

CORPORATE POLICY

TITLE: Sumitomo Pharma America Holdings Code of Conduct and Ethics		POLICY NO.: 0002.02	
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Compliance with Laws, Regulations, and Standards

Sumitomo Pharma America Holdings, Inc. ("SMPA" or the "Company") will conduct its activities in accordance with the laws of the states and countries in which it operates. All employees are required to comply with federal, state, local, and foreign law and regulations in or applicable to the places wherever they conduct business. In addition, all employees are expected to follow this Code of Conduct and Ethics (this "Code") in all respects, except where different requirements are mandated by local laws. While this Code applies to all SMPA employees, sometimes interactions with or standards of companies which are also owned (directly or indirectly) by Sumitomo Pharma Co., Ltd. ("Affiliated Companies" or "Affiliates") will be relevant. Although by no means exhaustive of all the rules and standards governing our industry and our business, an overview of some of the key laws is provided below.

The Federal Food, Drug, and Cosmetic Act ("FDCA")

The FDCA established the Food and Drug Administration ("FDA") in 1938. The FDCA and its implementing regulations set forth the essential regulatory structure for the marketing and promotion of prescription drugs in the United States. The primary purpose of the FDCA is to ensure the safety and efficacy of drugs before they become available to the public and to regulate prescription drug marketing and promotion. The FDCA and FDA regulations require that drug manufacturers, marketers, sellers, and distributors provide information about their products that is truthful and accurate, (b) fairly balanced, in both content and form, and (c) consistent with FDA-approved full prescribing information. If a drug manufacturer, marketer, seller, or distributor

disseminates labeling or promotional material that the FDA determines to be "false or misleading," the drug is deemed "misbranded." The FDCA prohibits the manufacture, marketing, sale, and distribution of misbranded drugs.

It is Company policy to keep the FDA and the medical community fully informed of the approved uses, safety, contraindications and side effects of its products, including the timely reporting of adverse event experiences. SMPA and its employees, officers and directors will practice a policy of disclosure and transparency to at all times.

The Prescription Drug Marketing Act of 1987 ("PDMA")

The PDMA requires controls and tracking for prescription drug samples in the United States. The PDMA was designed to improve the distribution and dispensing of prescription drug samples by providing a "closed" system for legitimate handlers of these drugs. Such a closed system is intended to prevent the diversion of these samples out of legitimate channels. Under the PDMA, it is a violation to:

- Sell, barter, or trade prescription drug samples;
- Deliver prescription drug samples to anyone who is not licensed to prescribe prescription drugs;
- Deliver prescription drug samples to a retail pharmacy; and
- Deliver prescription drug samples without a form of written request from the practitioner authorized by the Company.

Government Health Care Programs - Fraud and Abuse Laws

The U.S. federal fraud and abuse laws cover all products or services that may be reimbursed, in whole or in part, by federal healthcare programs, such as Medicare or Medicaid. The fraud and abuse laws encompass various risk areas, including improper payments to healthcare professionals and federal reimbursement based on false claims.

The Anti-Kickback Statute

The federal anti-kickback statute prohibits "remuneration" that has as one of its purposes the intention to induce or reward the prescribing, purchasing or recommending of any item or service that is paid, in whole or in part, by the federal government, such as the purchase of prescription medicines through Medicare or Medicaid. This statute is extremely broad and covers a wide variety of arrangements. The statute may be violated if only one purpose of an arrangement is to induce or reward the prescribing, recommendation, or purchase of a product by the federal government even though additional, legitimate purposes for the arrangement may also exist.

Remuneration is considered anything of value, including cash, grants, consulting payments, services, free goods, entertainment, etc. Absent safeguards, many common industry practices and arrangements may be construed as inappropriate and implicate the anti-kickback statute.

Although there are a number of narrow exceptions that do not violate the anti-kickback statute, such as bona fide consulting arrangements between a pharmaceutical company and healthcare professionals, these so-called "safe harbors" must be followed scrupulously in order to avoid even the perception that an improper activity may be taking place and the risk of possible enforcement action. The consequences of an enforcement action are severe for both the individuals involved and the Company. Violations of the anti-kickback statute can result in criminal prosecution, substantial civil monetary penalties, and/or exclusion from participation in federal healthcare programs like Medicare and Medicaid.

