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# **MODERN SLAVERY POLICY**

## **OF Norgine**

### **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 modern slavery 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 and the Supplier Code of Conduct.
- 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. We are committed to ensuring that we use all reasonable endeavours to ensure that no modern slavery, in any form, is taking place in our own operations or in our supply chain.
- 1.4 Norgine takes a zero-tolerance approach to modern slavery. We expect the same high standards from our contractors, suppliers and other business partners within our supply chains. As part of our contracting processes, we include specific prohibitions against modern slavery and include due diligence processes to ensure any modern slavery risk is identified, assessed, addressed and where appropriate, remediated. We expect that our suppliers will hold their own suppliers to the same high standards.
- 1.5 This Policy sets out our commitment to:
- (a) responsibly source goods or services to use in our business;
  - (b) ensure there is transparency in our approach to tackling modern slavery in our own business and throughout our supply chains;
  - (c) take action to prevent, mitigate and where appropriate, remediate the harm caused by modern slavery occurring in our business or supply chains; and
  - (d) comply with applicable laws and regulations relating to modern slavery.

### **2. ABOUT THIS POLICY**

- 2.1 The purpose of this Policy is to:
- (a) ensure all Norgine Personnel understand their responsibilities in relation to modern slavery;
  - (b) identify and assess potential risk areas and implement processes to eliminate modern slavery;
  - (c) encourage the reporting of modern slavery instances or concerns;

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- (d) raise awareness among staff about the risks of modern slavery, especially those working in at-risk areas;
  - (e) scrutinise recruitment procedures and partner institutions, supply chains, and agents; and
  - (f) require suppliers to take reasonable steps to eradicate modern slavery in their supply chains.

**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.

### **3. WHO MUST COMPLY WITH THIS POLICY 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** 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 training platform, on the Norgine Compliance SharePoint site and on Norgine's website.
- 3.3** Norgine Personnel must share a copy of this Policy with third parties on a risk based approach 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.
- 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

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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 MODERN SLAVERY?**

**5.1** Modern slavery is any situation where individuals are forced to work or are exploited for personal or commercial gain by using violence, coercion, or threats to maintain control and achieve exploitation. The definition includes forced labour, human trafficking, servitude, debt bondage, forced marriage and slavery. The goal of modern slavery is to control and exploit individuals, often targeting vulnerable groups like children, impoverished communities and migrants, for financial or other gains. Modern Slavery is a crime and a violation of fundamental human rights

**5.2** 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 8 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) prevent and detect modern slavery by monitoring for potential “red flags” (as defined below); and
- (c) report any suspected or actual violations of applicable modern slavery laws and/or this Policy (see Section 8 for further details).

A “**red flag**” is a fact pattern, situation, request, or other circumstance that indicates a possible breach or risk of modern slavery laws. In some circumstances, further enquiries may confirm why there is a potential red flag. Further enquiries and the responses to them must be documented and the information provided to the Chief Legal Officer and/or Chief People Officer (or, if unavailable, another member of the Legal Department and / or HR Department). In other circumstances, concerns may still exist or Norgine Personnel may be unsure as to what steps to take. In case of doubt as to whether a certain fact or information known to Norgine Personnel constitutes a “red flag”, the matter should still be

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raised with the Chief Legal Officer and/or Chief People Officer (or, if unavailable, another member of the Legal Department and / or HR Department).

Please see the “red flags” listed in the Appendix 1 (Red Flags – Modern Slavery), which provide illustrative examples of situations that may arise during the course of performing due diligence or other services for or on behalf of Norgine which relate to modern slavery .

## **7. DUE DILIGENCE**

As mentioned in Section 5 (What is Modern Slavery?), third parties performing services for or on behalf of Norgine can create liability for Norgine in respect of the offences of modern slavery. It is therefore very important that risk-based due diligence is conducted on third parties prior to engagement. When considering engaging third parties, Norgine Personnel must refer to and follow WI-001481 “Instructions for Norgine Compliance & Financial Assessments” document, which sets out Norgine’s due diligence procedure.

## **8. REPORTING**

### **8.1 Why report?**

The success of this Policy in preventing modern slavery relies on the diligence and commitment of all Norgine Personnel, who have a responsibility to report any suspected or actual modern slavery and/or violations of this Policy, and should do so without fear of any form of retaliation. It is important to report issues or suspicions of modern slavery, as these may be part of a pattern which may not on its own be apparent.

