
DONATIONS & GRANTS POLICY

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 rules, regulations, codes of practice, industry standards and laws (collectively, “**Legal Requirements**”) governing Donations and Grants requests (a “**Request**”) in all countries in which Norgine does business, both directly and indirectly through a Third Party. This Policy addresses what Norgine Personnel must do in order to comply with those Legal Requirements. This Policy should be read in combination with POL-000023 *Healthcare Compliance Policy*, SOP-000038 *Applying and Maintaining Healthcare Compliance*, POL-000020 *Anti-corruption and Bribery Policy* (the “**ABC Policy**”), and supersedes all local standard operating procedures and work instructions.
- 1.2 Norgine recognises its obligation to make Donations and Grants responsibly and to act with integrity and in compliance with Legal Requirements, its contractual obligations and internal processes. Transparency and compliance are the cornerstone of the Donation and Grant review process.

2. ABOUT THIS POLICY

- 2.1 This Policy explains the standards and behaviour required of Norgine Personnel involved in the assessment and approval of any Donation or Grant requested of Norgine. Norgine expects high standards of conduct from Norgine Personnel and this includes following the process set out in this Policy regarding Donations and Grants.
- 2.2 Norgine's Donations and Grants budget is held globally under the control and direction of the Global Grant & Donation Committee (“**GGDC**”).

3. SCOPE

- 3.1 This Policy applies to all directors, officers and employees of Norgine (whether their role is permanent or temporary) (collectively, “Norgine Personnel”) as well as to Third Parties who conduct relevant activities for and on behalf of Norgine. Norgine Personnel will be provided with a copy of this Policy on or before on-boarding/the start of Norgine’s engagement with them and as appropriate after that. A copy of this Policy is also available on Norgine’s DMS/TMS training platform and Norgine’s Compliance SharePoint site.
- 3.2 This Policy does not apply to the following activities:
- (a) Funding for commercial arrangements (e.g., co-promotion, licensing agreements);
 - (b) Funding for commercial activities such as product launches, marketing services in pharmacies and related matters that are typically included in brand marketing plans;
 - (c) Funding for fee for service engagements;
 - (d) Funding for equipment included in clinical trial agreements;

- (e) Funding for patient support programmes, managed entry agreements or managed access programs and patient assistance programs;
- (f) Funding for Investigator-Sponsored Trials;
- (g) Sponsorship agreements; or
- (h) Gifts and hospitality, which are addressed in POL-000020 Anti-bribery and Corruption Policy

4. DEFINITIONS & ABBREVIATIONS/PRE-APPROVAL PROCESS

- 4.1 To be classed as a Donation or Grant, the funds or assets must be freely given, with no consequent obligation or expectation on the requestor to provide any benefit or consideration in return to Norgine.

Board	The Board of Directors of Spinnaker Topco Limited
Donation	Contributions provided to support activities/projects that are designed to enhance healthcare in general, or to support communities in which Norgine entities are present. Donations are generally physical items, services or benefits-in-kind which may be offered or requested. Funding may only be provided to legitimate organisations in accordance with this Policy and not to individuals or political parties and require a clear rationale including benefit to patients.
Grant	Unsolicited Request for monetary funding (i.e. in cash) provided to support education, to improve the quality and availability of healthcare, policy / healthcare initiatives, and patient advocacy related activities. Funding must be provided only to legitimate organisations in accordance with this Policy and not to individuals or political parties.
GGDC	Global Grant & Donation Committee is the Norgine governance committee in place for the review and approval of all Grants and Donations. The standing members of the GGDC are: Compliance Manager, VP Medical Affairs, Senior Commercial Representative, Senior Finance and Senior Legal Representative (please refer to the full Terms of Reference on GENIE).
Recipient	Recipient of a Request for Grant or Donation can be anyone within the Norgine Group, but typically are staff members in the Commercial or Medical department (e.g. Sales Representative, Brand Director, Brand Manager, Product Lead, Medical Advisor, Medical Director or Medical Scientific Liaison).