The False Claims Act

In cases of reimbursement for pharmaceutical products under a federal healthcare program like Medicare and Medicaid, the federal government considers the promotion of an unapproved drug, or the promotion or distribution of an unapproved use or dose for an approved drug, a false claim against the Government and unlawful. Similar to violations of the anti-kickback law, such "off-label" promotion carries severe penalties for the individuals and companies involved.

Because pharmaceutical manufacturers and distributors are required to provide information that is truthful, accurate, fair, balanced and consistent with FDA-approved full prescribing information, all promotional materials regarding any products distributed by the Company must relate to approved uses and dosing.

Antibribery/AnticorruptionLaws

The Company currently operates in the United States and may conduct business in other countries around the world. All such countries prohibit bribery of, or kickbacks to, government officials and have passed legislation making it illegal for a company or its employees to engage in bribing government officials outside of the country where the business is located. In the U.S., the Foreign Corrupt Practices Act is an example of such legislation and more than 30 other countries have implemented similar laws under an international treaty called the OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions. A bribe or kickback under these foreign bribery laws may be defined as any money, fee, commission, credit, gift, gratuity, travel benefits, entertainment, thing of value, or compensation of any kind that is provided, directly or indirectly, and that has as one of its purposes

improperly obtaining business or receiving favorable treatment from a foreign government official. Importantly, many authorities, including the U.S. government, consider health professionals employed by publicly owned or publicly-controlled health institutions to be "government officials" within the meaning of these antibribery laws. Failure to comply with such laws could expose the individual involved and the Company to significant fines and/or criminal charges.

Recognizing that cultural difference and the complexity of local customs or laws may create issues under these laws, it is critical that you follow relevant company policies, discuss any questions or concerns you have with your manager or to the Legal Affairs or Compliance & Ethics Department liaisons for SMPA's operations, and participate in anticorruption training offered by the Company prior to engaging in any international business.

Government Price Reporting Laws

SMPA may become party to numerous state and federal pricing agreements, and subject to price reporting obligations. Any future price reporting errors or omissions could lead to significant financial penalties, civil fines, and, in some cases, criminal penalties. The Company will be developing and implementing policies and procedures that will be designed to ensure price reporting accuracy and compliance. Thus, SMPA marketing, sales, distribution, and contracting activities must comply strictly with SMPA policies, especially those policies that regulate relationships and transactions with customers. Any new program or new product contracting strategy that has the potential for conferring price concessions to customers must undergo the appropriate legal review. If you are involved in any contract discussions or arrangements with a customer regarding the sale of products, you should consult with the Company's Legal Affairs Department before entering into any transaction.

Antitrust and Fair Trade

The purpose of the U.S. antitrust and fair competition laws is to ensure a fair and competitive free market system. Thus, while the Company competes vigorously in its many business activities, its efforts in the marketplace must be conducted in accordance with the letter and spirit of all applicable antitrust, unfair competition and fair trade practice laws (collectively, "antitrust laws"). Since antitrust laws can be highly technical and may vary from state to state and from country to country, it is important that you speak with Company's Legal Affairs Department whenever you are going to deal or interact with any of our competitors (*e.g.*, discussions at trade association meetings), or suppliers.

Violations of antitrust laws can lead to criminal prosecution, monetary fines, civil penalties, and litigation that can result in damages of millions of dollars. Both the Company and employees are subject to severe fines, and employees are subject to prison sentences. It is obvious that ignoring the antitrust laws may have serious consequences. The following list is intended to provide guidance to enable each employee to comply with the antitrust laws. Not every possible circumstance that may be encountered is identified in this list. Therefore, if you have any questions, review and clarify them with your supervisor or a member of the Company's Legal Affairs Department.

- Do not attend meetings with competitors at which pricing or any element of price (such as payment or other terms) is discussed. If you find yourself in such a meeting, walk out, even if it is a trade association meeting and report it to the Company's Legal Affairs Department.
- Do not enter into any "gentlemen's" discussions or understandings on sales territories or markets, or rejection or termination of a customer or vendor.
- Do not discuss with customers the price the Company charges others for products.
- Do not discuss with vendors the price the Company pays other vendors.
- Do not insist that a customer buy exclusively from the Company.
- Do not disparage a competitor's product.

