



WHISTLEBLOWING POLICY

Euromedic Group

Euromedic Group

- complies with legal regulations, professional and industry requirements,
- is committed to meeting certification and quality assurance requirements,
- protects and promotes fair market conduct and unrestricted and undistorted competition,
- conducts its business in a fair and transparent manner,
- and expects the above from its Employees and Business Partners,
- also protects the interests of its Employees.

In order to deal with possible problems, especially to detect, report and investigate them, this Whistleblowing Policy have been adopted.

**In a unified structure with amendments
In force from: 01.04.2021.**



II. FLOOR 1. DOROTTYA STREET, 1051 BUDAPEST, GERBEAUD HOUSE, TEL.: 815-3100 FAX: 815-3143

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Chapter I. GENERAL PROVISIONS

1.1. All terms used in this Policy and in the documents prepared on the basis thereof are defined in the Compliance Policy and have the same meaning and are applied as those set forth therein.

Personal scope of the Policy

1.2. The personal scope of the Policy extends to the members of Euromedic Group (hereinafter: **Euromedic Group**), which are the following companies (hereinafter referred to as: **Euromedic Company** or **Companies**):

- Euromedic International Hungária Befektetési Korlátolt Felelősségű Társaság (headquarters at: 1051 Budapest, Dorottya u 1.; corp.reg. No: 01-09-264946),
- EUROMEDIC-PHARMA Gyógyszernagykereskedelmi Zártkörűen Működő Részvénytársaság (headquarters at: 1051 Budapest, Dorottya u 1.; corp.reg. No: 01-10-042887),
- Atlas Pharma Gyógyszernagykereskedelmi Korlátolt Felelősségű Társaság (headquarters at: 1051 Budapest, Dorottya utca 1.; corp.reg. No: 01-09-282616),
- EUROMEDIC TRADING Szolgáltató Korlátolt Felelősségű Társaság (headquarters at: 1051 Budapest, Gerbeaud Ház, Dorottya u. 1.; corp. reg. No: 01-09-463541),
- Euromedic Technology Kereskedelmi Korlátolt Felelősségű Társaság (headquarters at: 1051 Budapest, Dorottya utca 1.; corp.reg. No: 01-09-988367).

Material scope and purpose of the Policy

1.3. The objective of Euromedic Group is to:

- comply with legal regulations, professional and industry requirements
- committed to meeting certification and quality assurance requirements,
- protect and promote fair market conduct and unrestricted and undistorted competition,
- protect the interests of its Employees,
- conduct its business in a fair and transparent manner,
- and also expect the above from its Employees and Business Partners.

1.4. In order to achieve the above objectives, Euromedic Group allows its Employees and third parties (i.e. persons with a contractual relationship with a member of the Euromedic Group, as well as persons who have a legitimate interest in making notification (hereinafter referred to as: **Notification**) or in remedying or terminating the conduct which is the subject of the Notification) to provide feedback on the Compliance Program, its area-specific Sub-Programs, external and internal requirements (including the Compliance Policy, Code of Conduct, Quality Manual, Competition Compliance Policy, Privacy Policy, etc.) report actual or suspected infringements, breaches of duty, irregularities, unfair market conduct and behavior against the requirement of fair competition and unrestricted and undistorted competition (hereinafter referred to as: **Infringement**). The Whistleblowing Policy is not intended to report individual grievances; the handling of such issues is the responsibility of the HR Director or supervisor.

1.5. The material scope of the Policy applies in a way which Euromedic Group allows feedbacks and Notifications under the previous point, subsequent measures and the rights and obligations of whistleblowers and addressees of the Notification - including the Compliance Officer and the person involved in the investigation as determined by Compliance Officer - (hereinafter: **Addressee**) about his/her rights and obligations.

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Principles of Whistleblowing

1.6. Protection against retaliation

- 1.6.1. If any person (hereinafter referred to as: **Whistleblower**) reports an Infringement in good faith which is deemed to be genuine in accordance with the provisions of this Policy, he or she shall be protected and shall not be discriminated against in any way by Euromedic Group.
- 1.6.2. Euromedic Group shall not tolerate any threat, retaliation, or any prospect of disadvantage to any bona fide Whistleblower of alleged Infringement or any person involved in an inquiry related to the Infringement.
- 1.6.3. Retaliation and attempted retaliation constitute a serious violation of this Policy and appropriate disciplinary action shall be taken against the infringer, including possible termination of the legal relationship. All reports of retaliation or attempted retaliation shall be forwarded to the Compliance Officer for investigation.