- 4.2 Each year, Norgine publishes on its SharePoint Site details of all of the healthcare, medical and scientific institutions and organisations that we have supported through our Grants and Donations.

- 4.3 In quarter four of each year the Compliance Manager shall compile a list, for review by the GGDC and pre-approval in principle for the following year, of all organisations which have

received Donations of excess medicines, medical devices or consumer products from Norgine during the preceding year to date. Following due consideration by the GGDC of these relationships (and, in particular, the criteria set out in Section 7 of this Policy) and fulfilment of any information requests that the GGDC or Compliance Manager considers necessary, the GGDC is authorised to approve the continuance of such Donations for the following year (without any further approvals then being required under this Policy) provided that the results of the due diligence is satisfactory and the value of the Donations is not materially different (+ 30%) compared to the preceding year to date. A list of the organisations that have been pre-approved pursuant to this procedure will displayed on 'Norgine's Compliance SharePoint site.

5. RESPONSIBILITIES

Compliance Manager	Accountable for the GGDC meetings taking place, providing support for meetings, ensuring all documentation on Donations and Grants is maintained and making initial compliance assessment.
General Manager	Accountable for ensuring there is local alignment and budget for support, and for the completion of the TP-001854 <i>Donations & Grants Request Form</i> (see <i>Schedule 1</i>), even if delegated Responsible for the initial consideration of the request for a Donation or Grant, in consultation with the Medical Director and other relevant Norgine Personnel, and for communicating with GGDC including any follow up
Medical Director	Consulted on the suitability and appropriateness of a Grant or Donation Request
Recipient	Accountable for forwarding the Request for a Grant or Donation to the General Manager or the Chief Medical Officer, as the case may be, for initial consideration
Senior Commercial Representative	Responsible for input into GGDC
Senior Legal Representative	Responsible for input into GGDC
VP Medical Affairs	Responsible for input into GGDC

6. PROCEDURE

6.1 All Requests for a Grant or Donation must be reviewed by the GGDC. No Grant or Donation can be provided unless GGDC has given written approval, and in the circumstances set out in Clause 6.7(b), the Board has confirmed in writing its approval.

6.2 Receipt and Management of a Request for a Grant or Donation at Global Level:

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- (a) Recipient forwards the Request to the General Manager of the country where the requesting organisation is based, or if the organisation is not based in a country in which Norgine operates, to the Chief Medical Officer, for consideration and onward management.
 - (b) The General Manager or the Chief Medical Officer, as the case may be, undertakes the assessment described below in Clause 6.4.
 - (c) Recipient provides additional information about the requestor or the Request, if known, to the General Manager or to the Chief Medical Officer, as the case may be, upon request.
- 6.3 Receipt and Management of a Request for a Grant or Donation at Local Level:
- (a) Recipient forwards the Request to the General Manager of the local Norgine entity that has received the Request.
 - (b) The General Manager undertakes the assessment described below in Clause 6.4.
 - (c) Recipient provides additional information about the requestor or the Request, if known, to the General Manager upon request.
- 6.4 General Manager or the Chief Medical Officer, as the case may be, makes an initial assessment of the appropriateness of the requested support and organisation making the Request, in consultation with Medical Director and other relevant Norgine Personnel.
- (a) The Request is checked to ensure it is on letter headed paper of the requesting institution or has a legitimate email address or signature, i.e. clearly identifying the institution in the signature section alongside the requestor's name.
 - (b) Further enquiries with the requestor should be made if information is missing or unclear.
 - (c) Contact may be made with the original Recipient of the Request to obtain additional information, if needed.
- 6.5 Following the checks described above, and having confirmed that supporting documentation is accurate and complete, the General Manager or the Chief Medical Officer, as the case may be, in support of the Request completes the TP-001854 *Donations & Grants Request Form* (see Schedule 1) and emails it alongside any other information including the original email Request to the mailbox grantsanddonations@norgine.com. Proposals will not be considered if they are incomplete or contain conflicting or misleading information.
- 6.6 Assessment of the Request (Global Level)
- (a) The Compliance Manager reviews the emails related to Donations and Grants within grantsanddonations@norgine.com, no less frequently than bi-weekly. In conducting the review and initial assessment of the Request, the Compliance Manager must take into consideration Norgine's compliance policies (and, in particular, the 'red flag' examples within those policies), and any other concerns (e.g. requests by a counterparty that their engagement with it be kept confidential/secret) . This should include (but not be limited to) assessing jurisdictional risk and taking into account the lists of high risk jurisdictions set out in WI-1481. In order to inform this initial assessment, reference must also be made to TP-001776 Financial Due Diligence Schedule as well as relevant questions in (and answers received in response to) TP-001773 Compliance Information Questionnaire, particularly for Requests for