We encourage a culture of openness and have adopted a formal POL-000129 Whistleblowing Policy to encourage the reporting of known or suspected wrongdoing as soon as possible, in the knowledge that any concerns will be taken seriously and investigated as appropriate whilst maintaining confidentiality.

### **8.2 When to report?**

Norgine Personnel must notify the Chief Legal Officer and/or Chief People Officer (or, if unavailable, another member of the Legal or HR Department) or raise a concern as soon as possible, if they encounter a situation or suspected situation.

We hope that in many cases Norgine Personnel will be able to raise any concerns with their Line Manager, a member of the HR Department or a member of the Compliance Management Committee. 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 within POL-000129 Whistleblowing Policy. However, where the matter is more serious, or where Norgine Personnel feel that their Line Manager, the Compliance Management Committee 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 POL-000129- Whistleblowing Policy. Third parties should always use one of the Internal Reporting Channels listed in the Whistleblowing Policy.

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## 9. BREACHES OF THIS POLICY

- 9.1 Any employee who breaches this Policy may face disciplinary action, which could result in dismissal for misconduct or gross misconduct.
- 9.2 We may terminate our relationship with other individuals and organisations working on our behalf if they breach this policy.

## 10. TRAINING

Training on this Policy forms part of the induction process for all Norgine Personnel, and regular training will be provided as necessary. Such training may form part of wider training.

## 11. QUESTIONS ABOUT THIS POLICY

If Norgine Personnel have any questions about this Policy or Norgine's expectations, they should contact their Line Manager, the relevant Department Head and/or the Compliance Management Committee

## 12. RELATED DOCUMENTS

POL-000044	Norgine Business Code
POL-000129	Whistleblowing Policy
POL-000206	Anti-Harassment & Bullying Policy
POL-000204	Diversity, Equity & Inclusion Policy
WI-001481	Instructions for Norgine Compliance Due Diligence & Financial Assessments
POL-000187	Supplier Code of Conduct

## 13. REFERENCES

UK	The Modern Slavery Act 2015
Australia	Modern Slavery Act 2018

## 14. ANNEX

Annex	Title
1	Red Flags

## 15. DOCUMENT HISTORY

Version	Effective Date (superseded versions)	Summary of Changes
1.0		New policy

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## ANNEX 1 – RED FLAGS – MODERN SLAVERY

Red flags of modern slavery can include the characteristics listed below.

- **Limited Freedom of Movement:**  
Victims may appear to be unable to leave their place of work or residence without supervision.
- **Lack of Personal Belongings:**  
They may have few or no personal possessions, wear the same clothes, or lack basic necessities.
- **Excessive Work Hours:**  
Victims may be forced to work long hours, have no days off, or lack adequate training or safety equipment.
- **Fear and Withdrawal:**  
Victims may appear frightened, withdrawn, or hesitant to talk.
- **Restricted Social Contact:**  
They may have limited contact with family, friends, or people outside of their immediate environment.
- **Lack of Access to Documents:**  
Victims may be denied access to their passport, ID, or other important documents.
- **Unexplained Debt:**  
Victims may be under the impression they owe money to their exploiter.
- **Unusual Accommodation:**  
They may be forced to live in overcrowded or unsuitable accommodation.
- **Incoherent or Changing Accounts:**  
They may offer conflicting stories or appear confused when asked about their situation.
- **Physical or Psychological Abuse:**  
Victims may show signs of physical abuse, such as bruises, scarring, or visible injuries, malnutrition, exhaustion or exhibit signs of psychological trauma.
- **Forced to Stay with Employer:**  
They may be forced to stay in accommodation provided by their employer, which may be overcrowded or unsuitable.
- **Unusual recruitment practices:**  
Promises of high-paying jobs that seem too good to be true, deceptive contracts or pressure to accept work without clear terms.
- **Afraid to Accept Payment:**  
They may be afraid to accept payment or have their wages taken by someone else.
- **Exploited by Partner:**

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Victims may be forced to work for their partner and their partner's relatives, often alongside domestic abuse and sexual exploitation.