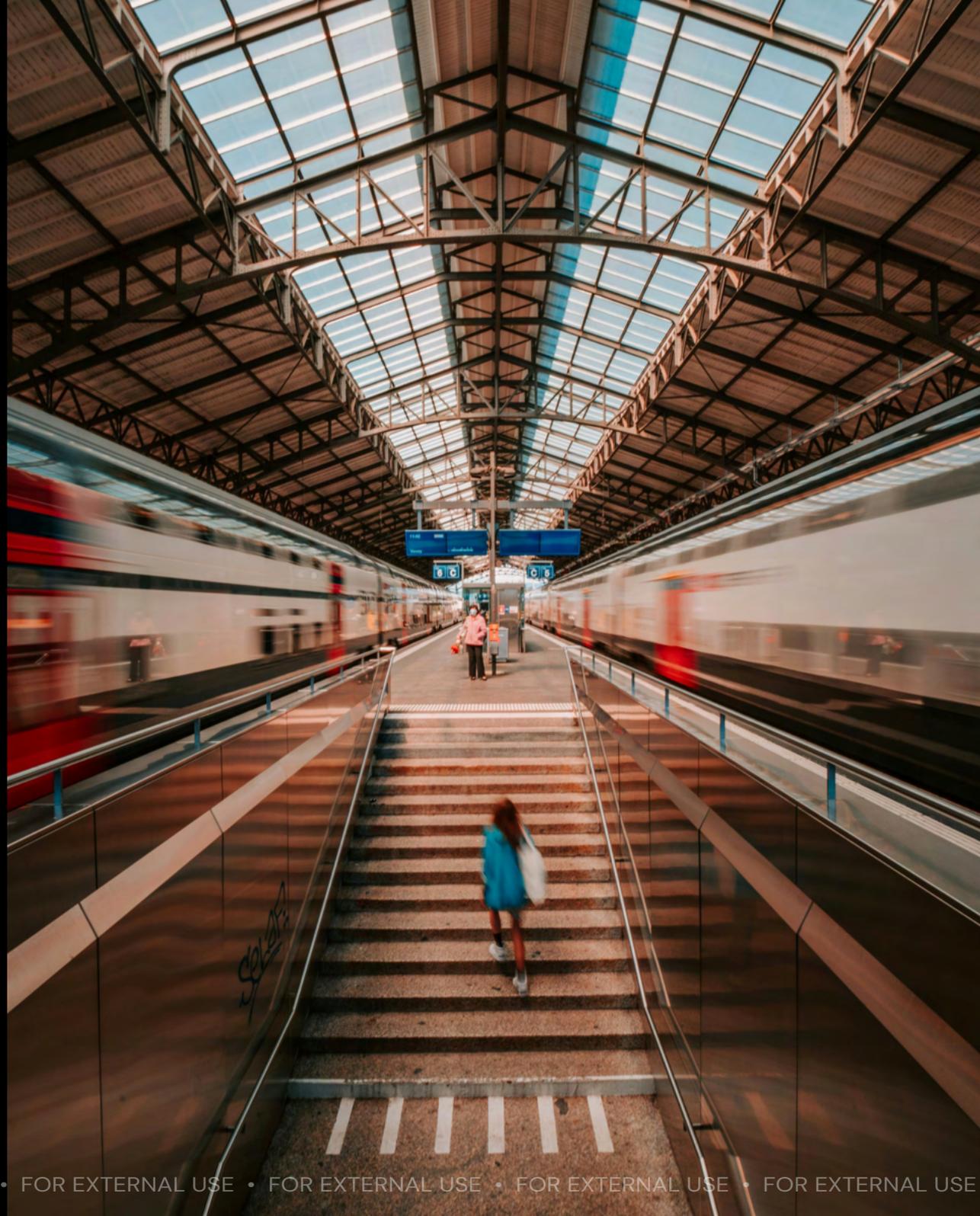




# Supplier Code of Business Ethics

December 2025 | Nxera Global



# Table of Contents

<b>1</b>	<b>INTRODUCTION</b>		<b>5</b>	<b>ENVIRONMENT</b>	
1.1	Applicability	3	5.1	Environmental compliance	10
1.2	Message from the CEO	3	5.2	Waste, emissions and spills	10
<b>2</b>	<b>ETHICAL BUSINESS PRACTICES</b>		5.3	Resource efficiency	10
2.1	Compliance with laws and policies	5	5.4	Climate change and biodiversity conservation	10
2.2	Anti-bribery, anti-money laundering and other corrupt practices	5	<b>6</b>	<b>TRADE SANCTIONS AND EXPORT CONTROLS</b>	
2.3	Fair competition	5		Trade Sanctions and Export Controls	11
2.4	Conflicts of interest	5	<b>7</b>	<b>QUALITY &amp; COMPLIANCE WITH GXP</b>	
2.5	Gifts and hospitality	5	7.1	General Compliance	12
2.6	Animal welfare	6	7.2	Compliance with GxP	12
2.7	Respecting intellectual property, confidentiality and data privacy	6	<b>8</b>	<b>MANAGEMENT SYSTEMS AND TRANSPARENCY</b>	
<b>3</b>	<b>HUMAN RIGHTS AND LABOUR</b>		7.1	Commitment and accountability	13
3.1	Anti-slavery	7	7.2	Risk management	13
3.2	Non-discrimination	8	7.3	Accounting and recordkeeping	13
3.3	Fair treatment and anti-harassment	8	7.4	Training and competency	13
3.4	Wages, benefits and working hours	8	7.5	Due diligence and transparency	13
3.5	Freedom of association and the right to collective bargaining	8	7.6	Continual improvement	13
3.6	Local communities	8	<b>9</b>	<b>REPORTING</b>	
<b>4</b>	<b>HEALTH AND SAFETY</b>			Reporting	14
4.1	Worker protection, health and wellbeing	9			
4.2	Process Safety	9			
4.3	Safety of the work environment	9			

# 1. Introduction

## 1.1 APPLICABILITY

This Supplier Code of Business Ethics (“**Code**”) applies to all companies, organizations and individuals that provide, or are intending to provide, goods and/or services,<sup>1</sup> including business partners acting as distributors, tender agents, sales agents (“**Suppliers**”) to Nxera Pharma Co., Ltd. and any firm, company, corporation or other organization which is, or becomes, a subsidiary, affiliate or registered branch of Nxera Pharma Co., Ltd. (together, “**Nxera**”).

We expect Suppliers that use subcontractors and/or third party suppliers to provide goods and/or services to Nxera (collectively referred to as the Supplier’s ‘supply chain’ in this Code), to take responsibility for their supply chain and ensure that their supply chain honor the commitments and respect and follow the principles set out in this Code.