Donations and Grants from Third Parties unfamiliar / not well known to Norgine, or with whom Norgine has not previously dealt, given the more rigorous scrutiny that will be required by the Compliance Manager in these circumstances.

- (b) The Compliance Manager i) logs all Donations and Grants Requests in the Grant and Donation Request Log; ii) logs any observations ("**Observations**") relating to the Request from a compliance perspective for the benefit of the GGDC's final determination; and iii) files the TP-001854 Donations & Grants Request Form and relevant documents received in the mailbox on the Code Compliance Site under the relevant country (where the organisation is based) before the end of the month.
- (c) No less than five (5) working days before the date of the GGDC meeting, the Compliance Manager alerts GGDC members by email about the Requests pending approval for that month. If no Requests have been received, the GGDC is informed there is nothing to review for this month and GGDC does not meet unless there is other business to address.
- (d) GGDC meets (virtually or in person) once a month, typically during the 1st week of the month and reviews all Requests received the preceding month. If a meeting is not possible due to diary clashes, a review/assessment by email is acceptable as an alternative.

6.7 Decision process to Approve the Request

- (a) GGDC formally agrees to advance the Request during the meeting if i) the Request is complete; ii) the Request accords with Norgine's legitimate areas of interest, including without limitation, enhancing healthcare, scientific research, patient advocacy related activities or strengthening communities; iii) any Observations raised by the Compliance Manager have been satisfactorily addressed; iv) the Request has not raised any red flags that would indicate that a Donation or Grant would be likely to breach the Principles concerning Donations and Grants, as set out in section 7 below; and v) funding for the Donation or Grant is available.
- (b) GGDC determines whether the funding of the Donation or Grant requires Board review and approval based on the criteria set out in Schedule 2.
- (c) In order to approve a Request, a majority of the current members must participate virtually or in person or have reviewed/assessed by email.
- (d) Approval decisions of the GGDC require unanimity of members participating at the meeting as described in (c) above.

6.8 Post GGDC Approval Process

- (a) Provided that Board approval is not required after consideration of the criteria set out in Schedule 2 (see Clause 6.7 (b)), the Compliance Manager records the GGDC decision to proceed in the Grant and Donation Request Log.
- (b) In the event Board approval is required after consideration of the criteria set out in Schedule 2 (see Clause 6.7 (b)):
 - (i) the Compliance Manager promptly sends the Senior Legal Representative copies of GGDC recommended Requests for approval of the Board;
 - (ii) the Senior Legal Representative sends the Board the GGDC recommendation for their approval to the Request for a Grant or

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- (iii) Donation and follows up accordingly with the Board, including facilitating any requests for additional information from the Board;
 - (iii) the Board informs the Senior Legal Representative of its decision to approve, reject or request additional information; the Senior Legal Representative confirms the Board decision to GGDC (i.e. approval or rejection), including identifying any applicable special terms or conditions applicable to the approval (e.g. approved but in a reduced amount, paid in instalments, etc.);
 - (iv) the Compliance Manager updates the Grant and Donation Request Log with the Board decision; and
 - (v) the Compliance Manager emails the General Manager, or the Chief Medical Officer, as the case may be, and the Medical Director with the final decision.

