange for your report to be translated and, if appropriate, include a third person on the investigation team who possesses the required language capabilities.

7.5 Norgine will acknowledge receipt of your report within seven days. The person receiving your report will follow up on your report and if appropriate, arrange a meeting with you as soon as possible to discuss your concern. You may also request that a meeting is arranged, which will take place within 14 days of your request. Depending on your preferences, this can be held in person or by video or telephone conference. You may bring a colleague to any meetings under this Policy. Your companion must respect the confidentiality of your disclosure and any subsequent investigation.

7.6 If a meeting is held pursuant to Section 7.5 above, Norgine may with your consent document the meeting by way of a voice recording or a transcript. Otherwise, we will take down written minutes of the meeting. You will have the opportunity to review and request changes to the draft transcript or minutes, as applicable, and agree the final version by signing it. Norgine will also aim to give you an indication of how we propose to deal with the matter.

7.7 Norgine will keep records of all reports received under this Policy in accordance with our Document Retention Policy and requirements under applicable law.

8. Confidentiality

8.1 Norgine hopes that anyone using this Policy will feel able to voice whistleblowing concerns openly. However, if you want to raise your concern confidentially, we will ensure that your identity and the identity of any third party mentioned in your report is protected. If it is necessary for anyone investigating your concern to know your identity or the identity of any third party mentioned in your report, we will discuss this with you.

8.2 Unless Norgine has your explicit consent in writing or are required to do so by law, we will not disclose or allow access to your report, your identity or the identity of any third party mentioned in your report to any person other than those investigating your concern or implementing any remedial actions as a result of your report. If we are required to make a disclosure, we will inform you of this prior to making the disclosure and provide you with the reasons for the disclosure, to the extent we are permitted to do so.

8.3 Norgine does not encourage Norgine Personnel or third parties to make disclosures anonymously, although we will make every effort to investigate anonymous disclosures diligently. If you wish to report anonymously, you may do so by using the Whistleblowing Contact Form which can be accessed at <https://norgine.com/whistleblowing-online-form>. You should be aware that proper investigation may be more difficult or impossible if we cannot obtain further information from you. It is also more difficult to establish whether any allegations are credible. Norgine encourages whistleblowers who are concerned about possible reprisals if their identity is revealed to come forward to one of the individuals listed in paragraph 7 and appropriate measures can then be taken to preserve confidentiality.

9. Investigation and outcome

9.1 Once you have raised a concern, Norgine will carry out an initial assessment to determine the scope of any investigation and potential follow-up measures. Norgine Personnel may be required to attend additional meetings or asked to provide further information.

9.2 When we have concluded our initial assessment, Norgine will inform you of the outcome, including any actions taken or planned as a result of your report. While the duration of the initial assessment will vary depending on the complexity of the concern, Norgine will provide you with feedback no later than three months from the date you raised your concern. The feedback may be preliminary if the investigation is not concluded by this time. In such case Norgine will also give you an indication when you may receive further feedback.

9.3 In some cases Norgine may appoint an investigator or team of investigators including Norgine Personnel or external advisors with relevant experience of investigations or specialist knowledge of the subject matter. The investigator(s) may make recommendations to enable Norgine to minimise the risk of future wrongdoing.

9.4 Norgine will keep you informed of the progress and outcome of the investigation and its likely timescale. However, sometimes the need for confidentiality or legal requirements may prevent Norgine giving you specific details of the investigation, an

outcome or any disciplinary action taken as a result. You should treat any information about the investigation as confidential.

- 9.5 If Norgine concludes that a Norgine Personnel whistleblower has made false allegations maliciously, the whistleblower will be subject to disciplinary action and may also be punishable by law.

10. If you are not satisfied

- 10.1 While Norgine cannot always guarantee the outcome you are seeking, Norgine will make every effort to deal with your concern fairly and in an appropriate way. By using this Policy, you can help us to achieve this.

- 10.2 If you are not happy with the way in which your concern has been handled, you can raise it with one of the other contacts in paragraph 7. Alternatively, you may contact the Chair of the Audit and Risk Committee. Contact details are available on Norgine's website at www.norgine.com/compliance-overview within the whistleblowing section, on Norgine's internal SharePoint Compliance site, or can be requested from the Compliance Management Committee.