1. This includes (but is not limited to) the provision of raw materials, contract manufacturing, excipients, traded goods, packaging, logistics (distribution and warehousing), equipment, machinery and related supplies and support services, professional services (consultancy and contingent labour), general and administrative service providers for fleet, facilities, financial and human resources, and R&D related services such as clinical research services, laboratory and outsourced development services.

## 1.2 MESSAGE FROM THE CEO

Nxera is a technology-powered biopharma company in pursuit of new specialty medicines to improve the lives of patients with unmet needs in Japan and globally. Our **mission** is to **accelerate the development of life-changing medicines, by investing in science and technology**. To achieve this, we have built an agile, new-generation commercial business in Japan to develop and commercialize innovative medicines, including several launched products, to address this high value, large and growing market and those in the broader APAC region. Additionally, we are advancing an extensive pipeline of potentially first- and best-in-class candidates, powered by our unique NxWave™ discovery platform, focused on addressing major unmet needs in some of the fastest-growing areas of medicine across obesity and metabolic disorders, neurology/neuropsychiatry and immunology and inflammation.

All our Suppliers, large or small, help us deliver on our mission and, in doing so, Nxera expects them to follow ethical and responsible business practices.

To that end, we have prepared this Code to set out the actions and behaviors Nxera expects its Suppliers to both embrace and to replicate further down their supply chain. While many Suppliers will have their own codes of conduct, this Code sets out our expectations for Suppliers, with the goal of ensuring we work only with like-minded organizations who share our values. The Code communicates our expectations concerning:

1. Ethical Business Practices
2. Respect for Human and Labor Rights
3. Protection of Worker Health and Safety
4. Safeguarding the Environment

5. Complying with Trade Sanctions and Export Controls
6. Meeting Quality and GxP Requirements
7. Implementing Management Systems and Transparency
8. Reporting Obligations

By following the principles laid out in this Code, Suppliers join us in reaffirming our commitment to respect laws and regulations, and to act in a socially responsible way.