6.9 Post GGDC Rejection Process

- (a) GGDC formally agrees to reject the Request during the meeting if the Request does not satisfy Norgine's legitimate areas of interest and other criteria described in this Policy.
- (b) The Compliance Manager records the GGDC rejection decision (and the reason for such decision) in the Grant and Donation Request Log.
- (c) The Compliance Manager notifies the General Manager, or the Chief Medical Officer, as the case may be, and the Medical Director of the rejection decision; this decision is final.

6.10 Management of the Request Post Assessment

- (a) For Approved Requests:
 - (i) General Manager or the Chief Medical Officer, as the case may be, communicates the decision to support the Grant or Donation to relevant Norgine Personnel, including the original Recipient if the Request was originally received in Global.
 - (ii) General Manager or the Chief Medical Officer, as the case may be, in consultation with relevant Norgine Personnel, assigns the most suitable person to communicate the approval of the Request for Grant or Donation to the organisation and advises the organisation of any special terms or conditions applicable to the Request and ensures that an appropriate agreement is entered into. Assistance from the Norgine Legal Department should be sought if needed.
- (b) For Rejected Requests:
 - (i) General Manager or the Chief Medical Officer, as the case may be, communicates the decision to reject the Grant or Donation to relevant Norgine Personnel (including the Compliance Manager), including the original Recipient if the Request was originally received in Global.
 - (ii) General Manager or the Chief Medical Officer, as the case may be, in consultation with relevant Norgine Personnel (including the Compliance Manager), assigns the most suitable person to communicate to the organisation which made the Request that Norgine is not able to provide the requested Grant or Donation

7. PRINCIPLES CONCERNING DONATIONS AND GRANTS

- 7.1 Political Donations or Grants are not permitted to be made by or on behalf of Norgine in any circumstances.
- 7.2 It is prohibited to make Donations or Grants:
- (a) That are conditional on particular behaviours or conduct by the Recipient that could impact our business.
 - (b) In exchange for products, services, favours, retention of business or to generate a business advantage for Norgine.
 - (c) That could influence, or be perceived as capable of influencing, the outcome of transactions or decisions relating to Norgine's business (including Donations or Grants made to anyone involved with a pending bid, application, contract or decision).
 - (d) That have a corrupt purpose or otherwise inconsistent with the ABC Policy.
 - (e) That could amount to or cause Norgine to be in breach of Legal Requirements.
 - (f) To organisations or persons that are:
 - (i) Religious organisations;
 - (ii) Organisations that operate or promote discriminatory practices; or
 - (iii) Organisations that conflict with Norgine's values.
 - (g) For activities that have already taken place (i.e. retrospective funding)
 - (h) If the Request for the Grant or Donation is instructed to be made anonymously or secretly;
 - (i) If the requesting organisation offers lavish entertainment or gifts prior to or contemporaneously with the Request for a Grant or Donation; or
 - (j) If you become aware that the Request has been made as a "favour" or in connection with the receipt by Norgine of services or other activities / transactions.
- 7.3 Norgine Personnel must consider whether the giving of Donations or Grants is appropriate, ensure Donations and Grants are not made to persons or entities that conflict with Norgine's values, and ensure that any Donation and Grant is given and received openly and without any attempt to mislead or hide its nature, value, purpose, or the identity of the giver or requestor.

8. DONATIONS MADE IN THE PERSONAL CAPACITY OF NORGINE PERSONNEL

- 8.1 The preceding sections of this Policy do not apply to donations made by Norgine Personnel in their personal capacity (for example, colleague-only fundraising for charity). If Norgine Personnel wish to make charitable or political contributions in their personal capacity, they are not required to follow the procedures set out in this Policy.
- 8.2 Norgine Personnel should however be aware of the principles that arise under this Policy in relation to any personal charitable or political contributions and ensure that when making such contributions:
- (a) Personal funds or assets are not used as a means of avoiding compliance with this Policy or the procedure contained within it (regardless of whether any reimbursement is sought from Norgine).