11. External disclosures

- 11.1 The aim of this Policy is to provide an internal mechanism for reporting, investigating and remedying any wrongdoing in the workplace. In most cases you should not find it necessary to alert anyone externally.

- 11.2 The law recognises that in some circumstances it may be appropriate for you to report your concerns to an external body such as a regulator or other competent national authority and you are not required to first raise your concern internally before doing so. It will very rarely if ever be appropriate to disclose your concern publicly, such as by alerting the media, and in most cases you will not be protected unless you have first reported your concern either internally under this Policy or to a designated external body. The laws and protections offered to persons reporting to an external body or publicly vary from country to country. We strongly encourage you to seek independent advice before reporting a concern to anyone external.

- 11.3 Most countries in which Norgine has a presence have designated specific authorities who operate external reporting channels. The Compliance Management Committee maintains and regularly updates a list of the local designated authorities and external reporting channels. Processes for making a report vary depending on the country and local authority to which you wish to make a report. If you need assistance in identifying the relevant local authority and process, please contact a member of the Compliance Management Committee.

- 11.4 Whistleblowing concerns usually relate to the conduct of Norgine Personnel, but they may sometimes relate to the actions of a third party with whom we interact. In some circumstances the law will protect you if you raise the matter with the third party directly. However, we encourage you to report such concerns internally first, in line with this Policy. You should contact your Line Manager, the HR Department or one of the Internal Reporting Channels for guidance.

12. Protection and support for whistleblowers

- 12.1 It is understandable that whistleblowers are sometimes worried about possible repercussions. We aim to encourage openness and will support Norgine Personnel who raise genuine concerns under this Policy, even if they turn out to be mistaken.
- 12.2 Whistleblowers must not suffer, and Norgine takes a zero-tolerance approach to, any detrimental treatment as a result of raising a concern, including threats and attempts of retaliation. Detrimental treatment includes suspension or dismissal, disciplinary action, coercion, intimidation or harassment, withholding of promotion, permanent position or training, demotion or change in duties or other working conditions, discrimination, or other unfavourable or unfair treatment connected with raising a concern. If you believe that you have suffered any such treatment, you should inform your Line Manager, the HR Department or one of the Internal Reporting Channels immediately. If the matter is not remedied you should raise it formally using the respective local Grievance Procedure.
- 12.3 Norgine Personnel must not threaten or retaliate against whistleblowers in any way. If you are involved in such conduct you will be subject to disciplinary action.

Annex 1

Whistleblowing Transparency Notice

Last updated: 23 August 2023

1. Introduction

Norgine B.V. and its affiliates (excluding any entity above the level of Spinnaker Topco Limited) (collectively, “Norgine”) take the protection of personal data very seriously. This Annex explains what personal information will be collected from you when you use one of our Internal Reporting Channels (as defined in the Whistleblowing Policy) and how it will be used. We will ensure compliance with the applicable data protection regulations as well as ensure the confidentiality, integrity and availability of your data by implementing the appropriate security and organisational measures.

2. Responsible (Data Controller) for the processing of personal data is

Norgine B.V.
Antonio Vivaldistraat 150, 1083 HP Amsterdam, The Netherlands
www.norgine.com

The Data Protection Officer (DPO) of Norgine is FIRST PRIVACY GmbH who can be reached at office@first-privacy.com.

3. Categories of personal data

You may issue your report via one of our Internal Reporting Channels set out in the Whistleblowing Policy without providing personal data. You may, however, also wish to voluntarily disclose personal data as part of the whistleblower process, in particular information about your identity, first and last name, country of residence, telephone number or e-mail address as well as data related to your report.

In principle, we do not request or process any special categories of personal data, e.g., information on racial and/or ethnic origin, religious and/or ideological convictions, trade union membership or sexual orientation. You may consider appropriate and relevant to disclose such special categories of personal data.

The report you share may also contain personal data of third parties to whom you refer in your report. These persons may be given the opportunity to comment on your information. In this case, we will inform the persons concerned about the information. In this case, too, your confidentiality may be preserved – as far as legally possible – and your information will be used in such a way that your anonymity is not endangered.

4. Purpose and legal basis of the processing

The Internal Reporting Channels enable you to contact us and report any compliance or legal violations. We process your personally identifiable information in order to investigate the reports you make and to investigate suspected breaches of compliance and law. Protecting the confidentiality, integrity and availability at all times of the information (both personal and non-personal data) is of paramount importance to Norgine.