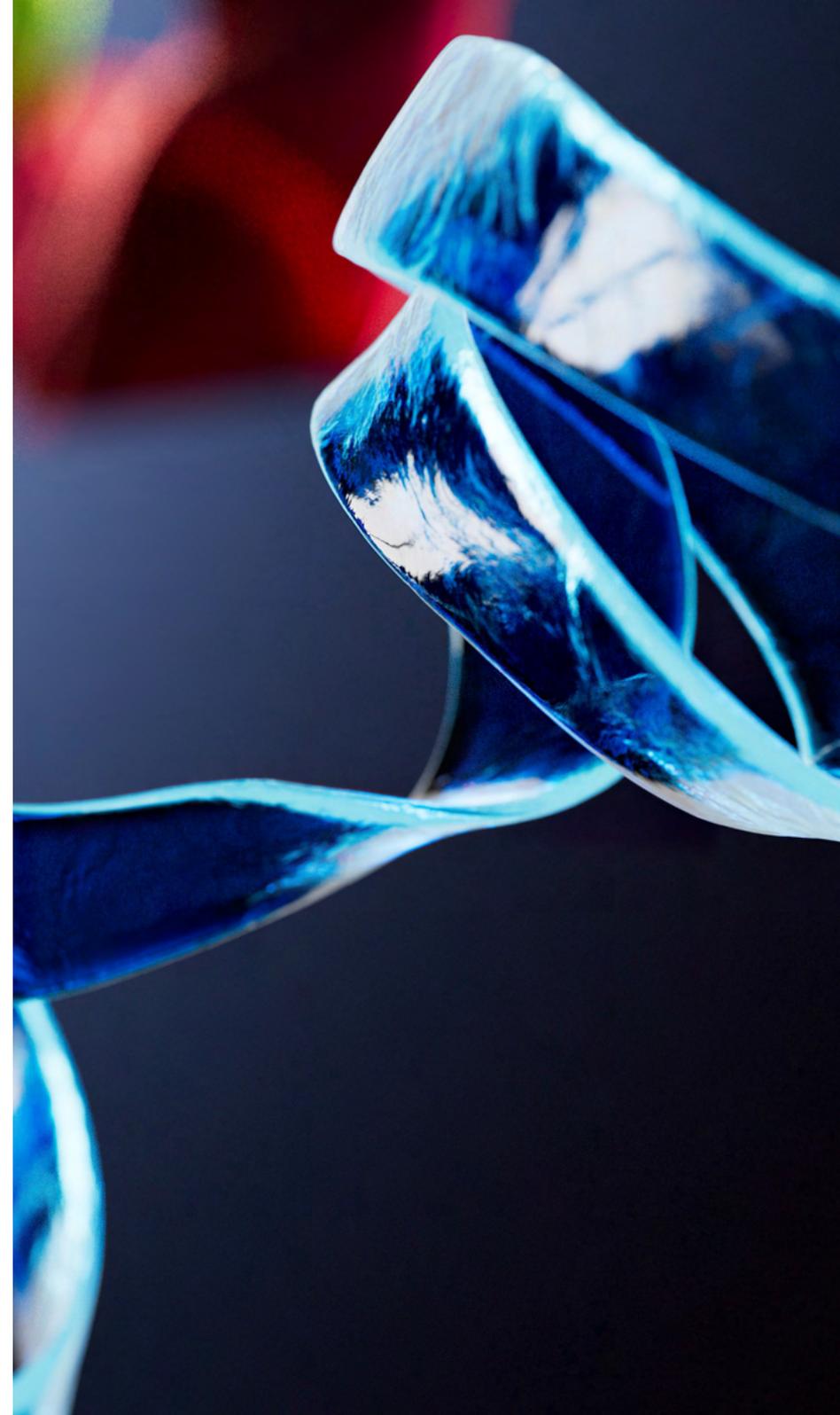
At Nxera, our values guide everything we do:

1. Patients, carers, families and physicians come first.
2. Innovation and teamwork inspire success.
3. We focus on the priorities where we can make the greatest difference.
4. We make decisions with speed and agility.
5. We strive for operational excellence.

By upholding these values together with our suppliers, we foster a culture of transparency, fairness and accountability that supports our shared success. Acting in line with these principles ensures Nxera's continued growth and helps us achieve our **vision** to ***lead the next era of medicine, from Japan, for Japan, and by extension, to the world.***



**Christopher Cargill**  
CEO, Nxera Pharma Co., Ltd.



## 2. Ethical Business Practices

Suppliers shall conduct their business in an ethical manner and act with integrity. This shall include complying with the practices set out in this section.

### 2.1 COMPLIANCE WITH LAWS AND POLICIES

Suppliers shall comply with all laws, rules, regulations, and industry and local ethical standards applicable to them and their operations.

### 2.2 ANTI-BRIBERY, ANTI-MONEY LAUNDERING AND OTHER CORRUPT PRACTICES

Suppliers shall at all times comply with all applicable anti-bribery and anti-corruption laws and regulations. Suppliers shall not offer, solicit, or accept bribes or any other form of unlawful incentive, directly or indirectly to or from a government or public official, political party, legal entity or natural person for the purpose of inducing a person to perform improperly a relevant function or activity or to reward a person for the improper performance of a function or activity (or, in each case, that could be perceived as seeking to achieve such). Suppliers shall not make any payments or give anything of value (including gifts or hospitality) to any person in connection with our business in order to improperly influence any person (or that could be perceived as seeking to achieve such). Suppliers shall maintain effective anti-corruption policies designed to ensure compliance with applicable anti-corruption laws and regulations. Suppliers shall keep accurate and transparent records that reflect actual transactions and payments.