Accurate Books and Records and Company Reporting Laws

It is SMPA's policy to provide full, fair, accurate, timely and understandable disclosure in reports and documents filed with any regulatory authority (including any taxing authorities) and in all other public communications. Accurate books and records, maintained in accordance with applicable accounting policies, laws, rules and regulations, are essential to assure the maintenance of high ethical standards and compliance with various laws. These laws require, among other things, that the Company (1) maintain effective disclosure controls and procedures to ensure that all material information relating to the Company is made known to the persons responsible for preparing Company financial reports and (2) have internal controls over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

It is a violation of this Code and Company policy to (1) make false or inaccurate entries in any SMPA books or records; (2) intentionally understate or overstate reports of sales or

expenses; and/or (3) alter any documents used to support any corporate reports. In addition, selective data reporting (*e.g.* recording only passing or within specification results) and recording results in other than official records is prohibited. All assets and liabilities of the Company must be recorded in its regular books of account using generally accepted accounting principles.

If any employee, manager, or an outside party, requests that you make a false or inaccurate record of any kind, or if you have a concern or question about accounting or auditing matters, you have a duty to report that to a manager, the Company's Legal Affairs or Compliance & Ethics Departments.

Insider Trading

Insider trading involves the purchase or sale of a company's stocks or other securities while aware of *non-public "material information"* about that company. "Material Information" is information that a reasonable investor would consider important in deciding whether to buy, sell, or hold a company's securities. Information (whether positive or negative) that could reasonably affect the price of a company's securities is generally material. Such information can include sales results, strategic plans, research results, significant personnel changes, acquisition and divestiture plans, or financial forecasts.

The policy of the Company regarding insider trading is applicable to all employees, their family members, or anyone who resides in the employee's household. Company employees are responsible for the transactions of these other persons and therefore should make these persons aware of the need to confer with them before they trade in the securities of any Affiliate.

In accordance with federal, state and foreign (including Japan) securities laws, and in order to protect employees from the imposition of civil and criminal penalties, Company policy prohibits employees (and the other persons mentioned above) from trading in securities of any Affiliate while aware of non-public, material information, either for their own personal gain or for the personal gain of anyone else. An employee violates the insider trading laws not only by trading in the Company's securities while aware of non-public material information about the Company, but also by disclosing such information to anyone who in turn may trade Company securities on the basis of that information or disclose it to others for trading. Company policy also prohibits an employee from trading securities in *any* company, including the Company's suppliers and customers, while aware of non-public, material information acquired as a result of or through his/her position at the Company, or from disclosing such information to anyone within or outside of the Company who does not have a need to know the information.

If you have any questions regarding what constitutes material information or insider trading, please address them to Company's Legal Affairs Department.

Compliance with the PhRMA Code

It is Company policy to abide by the Pharmaceutical Research and Manufacturers of America ("PhRMA") Code as revised and updated. The revised PhRMA Code promotes, among other things, greater transparency in a pharmaceutical company's interactions with healthcare professionals that occur during continued and appropriate access to the medical community.

Some of the key provisions of the revised PhRMA Code include:

- Prohibiting non-educational practice-related gift items for healthcare professionals (*e. g.*, pens, mugs, clipboards, notepads, etc.);
- Prohibition of sales representatives and their immediate supervisors having meals with a healthcare professional outside of that healthcare professional's office (other than company-sponsored speaker programs);
- Separation between medical education activities and promotional/commercial activities;
- Mandatory training for employees who interact with healthcare professionals;
- Establishment and adherence to annual compensation "caps" for speakers;
- Monitoring of promotional speaker programs;
- Prohibition of recreation and entertainment events with healthcare professionals; and
- Mandatory disclosure to committees that make drug formulary decisions and professional societies/organizations that establish treatment guidelines of any consulting arrangements between the Company and healthcare professionals who participate in such drug formulary decisions or the development of treatment guidelines.

Professional and Personal Integrity Conflicts of Interest

A conflict of interest is any activity, interest (financial, business or personal), association, or matter of an employee that interferes, or appears to interfere, with the employee's duty to SMPA or the interests of SMPA. A conflict of interest can compromise, or appear to compromise, an employee's judgment, favoring the employee's personal interests over the best interests of the Company.

You must conduct SMPA business and even personal affairs in a manner that avoids entering into any situation that creates, or even appears to create, a conflict between the Company and your own self-interest (whether personal, business or financial). As an employee in the highly regulated pharmaceutical industry, it is important to be aware that even voluntary free-time, outside activities related to the industry may be considered a conflict of interest that creates issues for the Company.