Your personal data will be processed on the basis of your consent given when you complete and send us the Whistleblowing Contact Form (Art. 6 para. 1 lit. a European General Data Protection Regulation, GDPR).

Furthermore, we process your personal data insofar as this is necessary for the fulfilment of legal obligations. In particular, this includes reports of criminal, competition and labour law relevant facts (Art. 6 para. 1 lit. c GDPR).

Finally, your personal data will be processed if this is necessary to safeguard the legitimate interests of the Norgine or a third party (Art. 6 para. 1 lit. f GDPR). We have a legitimate interest in the processing of personal data to prevent and detect infringements within Norgine, to verify the legality of internal processes and to safeguard the integrity of Norgine. If you provide us with special categories of personal data, we process them on the basis of your consent (Art. 9 para. 2 lit. a GDPR).

We will not use your personal data for purposes other than those listed above. If we consider using your data for other purposes, we will ensure we obtain your specific and explicit consent beforehand.

5. Technical implementation and security of your data

Norgine has established specific Internal Reporting Channels to provide alternative channels in case of conflicts of interest while ensuring a high level of security. Should you wish to stay anonymous, please use the Whistleblowing Contact Form or mention this when first writing by email and consider creating a dedicated and non-personally

identifiable email address. Please note that if you use your business or personal email address your name will appear. When using the Whistleblowing Contact Form or whistleblowing@norgine.com, the recipients of your report are the Compliance Manager, the Chief Legal Officer (CLO), the Chief Financial Officer (CFO) and the Senior Director Due Diligence.

We maintain appropriate and proportionate security, technical and organisational controls to ensure effective data protection and confidentiality. The information as well as any attachments you provide to us will be subsequently stored on a specially secured database (Microsoft SharePoint) on our Norgine Group IT environment. All data stored on this database is encrypted by using state-of-the-art technology.

Access to the information on this database will be strictly limited on a need-to-know-basis and for the sole purpose of thoroughly investigating and examining the claims contained in the report received. Depending on the nature of the allegation, as part of the investigation access may be granted to legal counsel, accountants, forensic accountants as well as law enforcement authorities. Accesses may be granted and revoked to individuals throughout the process.

The information provided will be kept for the duration of the investigation and most probably beyond that period in line with local laws and regulations. Once the investigation is considered closed, the full report file will be archived and strict access rights will be implemented to further safeguard data confidentiality, whether you requested to remain anonymous or not.

6. Disclosure of Personal Data

Norgine operates internationally and has locations in various countries within and outside the European Union. The stored data can only be inspected by specially authorised persons within Norgine. Insofar as this is necessary to fulfil the aforementioned purpose, specially authorised persons from our subsidiaries may also be authorised to inspect the data. This is particularly the case if the investigation of your report is carried out in the country concerned. All persons authorised to inspect the report are expressly obliged to maintain confidentiality.

In order to fulfil the aforementioned purpose, it may also be necessary for us to transfer your personal data to external bodies such as law firms, criminal or competition authorities, within or outside the European Union.

If we pass on your personal data within the group or externally, a uniform level of data protection is ensured by means of internal data protection regulations and/or corresponding contractual agreements. In all cases, the responsibility for data processing remains with Norgine.

7. Data Transfers

We may transfer your personal data to our affiliates located outside of the EU or EEA. When Norgine transfers personal data to the United Kingdom, this is done based on the adequacy decision. If your personal data is sent to countries that are not considered to provide an adequate level of protection under European Data Protection Law, Norgine will enter into Standard Contractual Clauses for the transfer of personal data to third countries, as outlined in the Commission Implementing Decision (EU) 2021/914.

8. Data Retention Periods

As indicated under 5., we will not keep your data for longer than necessary. Processing and retention of your data may be subject to local laws and regulations.

9. Your Rights

Subject to applicable law, you may have a number of rights, including: the right not to provide your personal data to us; the right of access to your personal data; the right to request rectification of inaccuracies; the right to request the erasure, or restriction of processing, of your personal data; the right to object to the processing of your personal data; the right to have your personal data transferred to another controller; the right to withdraw consent; and the right to lodge complaints with data protection authorities. In some cases it will be necessary to provide evidence of your identity before we can give effect to these rights.