Suppliers shall comply with all applicable anti-money laundering and counter-terrorism financing legislation. Suppliers shall be firmly opposed to all forms of money laundering and terrorism financing and shall only conduct business with partners involved in legitimate business activities with funds derived from legitimate sources. Suppliers shall take steps to prevent and detect any form of illegal payments and prevent their financial transactions from being used by others to launder money or finance terrorism.

### 2.3

### FAIR COMPETITION

Suppliers shall conduct their business in line with fair competition based on quality, price and service and shall not engage in unfair practices (including predatory pricing, competitor bashing, abuse of monopoly or dominant position). Suppliers shall employ fair business practices – such as accurate and truthful advertising – and shall conduct all business in accordance with all applicable anti-trust and competition laws.

### 2.4

### CONFLICTS OF INTEREST

Suppliers shall disclose to Nxera any perceived or actual conflicts of interest that might impact their engagement with Nxera. For example, non-business relationships between Suppliers and either individuals within Nxera or individuals in the Supplier's supply chain that could reasonably be seen to give rise to a conflict.

### 2.5

### GIFTS AND HOSPITALITY

Nxera shall select Suppliers on fair and objective standards; inappropriate offers of hospitality or gifts shall not be accepted (or solicited). Hospitality and/or gifts must never be offered or given with the intention of influencing the recipient improperly (or that could be perceived as seeking to achieve such) with respect to any decision concerning Nxera. Employees of Nxera will decline any hospitality or gifts offered to them if they suspect or believe that they are intended to influence them improperly.

No gifts (including cash payments or cash equivalents) of any kind shall be provided to Healthcare Practitioners or their family members, except where expressly permitted by law, regulation or industry standard (for example, pursuant to the Korean Research-based Pharmaceutical Industry Association (KRPIA) Fair Trade Code which permits certain customary items such as seasonal gifts or congratulatory tokens for promotion to be provided).

Nxera does not conduct animal research in its laboratories or on its premises. Instead, we work with experienced and reputable Contract Research Organizations to conduct any necessary research and expect these Suppliers to comply with the practices and requirements set out in this section.

Where requested by Nxera, Suppliers shall agree to undergo an audit process to allow Nxera to ensure compliance with all applicable animal welfare standards. Nxera is committed to the humane and responsible use of animals in biomedical research. As such, we expect our Supplier's to abide by the 3R principles of Replace, Reduce and Refine, and only use animals in studies with the prior authorization of Nxera and where there are no scientifically appropriate alternatives.

Suppliers commissioned to conduct animal experiments shall adhere to all applicable rigorous legal and regulatory compliance standards, verified through independent accreditation processes. They shall treat all animals humanely and responsibly, and minimize and avoid causing unnecessary discomfort, pain and stress. They shall also maintain all relevant accreditations, including local accreditations such as the Association for Assessment and Accreditation of Laboratory Animal Care (AAALAC) accreditation.

Suppliers shall protect confidential information disclosed by or on behalf of Nxera, including personal data. Suppliers shall act to protect such confidential information from misuse, loss, theft, and improper disclosure, including unauthorized publication or communication, and shall ensure appropriate safeguards are in place at all times. Suppliers shall respect the intellectual property rights of Nxera and third parties. Production and transfer of content, technology and know-how must be done in a manner that protects intellectual property rights.

Suppliers shall operate in a manner that is consistent with applicable data protection laws. Suppliers shall only process personal data on behalf of Nxera for the purposes of the provision of goods or services to Nxera and pursuant to and in accordance with a written contract. Suppliers shall have privacy and security protections in place that comply with all applicable data protection laws and are appropriate to the sensitivity of the personal information collected or otherwise processed by the Supplier on behalf of Nxera. Suppliers shall have appropriate organizational structures to ensure the protection of personal information against accidental, unauthorized or unlawful loss, destruction, alteration, disclosure, use or access. This includes policies and procedures to address technical and organizational security measures as well as confirmation of compliance with these requirements. Suppliers shall comply with applicable laws that govern cross-border data transmissions. Suppliers shall promptly notify Nxera of any suspected or actual data breach relating to the services provided and assist Nxera in any investigations in response to a data or information breach.

Additionally, Suppliers shall ensure the protection of participants who take part in any clinical trials sponsored and/or funded by Nxera, by following approved research protocols, relevant ethical and scientific standards, and by protecting participants' confidentiality and their personal data.

# 3. Human Rights and Labor

Suppliers shall be committed to upholding the human rights of workers and to treat them with dignity and respect.

## 3.1 ANTI-SLAVERY

Nxera opposes the use and exploitation of forced labor. We expect all our Suppliers to share our zero-tolerance approach. References in this Code to “forced labor” include slavery, servitude and any type of forced, bonded, indentured or compulsory labor as well as trafficking for the purposes of exploitation.