Furthermore, this obligation may also extend to the interests of family members or friends as their activities, in certain circumstances, could also compromise your ability to perform your responsibilities for the Company. Employees must be particularly vigilant whenever they (1) engage in outside employment or other outside activities; (2) have close personal or familial (blood or marriage) relationships with other employees, candidates for employment, or others who do business with the Company; or (3) socialize with persons or entities who do business, or who may be soliciting business, with SMPA, especially where the receipt of gifts or entertainment is involved.

No employee at SMPA should ever use his or her position to obtain a personal benefit or to obtain a benefit for a person or entity with whom, or with which, the employee has a close relationship. If you believe you have or may have a situation that is or may appear to be a conflict of interest with SMPA, SMPA policy requires that you speak with your manager and/or discuss the situation with a member of the Company's Legal Affairs, Compliance & Ethics or Human Resources Departments. Any offer of a gift or entertainment from an actual or potential vendor or customer that does business with the Company raises the potential of a conflict of interest and is subject to the restrictions under the SMPA Conflict of Interest Policy.

Business Gifts and Entertainment

In addition to conflicts of interest created through the receipt of gifts and entertainment from persons or entities with whom or with which the Company does business (or with whom or with which the Company may potentially do business), SMPA employees must be just as careful when providing gifts or entertainment to any customer, vendor, or supplier. For example, gifts to healthcare professionals are governed by the revised PhRMA Code and SMPA's policies which must be strictly followed. Gifts or entertainment to non-healthcare professionals, though not subject to the same restrictions and governance, may nevertheless be inappropriate under certain circumstances.

When negotiating with a customer, vendor or supplier, you should not provide any gift or entertainment that would be prohibited under SMPA's Conflict of Interest Policy.

Beyond such prohibited gifts/entertainment, you should avoid providing any gift or entertainment if it would create embarrassment or an obligation for the giver or receiver, or if the gift-giving would create embarrassment for you or the Company if subjected to public scrutiny. Our customers, vendors and suppliers likely have gift and entertainment policies of their own, and you should not provide a gift or entertainment that would violate such policies.

Litigation and Subpoenas

If you learn of a subpoena or a pending or contemplated litigation or government investigation targeted against or involving the Company, you should immediately contact the Company's Legal Affairs Department. You must retain and preserve all records that may be responsive or relevant to the subpoena, litigation or investigation and take whatever steps are necessary to preserve from destruction all relevant records that, without intervention, may automatically be destroyed, altered, or erased (such as emails or voicemail messages). Such preservation efforts take precedence over any current or future document management or retention policies. It is important to note that destruction of records covered by a pending or threatened subpoena, litigation or investigation, even if inadvertent, could have serious repercussions for you and the Company. Thus, if you have any questions regarding whether a particular record pertains to a pending or contemplated litigation or investigation, you should contact a member of the Company's Legal Affairs Department immediately.

External Communications

It is SMPA's policy to conduct its external communications with patients, healthcare professionals, the medical and scientific community, investors, the public and government officials and agencies in an accurate, transparent and compliant manner. In addition, the Company requires, among other things, that: (1) only designated spokespersons within the Company communicate with, or release information to, the media, investors and the public; and (2) all inquiries from, or communications with, federal, state or local government officials, including police and other law enforcement authorities, be referred to the Company's Legal Affairs Department.

Control and Use of Company Assets

SMPA has a variety of different assets that are vital to our ongoing productivity and financial success. These assets belong to SMPA at all times and can include equipment, inventory, intellectual property, important data stored on either paper or computer, as well as the paper products and electronic components themselves.

It is the responsibility of you as an employee to maintain and protect the Company assets to the best of your ability. This includes safeguarding physical property and other assets belonging to the Company from unauthorized use or removal.

Furthermore, using the Company property for purposes other than benefiting SMPA can, in certain circumstances, be a violation of this Code. For example, performing personal work on Company time and with Company resources, or removing Company assets from the premises, requires proper authorization. Please consult your manager, or a member of the Company's Information Technologies Department, if you have any questions about these issues.