1.7. Confidentiality, data management

- 1.7.1. The identity of the non-anonymous Whistleblower may not be disclosed to anyone other than Investigators of the Notification. Until the investigation is closed or formal liability is initiated as a result of the investigation, the Investigators of the Notification are obliged to keep confidential the information about the content of the Notification and the persons involved in it (hereinafter referred to as: **Concerned Person**) and are not allowed to share with the employer Euromedic Company and any other organizational unit or employee of Euromedic Group.
- 1.7.2. Personal data of the Whistleblower - see point 4.6. with the exception of the provisions - may only be transferred to a body competent to conduct the procedure initiated on the basis of the Notification, if this body is entitled to process data pursuant to law, or the Whistleblower has expressly consented to transfer his/her data. The Whistleblower's personal data may not be disclosed without the express consent.
- 1.7.3. The Euromedic Company involved in the Notification, as an employer organization, within the framework of the whistleblowing system may process and transfer personal data, including special data and criminal personal data, that are essential to the investigation of the Notification, of
 - a) the Whistleblower and
 - b) the person,
 - ba) whose conduct or omission gave rise to the Notification, or
 - bb) who may have relevant information on the contents of the Notificationonly for the purpose of investigating or curing or terminating the behavior subject to the Notification and may transmit to a defense attorney representing the Whistleblower or a third party involved in the investigation of the Notification.
- 1.7.4. Personal data not covered by section 1.7.3 above shall be deleted immediately from the data processed within the framework of the whistleblowing system.

1.8. Full investigation

Euromedic Group shall accept all Notifications submitted in accordance with the provisions of this Policy and, if it is not manifestly unfounded, shall investigate and inform the Whistleblower on the outcome of the investigation and the actions taken.

Chapter II. WHISTLEBLOWING PROCEDURE

- 2.1. Notification should, as far as possible, be made in writing (by letter or electronic mail) in a manner that identifies the Whistleblower, so that it can be investigated in efficient and effective manner, and in order that the person completing the investigation is able to request additional information in that regard. If the

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Whistleblower has a good reason, Notification may be completed orally or anonymously, however, the Whistleblower should be aware that reporting an Infringement anonymously or orally may significantly impede or complicate the investigation, possibly preventing appropriate action.

- 2.2. When making the Notification, the Whistleblower must declare that it makes the Notification in good faith about circumstances of which the Whistleblower is aware or has reasonable grounds to believe that they are true. A sample of the statement is attached to this Policy in Annex 1. When making a Notification, legal entity must provide its registered office and the name of the legal representative submitting the application.
- 2.3. The Whistleblower's attention shall be drawn to the consequences of a bad faith Notification, the procedural rules governing the investigation of the Notification and the fact that the identity of the natural person, if this person provides necessary data for identification, remains confidential at all stages of the investigation, and shall be informed of the provisions relating to data management at the same time.
- 2.4. Euromedic Group Employees and third parties shall notify the alleged Infringement to the Compliance Officer at any of the contact details set out in Section 5.2. The name and contact details of the Compliance Officer shall also be published on Euromedic Group's website. If a person, despite the information on the content of this document does not file the Notification with the Compliance Officer, the person receiving it must immediately notify the Whistleblower that the Notification must be made to the Compliance Officer through one of the channels set forth in this Whistleblowing Policy, and this person must delete any data he/she became aware of immediately.
- 2.5. The Compliance Officer shall be notified immediately if the alleged Infringement is committed by a senior officer or if it relates to the following cases:
 - corrupt or unfair behavior,
 - an offense (or threat of offense) or intentional violation of applicable laws and regulations,
 - a (potential) threat to the health, safety and security of any persons,
 - damage to or threat of damage to the Euromedic Group,
 - intentional misrepresentation or disclosure of false information or statements,
 - failure of inspections, improper performance, refusal to participate,
 - abuse of power,
 - a call for omitting Notification related to Infringement,
 - any conduct that is likely to damage the reputation of Euromedic Group.

Chapter III. EXAMINATION OF THE NOTIFICATION

- 3.1. The Addressee is obliged to keep the contents of the Notification confidential.
- 3.2. If the Notification is not made anonymously, the Compliance Officer shall send an acknowledgment of receipt of the Notification to the Whistleblower within three (3) business days of receipt of the Notification.
- 3.3. The Compliance Officer shall immediately begin the investigation of the notified Infringement (hereinafter: **Investigation**). The Investigation must be completed no later than within 30 (thirty) days from the receipt of the Notification, which deadline may be deviated from, only in particularly justified cases, with the simultaneous notification of the Whistleblower except in the case of a Notification made by an anonymous or unidentifiable Whistleblower. The duration of the Investigation may not exceed 3 (three) months in any case.