Workers shall not pay recruitment fees or deposits to secure their job, their employer-provided accommodation, or any training and equipment necessary to carry out their jobs.

Suppliers shall not use forced, bonded or indentured labor, and shall not use child labor. The employment of young workers below the age of 18 shall only occur in non-hazardous work, and when young workers are above a country’s legal age for employment.

Suppliers shall comply with all applicable human rights and employment laws in the jurisdictions in which they operate, and, in any case, shall uphold human rights for workers, as set out in the International Bill of Human Rights, and shall immediately report to Nxera any actual or suspected violations by it or its supply chain and the steps that are being taken to rectify such violation and prevent future violations.

If requested by us, Suppliers shall complete a self-assessment questionnaire provided by us regarding the use of forced labor and the steps they have taken to ensure that neither they nor their supply chain make use of it. The questionnaire may ask Suppliers to confirm that their policies address certain provisions in relation to modern slavery, including:

- The freedom of workers to terminate employment;
- The freedom of movement;
- The freedom of association;
- Prohibition on any threat of violence, harassment and intimidation;
- Prohibition on the use of worker-paid recruitment fees;
- Prohibition on compulsory overtime;
- Prohibition on child labor;
- Prohibition on discrimination;
- Prohibition on confiscation of workers’ original identification documents; and
- Provision of access to remedy, compensation and justice for victims of modern slavery.

Where gaps in compliance are identified, at a minimum, Suppliers will be required to develop, submit for review and execute an improvement plan to close these.

### **3.2 NON-DISCRIMINATION**

Suppliers shall provide a workplace free from unlawful discrimination. There shall be no discrimination for reasons such as race, color, age, pregnancy, gender, sexual orientation, ethnicity, disability, religion, gender identity / expression, social origin, political affiliation, union membership, marital status, family status or other characteristics protected by applicable law. Suppliers shall enforce a non-retaliation policy that allows workers to express their concerns about the workplace without fear of retribution.

### **3.3 FAIR TREATMENT AND ANTI-HARASSMENT**

Suppliers shall provide a work environment free of harassment, harsh or inhumane treatment, including any sexual harassment, sexual abuse, corporal punishment, mental or physical coercion or verbal abuse of workers, or threat of any such treatment.

### **3.4 WAGES, BENEFITS AND WORKING HOURS**

Suppliers shall pay workers according to applicable wage laws, including minimum wages, overtime hours and mandated benefits, and pay shall be fair and adequate. Suppliers shall consider remuneration in accordance with the skills, performance and experience of their workers based on local competitive conditions, as well as offer benefits in accordance with local market practices. Suppliers shall communicate to workers the basis on which they are being compensated in a timely manner. Suppliers shall inform workers whether overtime is required (where overtime is permissible under local employment laws and regulations), and the wages paid for such overtime.

### **3.5 FREEDOM OF ASSOCIATION AND THE RIGHT TO COLLECTIVE BARGAINING**

Open communication and direct engagement with workers to resolve workplace and compensation issues is encouraged. Suppliers shall respect the rights of workers, as set forth in local laws, to associate freely, join or not join labor unions, seek representation and join workers' councils, participate in collective bargaining and undertake the rights according to the local employment laws and regulations. Workers shall be able to communicate openly with management regarding working conditions without threat of reprisal, intimidation or harassment.

### **3.6 LOCAL COMMUNITIES**

Suppliers shall respect the rights of the local communities around their sites including the right to a clean and healthy environment.



# 4. Health and Safety

Suppliers shall provide a safe and healthy working environment, including, where applicable, in respect of any company-provided living quarters. Health and Safety measures shall extend to contractors and sub-contractors on Supplier sites.

## 4.1 WORKER PROTECTION, HEALTH AND WELLBEING

Suppliers shall act in a socially responsible way. This includes complying with all applicable health and safety requirements and ensuring all required permits, licenses and registrations, and all insurance policies appropriate to the nature of the business of the Supplier and the services being provided (including public liability insurance) are obtained, maintained and kept up-to-date, and ensuring that their employees are fully trained in all areas of health and safety relevant to their roles.