(b) Such contributions are not reclaimed as personal expenses.

8.3 Norgine Personnel should contact their Line Manager if they would like help, advice or guidance on making personal charitable or political contributions or any member of the GGDC.

9. WHERE TO GO FOR HELP OR ADVICE

9.1 If Norgine Personnel have any questions about this Policy or Norgine's expectations, they should contact their Line Manager or any member of the GGDC.

10. YOUR RESPONSIBILITIES

10.1 You must ensure that you read, understand and comply with this Policy.

10.2 You are required to avoid any activity that might lead to, or suggest, a breach of this Policy.

10.3 You should notify your Line Manager or a member of the GGDC or raise a concern as provided for in the Norgine Whistleblowing Policy as soon as possible if you believe or suspect that a conflict with this Policy has occurred, or may occur in the future.

11. HOW TO RAISE A CONCERN

11.1 You are encouraged to raise concerns about any issue or suspicion of impropriety, bribery or corruption in connection with Donations or Grants at the earliest possible stage.

11.2 If you believe or suspect that any bribery, corruption or other breach of this Policy has occurred or may occur, you should notify your Line Manager or any member of the GGDC or report it in accordance with our Whistleblowing Policy, as soon as possible.

12. PROTECTION

12.1 In accordance with our "Safe to Speak Up" approach, Norgine encourages openness and will support anyone who raises genuine concerns in good faith, even if those concerns turn out to be mistaken. As set out in the Norgine Business Code and the Norgine Whistleblowing Policy, Norgine has put in place procedures to encourage Norgine Personnel to report known or suspected wrongdoing as soon as possible, in the knowledge that their concern will be taken seriously and investigated as appropriate, and that their confidentiality will be respected.

12.2 It is understandable that Norgine Personnel who raise concerns or report another's wrongdoing are sometimes worried about possible repercussions. Norgine Personnel 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 designated under the Norgine Whistleblowing Policy immediately. If the matter is not remedied, you should raise it formally using the respective local Grievance Procedure. Norgine will take prompt disciplinary action (which may include dismissal or termination of the relationship) against any Norgine Personnel who retaliate against other Norgine Personnel for having raised a concern.

13. BREACHES OF THIS POLICY

- 13.1 Norgine Personnel who breach this Policy will face disciplinary action, which could result in dismissal for misconduct or gross misconduct.
- 13.2 We may terminate our relationship with other individuals and organisations working on our behalf if they breach this Policy.

14. RELATED DOCUMENTS

POL-000023	Healthcare Compliance Policy
SOP-000038	Applying and Maintaining Healthcare Compliance
POL-000020	Anti-corruption and Bribery Policy
TP-001854	Donations and Grants Request Form

15. SCHEDULES

Schedule 1	Donations & Grants Request Form
Schedule 2	Board Approval Criteria- Potential Risk Scenarios

16. DOCUMENT HISTORY

Version	Effective Date <i>(superseded versions)</i>	Summary of Changes
1.0		New document

SCHEDULE 1 – DONATIONS & GRANTS REQUEST FORM (FOR USE IN CONNECTION WITH DONATIONS & GRANTS POLICY)

Request Details:	
Name of the Norgine Recipient of Request and Department:	
Date of receipt of Request:	
Name of Healthcare-related Body / Health Professional / organisation requesting support and brief description of activities:	
Previous history of Donations / Grants (last 2 years) to the requesting organisation/Health Professional:	
What is the historic relationship, if any, between Norgine and the requesting organisation/Health Professional?	
Are you aware that an existing customer, wholesaler, hospital, supplier or other business contact with whom Norgine has an existing business relationship or with whom Norgine is seeking to establish a business relationship has requested or recommended the Grant or Donation?	
Has Norgine supplied, or does Norgine currently supply, any products to the requesting organisation/Health Professional?	
Full Postal Address of requesting organisation or Health Professional, Email & phone number of main contact:	