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- 3.4. At the beginning of the investigation, the Compliance Officer shall inform the Concerned Person in detail about the Notification (except for the Whistleblower's person, who cannot be disclosed), his / her rights regarding the protection of his / her personal data and the rules for handling his / her data. Exceptionally, in justified cases, the Concerned Person may be informed later, if the immediate information would frustrate the investigation of the Notification. If it is desired the Concerned Person informed at a later stage, the Compliance Officer shall evaluate this in advance on the basis of all the circumstances of the case and make a balance of interests which substantiates why the subsequent informing is justified and proportionate.
- 3.5. The Concerned Person has the opportunity to defend himself/herself, his/her position, even involving a legal representative, to explain and substantiate it with evidence.
- 3.6. Unless precluded by a conflict of interest as set out in this paragraph below, the Compliance Officer shall involve senior executives, company manager of the relevant group member of Euromedic Group, and, as appropriate, the person responsible for the area affected by the Notification and may propose, if deemed appropriate, an outside body, indicating its known or expected cost implications, without disclosing information on the contents of the Notification to the Euromedic Company concerned or Euromedic Group. Senior executives, directors or other employees of Euromedic Group are not allowed to be involved into the Investigation if this would jeopardize or make it impossible to investigate the Notification (thus in the event that the relevant senior executive, company manager or person responsible for the area covered by the Notification may be or is affected based on the Notification). The Euromedic Company concerned shall notify the Compliance Officer as soon as possible, but no later than within two (2) working days, whether the Euromedic Company concerned approves involving the external organization in the Investigation. In case of approval, the service contract shall be concluded by the Euromedic Company concerned as soon as possible, by ensuring that the content of the Notification is kept confidential during the conclusion of the contract, so that the content of the Notification is known only to the external organization.
- 3.7. During the Investigation, the Compliance Officer reviews the information and documents received, does interviews, draws up minutes and, if necessary and justified, inspects the Employee's electronic devices used for work purposes in compliance with the relevant data protection rules. There are separate regulations on the control of electronic devices by or on behalf of the employer. The result of the Investigation shall be recorded by the Compliance Officer in the Investigation final report (hereinafter: **Report**).
- 3.8. The Compliance Officer shall hand over the Report to the senior officer of the Euromedic Company concerned, provided that this person is not affected by the Notification, and to the shareholders of the Euromedic Company concerned. If a senior officer is the Concerned Person and there is no other senior officer who is not a Concerned Person, the Compliance Officer shall provide the Report only to the shareholders of the Euromedic Company concerned.
- 3.9. The Report consists of the following parts:
- (i) the information and documents received in the Notification;
 - (ii) minutes of the interviews;
 - (iii) information revealed during the inspection of the employee's electronic devices, if such was done;
 - (iv) findings based on information received and disclosed;
 - (v) calls (actions to be taken, proposed actions) based on findings.
- 3.10. Upon receipt of the Report, Euromedic shall immediately inform the Whistleblower of the outcome of the Investigation and the action taken based on it within the time limit as set out in point 3.3 above. In the lack of legal requirement or official obligation, the Infringement is prohibited to be made public, and the Whistleblower's attention must be drawn to this.



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**Chapter IV.
MEASURES BASED ON AND AFTER INVESTIGATION**