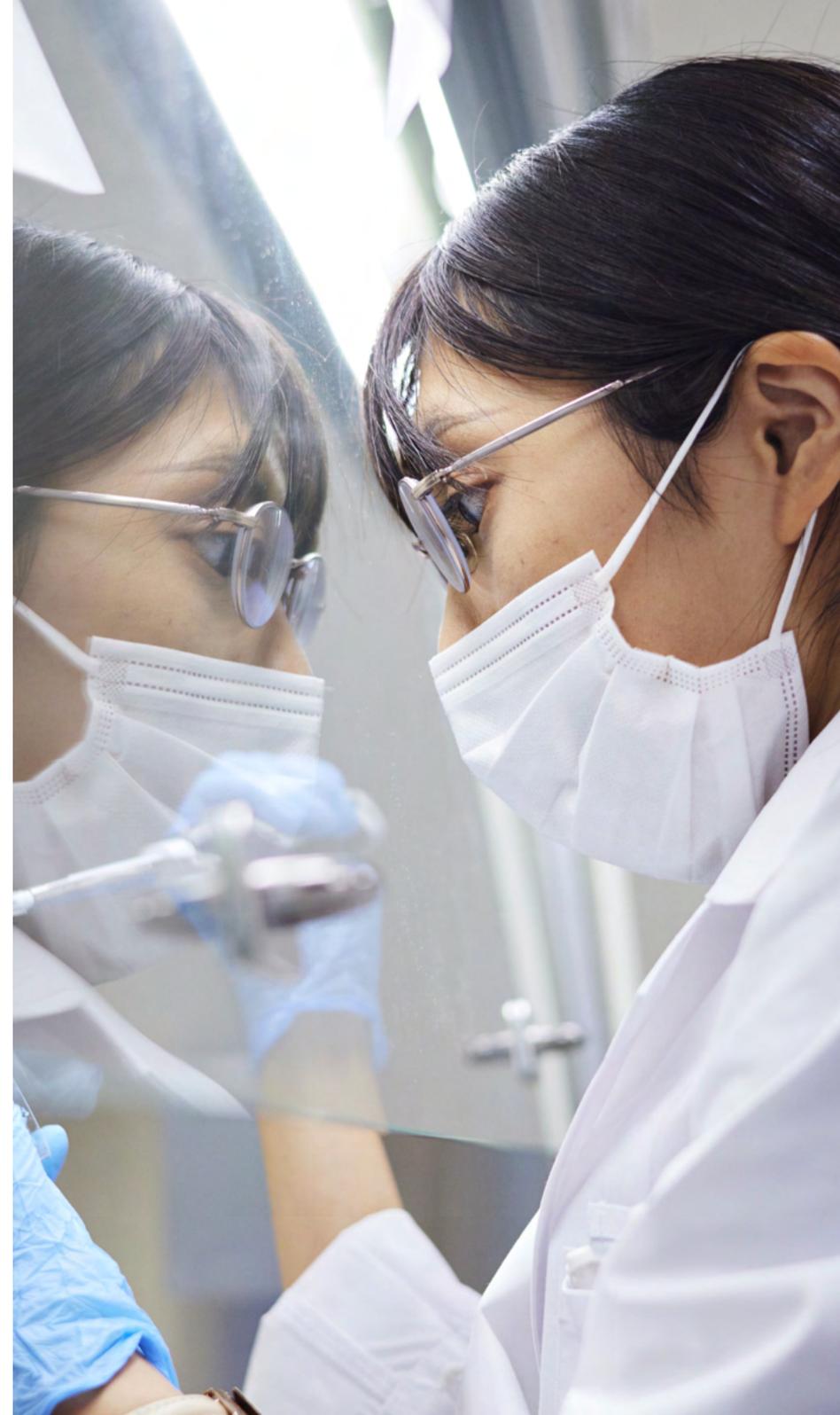
Suppliers shall protect workers from over exposure to chemical, biological and physical hazards. Appropriate equipment, facilities and services shall be provided to support worker safety, health, and wellbeing.

## 4.2 PROCESS SAFETY

Suppliers shall have management processes in place to identify the risks from chemical and biological processes and to prevent or respond to catastrophic release of chemical or biological agents.

## 4.3 SAFETY OF THE WORK ENVIRONMENT

Adequate risk assessments and emergency plans shall be in place to ensure the safety of the work environment. Safety information relating to hazardous materials – including pharmaceutical compounds and pharmaceutical intermediate materials – shall be available and used to educate, train and protect workers from hazards. Suppliers shall demonstrate good housekeeping practice and a culture of safety.



# 5. Environment

Suppliers shall operate in an environmentally responsible and resource-efficient manner. Suppliers are expected to: conserve natural resources by sourcing material sustainably; minimize the use of hazardous materials; and engage in activities that reuse and recycle.

## 5.1 ENVIRONMENTAL COMPLIANCE

Suppliers shall comply with all applicable environmental laws and regulations. All required environmental permits, licenses, information registrations, chemical registrations and restrictions shall be obtained and their operational and reporting requirements followed.

## 5.2 WASTE, EMISSIONS AND SPILLS

Suppliers shall have systems in place to ensure the safe handling, movement, storage, disposal, recycling, reuse, or management of waste, air emissions and wastewater discharges. Any waste, wastewater or emissions with the potential to adversely impact human or environmental health shall be appropriately managed, controlled and treated prior to release into the environment. This includes managing releases of active pharmaceuticals into the environment.