In order to ensure compliance with this Code and SMPA policies, the Company may from time to time review and monitor employee usage of its assets and, in particular, employee usage of the electronic devices that they have been provided by the Company and that they are authorized to use in order to perform their job responsibilities. Employees should know that SMPA reserves the right to retrieve and review any electronic communication that is composed, sent, or received on a Company electronic device such as a computer, PDA, or telephone and that the Company has the right to review an employee's usage of the Internet accessed through the Company's electronic devices.

SMPA policy prohibits the use of its electronic systems for the purpose of:

- Engaging in communications that might be considered illegal, offensive, defamatory, harassing, obscene, vulgar, or otherwise disruptive to normal business activity;
- Visiting inappropriate or unauthorized Internet sites;
- Improperly disseminating copyrighted or licensed materials or confidential and proprietary information; and
- Installing hardware or software without previously obtaining authorization to do so from the Company's Information Technology Department.

SMPA employees are also expected to protect the security and confidentiality of the Company's information systems. The Company expects its employees to:

- Protect information used to access Company information systems, including user IDs, passwords, and building-access key cards;
- Protect the confidentiality and security of our information systems, especially our data; and
- Protect information systems from damage, including physical damage and virus caused damage.

Communications that occur during the performance of your work or that involve the use of Company assets (*i.e.*, e-mail, voicemail, etc.) are not personal or private.

Records of your communications may be made by the Company and used for a

variety of reasons, and communications may be monitored to verify that Company policies are being followed or if the Company has reason to believe that Company policies or this Code are being violated.

You should not use SMPA property for personal purposes (other than incidental use). Additionally, at the end of an assignment or at termination of employment, you are expected to return, regardless of whether you are prompted to do so or not, any Company property that has been assigned to you in the course of your duties. If you have any questions about the Company's policies in this regard, you should consult with your manager or a member of the Company's Human Resources or Information Technology Department.

Confidential Information

Confidential information is any information or data that has not been disclosed to the public that has come into your possession or that you have access to as a result of your employment with the Company. This includes, for example (but is not limited to), customer lists, manufacturing, marketing, sales, or financial information, or strategic plans, any specifics – including prices – regarding deals offered to individual customers, cost information, research reports, acquisition plans, marketing plans, or potential equity interests. It also includes proprietary business information or trade secret data such as chemical formulas. Personal information regarding employees also constitutes confidential information.

Confidential and proprietary business information of the Company is the property of the Company, not of any individual employee, officer or director. Accordingly, you should maintain the confidentiality of all confidential or proprietary business information of the Company and other companies, including our suppliers and customers, that you have access to or which comes into your possession while an employee of SMPA. You must not therefore disclose such confidential or proprietary business information to anyone who does not work for the Company without first receiving the proper authority to do so and ensuring that an appropriate agreement that governs the protection of such information is in effect.

Furthermore, such information should not be shared with other employees except on a need-to-know basis in order for them to perform their responsibilities for the Company.

Third parties may ask you for information concerning the Company. Subject to the exceptions noted in the preceding paragraph, employees, officers and directors (other than the Company's authorized spokespersons) must not discuss confidential information of the Company with, or disseminate any confidential information to anyone outside the Company, as except as required in the performance their Companies duties and, if appropriate, after a confidentiality agreement is in place.

If you have any questions or concerns regarding the preservation of SMPA's confidential information or the appropriate use or dissemination of such information, please contact a member of the Company's Legal Affairs Department.

Personal Information

As a business which maintains Personal Information of residents of the Commonwealth of Massachusetts, the Company is required to comply with the Code of Massachusetts Regulations 201 CMR 17.00. "Personal Information" is defined as a Massachusetts resident's first name or first initial and last name in combination with any one of the following: (a) Social Security number; (b) driver's license number or state-issued identification card number; or (c) financial account number, or credit or debit card number.

The regulation establishes the minimum standards to be met for the safeguarding of the Personal Information of Massachusetts residents contained in both paper and electronic records. SMPA's employees are required to maintain the privacy and security of Personal Information at all times, which includes (but is not limited to):

- Storing paper records containing Personal Information in a secure manner;
- Limiting access to Personal Information on a need-to-know basis only;
- Complying with periodic security control audits of electronic stores of Personal Information;
- Ensuring personnel are trained on the procedures for proper handling of Personal Information; and
- Reporting any loss or breach of Personal Information to a member of the Company's Compliance & Ethics Department immediately.