- 4.1. If the conduct contained in the Notification justifies the initiation of criminal proceedings on the basis of the Investigation, the Euromedic Company concerned shall take action to file an accusation. If the conduct described in the Notification is not a criminal offense according to the Investigation, but violates the rules of conduct established by Euromedic Group, the Euromedic Company concerned may take employer's action against the employee according to employment regulations (from written notice to immediate termination of employment), and in case of a contractual partner, the contract may be terminated by the Euromedic Company concerned.
- 4.2. If, based on the Investigation, the Notification is not substantiated or no action is required, the data related to the Notification shall be deleted within 60 (sixty) days after the completion of the Investigation.
- 4.3. If action is taken on the basis of the investigation, including legal or disciplinary action against the Whistleblower, the Notification details shall be processed under the notification system by the Euromedic Company concerned until the final conclusion of the proceedings based on the Notification, and shall be deleted afterwards.
- 4.4. The Compliance Officer is entitled, if it deems it necessary, to report the Notification to the shareholders of the Euromedic Group at any time. If the reported Infringement affects the senior officer, the Compliance Officer shall ensure that the shareholders are notified immediately. In these cases, the shareholders are considered to be a person involved in the investigation of the Notification.
- 4.5. If it is clearly established that the reporting was not made in good faith - for example, with malicious intent or personal revenge against anyone, or did not comply with the provisions of this Policy - it is considered a breach of duty. The Euromedic Group should not allow a situation in which anyone knowingly makes a report that they know or reasonably suspect to be untrue. False reporting is expected to have consequences for the Whistleblower; depending on the specific case, it may lead to labor law (e.g. written warning, termination of employment), civil law (payment of compensation or damages) or criminal law (e.g. fine, imprisonment) consequences.
- 4.6. If it has become apparent that Whistleblower has provided in bad faith, decisive false information and
 - (a) there is an indication that a criminal offense or irregularity has been committed with this, the personal data of the Whistleblower shall be disclosed by the member of Euromedic Group concerned to the body or person authorized to conduct the proceedings,
 - (b) it is reasonably probable that caused unlawful damage or other infringements to other person, the personal data of the Whistleblower shall be transferred by the member of Euromedic Group concerned to the body or person authorized to conduct the proceedings.

**Chapter V.
SPECIAL PROVISIONS FOR PUBLIC PROCUREMENT PROCEDURES**

- 5.1. In public procurement procedures, full compliance with competition rules, the elimination of restrictive effects on competition and the preservation of the purity of competition, the guarantee of the purity and transparency of matters of public procurement law are of paramount importance. Public procurement cartels are also criminal offenses. Therefore, notices related to the tenders and the evaluation of tenders should be closely monitored during public procurement procedures.



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- 5.2. Any situation in which anyone perceives an anti-competitive effect, ie in which anyone seeks to put pressure on anyone in a competition matter or to influence them in any other way in their decision-making, requires immediate notification, in particular where the pressure / influence is exercised by a person whose decision-making power has been restricted or revoked.
- 5.3 If any person involved in the proceedings suspects that a senior official or employee of the member of the Euromedic Group concerned or a contributor authorized by them is making an offer or consulting with partners or competitors without following the formal procedure described in to make or reject an offer that differs significantly from previously submitted offers, business practices and does not seem to be justified by economic rationality, the Compliance Officer shall be notified immediately, who shall investigate the case without delay in accordance with these Regulations, and with the exceptions set out in this Chapter.
- 5.4. The notification shall indicate as precisely as possible the nature of the conduct complained of and the persons who attested to the conduct. Applicants may attach any documents they consider important, informative text.
- 5.5. The Compliance Officer is obliged to immediately involve experts specializing in competition law in the investigation of the case, so that the necessary steps and possible procedures can be considered. Notice No 14/2017 of the President of the Competition Authority and of the President of the Competition Council of the Competition Authority on the application of the rules on leniency under Section 78/A of the TpvT shall be taken into account to the examination and the necessary measures, and shall be subject to the provisions thereof.

Chapter VI. FINAL PROVISIONS

- 6.1. The senior officers of the Companies belonging to Euromedic Group are obliged to ensure the publication of this Policy within 8 days. The Euromedic Group publishes detailed information on the operation of the whistleblowing system and the Notification procedure on its website in at least Hungarian, which may be fulfilled by making this Policy public.
- 6.2 The contact details of the Compliance Officer are the following:
Name: dr. Marianna Németh Vida
Email: compliance@euromedic-hungary.com
Mailing address: II. Floor 1. Dorottya street, 1051 Budapest, Euromedic Group
Telephone: +36 1 815 3100
- 6.3. If necessary, the Companies are entitled to supplement these Policy in accordance with their own organization and operation, provided that the supplementation may not be in conflict with the provisions of the Compliance Policy and this Policy, as well as the relevant Hungarian legislation.

Budapest, 1th of April, 2021.

Euromedic Group and its members:

Euromedic International Hungária Kft.
EUROMEDIC-PHARMA Zrt.
Atlas Pharma Kft.
EUROMEDIC TRADING Kft.
Euromedic Technology Kft.

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**ANNEX 1.
Notification Statement**

To be addressed to the Compliance Officer!

Whistleblower's data:

Name/Legal name: _____

Address/Headquarters: _____

Name of the legal representative of legal entity: _____

Name of the contact person of the legal entity: _____

Contact information (phone, email address): _____

I hereby declare that, by making the Notification sent separately or included in this Statement, I act in good faith and report on circumstances of which I am aware or have reasonable grounds to believe that they are true.

Content of the Notification:

Place and date: _____

Name: _____

Signature: _____