Suppliers shall have systems in place to prevent and mitigate accidental spills and releases to the environment and adverse impacts on the local community.

## 5.3 RESOURCE EFFICIENCY

Suppliers shall operate in an environmentally responsible and efficient manner to minimize adverse impacts on the environment. Suppliers are encouraged to conserve natural resources, to avoid the use of hazardous materials where possible and to engage in activities to reuse and recycle.

## 5.4 CLIMATE CHANGE AND BIODIVERSITY CONSERVATION

Suppliers shall monitor and reduce their greenhouse gas emissions and support their supply chain to do the same. They shall also understand their impacts on biodiversity, and work to reduce their footprint wherever possible.



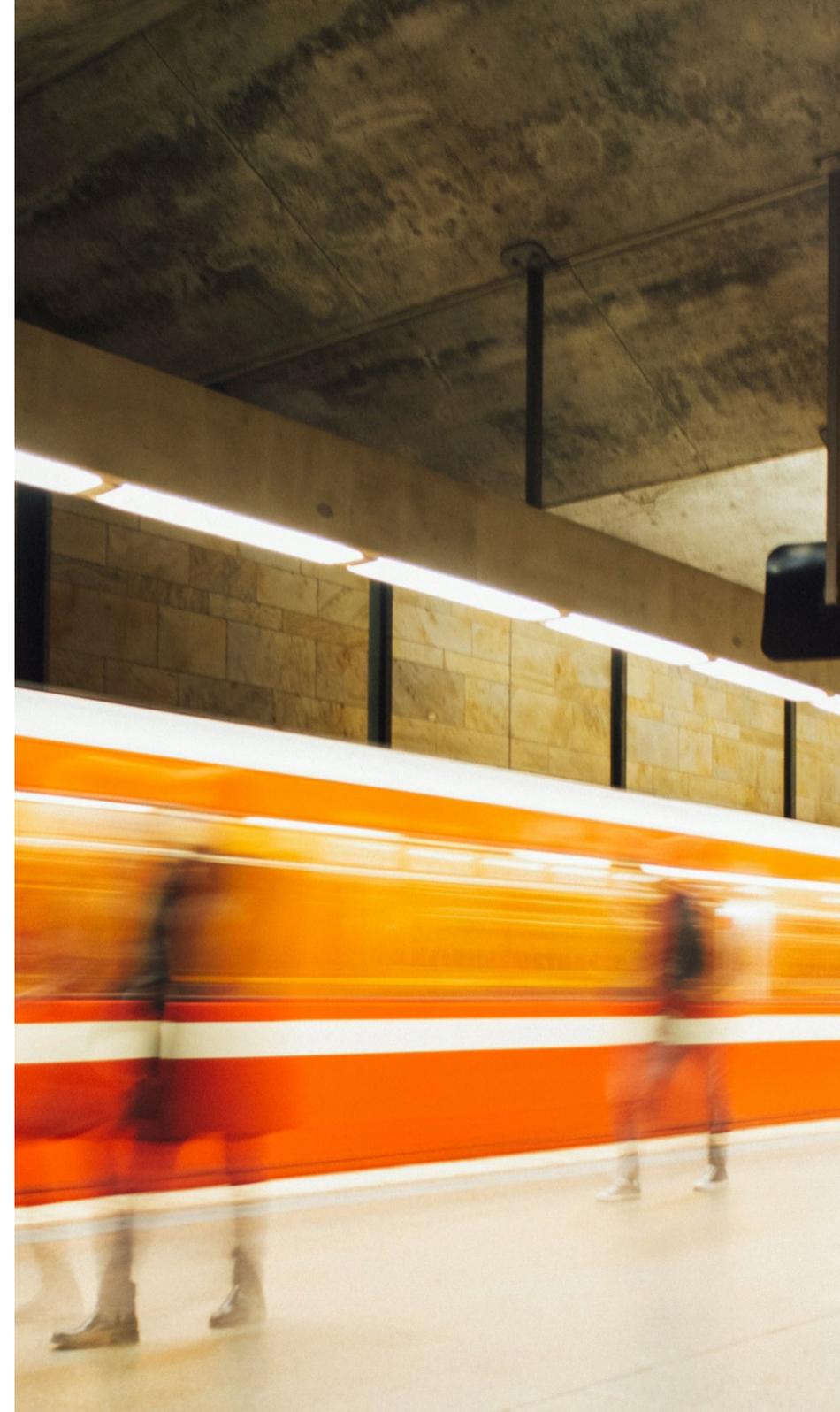
# 6. Trade Sanctions and Export Controls

Suppliers shall comply with all applicable trade sanctions and export control laws. This includes, but is not limited to, laws and regulations issued by Japan, the United Kingdom, Switzerland, South Korea, the United States and the European Union.