Registration / VAT Number (if applicable):	
Website (if available):	
Business area of interest /speciality of the requestor:	
How long has the requestor been operating / established?	
Type of Request:	Grant (to an organisation) <input type="checkbox"/> Donation (to an organisation) <input type="checkbox"/> Individual Support (to an HCP or ORDM attending a healthcare related event) <input type="checkbox"/>
Donation/Grant Request details: Describe background to the Request and how this will enhance healthcare in general; or support communities in which Norgine entities are present; or improve the quality and availability of healthcare; or policy/healthcare initiatives; or patient advocacy related activities. Attach relevant supporting documentation.	
Specific monetary / benefit in kind details of the Request:	
RedFlag Assessment: Please confirm that the Potential Risk Scenarios set out in Schedule 2 have been carefully considered and are not applicable to the Request.	<input type="checkbox"/> Yes <input type="checkbox"/> No
General Manager or the Chief Medical Officer & Medical Director Authorisation: Approved by:	

Date:	
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For GGDC Use

Date of GGDC Evaluation:	
Proposal appropriate and all information provided inline with expectations?	<input type="checkbox"/> Yes <input type="checkbox"/> No
Within framework of approval for GGDC?	<input type="checkbox"/> Yes <input type="checkbox"/> No
GGDC Decision:	<input type="checkbox"/> Proceed <input type="checkbox"/> Reject <input type="checkbox"/> Request more information <input type="checkbox"/> Require Board Consent
Special Requirements (if applicable):	
Board of Directors of Spinnaker Topco Limited Decision:	<input type="checkbox"/> Proceed <input type="checkbox"/> Reject
Date of communication of final decision to Norgine Recipient of the request:	

SCHEDULE 2- BOARD APPROVAL CRITERIA- POTENTIAL RISK SCENARIOS

The following is a list of possible red flags that may arise in connection with reviewing a Request for approval of a Grant or Donation. If the answer is “Yes” to any of these scenarios they should be flagged by the Compliance Manger to the GGDC and further diligence is required in relation to the Request. If, following such further due diligence, the GGDC still considers the Request appropriate, the Request will require notification to the Board and Board approval.

1. You become aware that the requesting organisation, any of its officers, directors, significant employees or any key personnel are in a position to influence decision making relating to Norgine products or business, including without limitation, pricing, reimbursement, prescribing or usage, in a material commercial manner.
2. You become aware that an officer, director, significant employee or key representative of the requesting organisation is a governmental or public official or representative of a governmental or public entity or agency (e.g. pricing and reimbursement, product approval, etc.) with decision-making authority in relation to any of Norgine’s products or business.
3. You become aware of adverse publicity (e.g. allegations of impropriety, financial or otherwise, breach of law or regulatory requirements, etc) relating to the requesting organisation, any of its officers, directors, significant employees or any key personnel.
4. You become aware that an officer, director, significant employee or key representative of the requesting organisation is a candidate for public office or is serving as a political party official.
5. You become aware that Norgine has supplied or currently supplies Norgine products to the organisation making the Request, and the details of the arrangements are unusual.
6. You become aware that an existing customer, wholesaler, hospital, supplier or other business contact (hereinafter, “Business Associate”) with whom Norgine has an existing business relationship or with whom Norgine is seeking to establish a business relationship has requested or recommended the Grant or Donation.
7. You become aware that an existing or prospective Business Associate of Norgine is involved in any other way with the organisation requesting the Grant or Donation.
8. You become aware that the payment details for or beneficiary of the Grant or Donation Request appear unusual or different from that of the requesting organisation.
9. You become aware that the Request (i) from an organisation which previously received Grants or Donations from Norgine is significantly more (i.e. 30%) than Requests in previous years, without apparent justification, or (ii) otherwise exceeds 10% of the Donations and Grants budget for the current year.