Suppliers shall not engage in business with individuals or entities that are subject to government-imposed sanctions or restrictions.

Suppliers shall:

- Confirm that neither they, nor any of their affiliated companies, shareholders or directors, are currently or have previously been listed on any of the following:
  - U.S. Specially Designated Nationals (“SDN”) and Blocked Persons List (OFAC)
  - U.S. State Department Debarred List and non-proliferation sanctions lists
  - EU Consolidated List of Designated Parties
  - Swiss Sanctions Embargoes List
  - Any other applicable national or international restricted party lists
- Confirm that they are not owned 50% or more, individually or collectively, by one or more SDNs or other restricted parties.
- Promptly notify Nxera if, during the course of their engagement, they or any affiliated entity, shareholder or director becomes listed on a restricted party list or becomes majority-owned by a restricted party.



# 7. Quality & Compliance with GxP

Suppliers shall uphold rigorous standards of quality and compliance throughout their operations.

## 7.1 GENERAL COMPLIANCE

Suppliers shall ensure that all materials, products and services provided to Nxera meet all applicable laws, regulations, health authority standards, industry best practices, and all relevant GxP requirements. Where relevant, Suppliers shall also comply with any additional requirements communicated by Nxera, including those set out in a Quality Agreement or similar document, and/or cooperate with Nxera where Nxera is providing manufacturing or quality control training to the Supplier.

Suppliers shall agree to be assessed by Nxera's quality teams, where relevant, to ensure that the Supplier has sufficient quality management systems in place.

## 7.2 COMPLIANCE WITH GXP

Suppliers providing services that are subject to GxP requirements shall, at all times, comply with those requirements and hold and maintain all necessary licenses, permits and registrations for the services being provided.



# 8. Management Systems and Transparency

Suppliers shall use management systems to facilitate compliance and continual improvement with the principles set forth in this Code. In addition, Suppliers shall have robust means of ensuring that their subcontractors and suppliers within their supply chain also comply with these policies.

## 8.1 COMMITMENT AND ACCOUNTABILITY

Suppliers shall demonstrate commitment to the principles set forth in this Code by allocating appropriate resources and identifying senior responsible personnel, thereby creating a culture of responsible practices.

## 8.2 RISK MANAGEMENT

Suppliers shall have mechanisms to identify, assess and mitigate risks in all areas addressed by this Code.

## 8.3 ACCOUNTING AND RECORDKEEPING

We are committed to the integrity of our business records and ensuring that our books, records, and financial reporting are accurate and complete. Suppliers shall maintain up-to-date business and financial records in compliance with all applicable laws and regulations. Relevant records must be made available upon our request.

Suppliers are expected to monitor their own compliance with this Code and shall, from time-to-time, permit Nxera to audit the Supplier's compliance with this Code by inspecting the Supplier's facilities, reviewing records, policies and practices and interviewing personnel. Suppliers are expected to provide prompt access to their facilities, records, documentation and personnel. If we identify any non-compliance, Suppliers shall prepare, permit us to review and execute an improvement plan approved by us to rectify matters. Suppliers shall place similar expectations to those set out above on subcontractors in their supply chain.

## 8.4 TRAINING AND COMPETENCY

Suppliers shall have a training program that achieves an appropriate level of knowledge, skills and abilities in management and workers to address the expectations of this Code.

## 8.5 DUE DILIGENCE AND TRANSPARENCY

Suppliers shall have systems allowing them to carry out due diligence on their own supply chain, including traceability for the sources of raw materials to support legal and sustainable sourcing activities.

## 8.6 CONTINUAL IMPROVEMENT

Suppliers are expected to continually improve by setting performance objectives, executing implementation plans and taking necessary corrective and preventive actions for deficiencies identified by internal or external assessments, inspections and management reviews.

# 9. Reporting

If a Supplier or their workers believe that anyone in their company or in their or Nxera's supply chain has acted contrary to the principles of this Code, they are encouraged to report the concerns to [Procurement@Nxera.life](mailto:Procurement@Nxera.life). Suppliers shall establish their own complaints procedure and encourage their workers to report concerns or information regarding non-compliance, particularly in respect of actual or potential illegal activities in the workplace or adverse human rights impacts or environmental impacts resulting from Suppliers' own operations, without threat of retaliation, reprisal, intimidation or harassment. Suppliers shall investigate and take corrective action if needed.

We may terminate our supply relationships if a Supplier or a member of their supply chain fails to comply with this Code. Where required or appropriate, we may report any breach of the Code to the appropriate authorities.





# Supplier Code of Business Ethics

December 2025 | Nxera Global

FOR EXTERNAL USE • FOR EXTERNAL USE