Open Door and Fair Investigations

SMPA encourages open communication, feedback, and discussion about any matter of importance to an employee and to create an environment where employees can raise issues and concerns, including reports of violations or suspected violations, and of alleged misconduct or wrongful behavior, without fear of retaliation, or concern that the matter will not be acted upon. When a complaint is alleged regarding a violation of a law, regulation, Company policy or this Code, or which raises allegations of other wrongful behavior, a fair and thorough evaluation of the matter will be conducted and, if warranted, an investigation consistent with this policy will follow.

All complaints will be handled in a fair and thorough manner and as expeditiously as possible. An investigation will be conducted in such a way as to maintain confidentiality to the extent practicable under the circumstances. The investigative process may include interviews, review of relevant documentation (including, but not limited to expense reports, e-mails, etc.) and other information gathering practices. Any employee alleged to have engaged in violative behavior will have the opportunity to address the allegations. All employees and relevant third parties, such as consultants, vendors, etc., are expected to cooperate during an investigation as to any matter arising out of their employment or terms of engagement with SMPA. If it is found during an investigation that an employee or relevant third party lied or intentionally failed to disclose, concealed or otherwise covered up relevant information, or attempted to persuade or otherwise coerce another employee or relevant third party involved in an investigation into lying, or intentionally failing to disclose, concealing or otherwise covering up relevant information, that employee or relevant third party may be subject to disciplinary action up to and including termination of any employment or engagement with the Company.

Respect for Our People and Customers Health and Safety

SMPA strives to provide each of our employees with a clean, safe and healthy place to work. To achieve that goal, all employees must understand the shared responsibilities of abiding by all safety rules and practices, taking the necessary precautions to protect oneself and your coworkers, and reporting immediately any unsafe conditions, practices or accidents.

Drugs and Alcohol

It is SMPA's policy to create and maintain a drug-free work environment. Working at SMPA requires clear thinking and often the ability to react quickly. Working while under the influence of alcohol, illegal drugs or willful misuse of prescription medication diminishes your ability to perform at your best. Driving under the influence of alcohol or illegal drugs is unlawful and puts yourself and others around you at risk of physical harm. Driving a SMPA vehicle while under the influence of alcohol or illegal drugs is not tolerated at SMPA and can result in the immediate termination of your employment with the Company.

It is Company policy to prohibit the unauthorized use, sale, distribution or possession of alcohol or use, sale, distribution or possession of any non-prescription controlled substances, including illegal drugs, on Company property ("Use of Illicit Substances").

If you observe any Use of Illicit Substances, you should immediately report the matter to your supervisor or the Company's Compliance & Ethics, Human Resources, or Legal Affairs Departments.

Diversity

SMPA welcomes diversity in the workplace and among its customers and suppliers. The Company is committed to equal employment without regard to race, color, religion, sex, national origin, age, medical condition or disability, sexual orientation, veteran status or any other characteristic protected by law in any jurisdiction in which SMPA conducts its business.

Conduct in the Workplace

We are all expected to treat others with respect and fairness. Workplace harassment is any unwelcome or unwanted attention or discriminatory conduct based on an individual's race, color, religion, sex, national origin, age, medical condition or disability, sexual orientation, veteran status or any other illegal or inappropriate basis. It can also include verbal, non-verbal or physical abuse. Something that is considered harmless by one individual may be perceived as harassment by another. You are expected to conduct yourself in a professional manner appropriate to the workplace and to conduct workplace relationships with appropriate behavior and integrity.

Discrimination, harassment and abuse of any kind will not be tolerated. If you observe such behavior, you should report the matter to your supervisor, or to the Company's Legal Affairs or Human Resources Departments.

Building Security

Company facilities are protected by security systems that require key card access at all times. While on Company premises, SMPA employees and visitors must prominently display on their person at all times any security or visitor badges they have been issued. No one should be permitted entry to any Company facility if they do not have a security or visitor badge prominently displayed on their person. All visitors to SMPA must be escorted by a Company employee while on Company premises.

Good Citizenship

As our business grows, SMPA will become an integral member of communities throughout the United States and abroad. With this expanding role comes a great deal of responsibility for the protection and enhancement of the communities in which we operate. We welcome the challenge to perform as exemplary corporate citizens.

The Environment

As a responsible member of the community, SMPA is committed to caring for the environment and managing our business in an environmentally compliant manner. All Company facilities must implement processes designed to comply with all applicable environmental laws and regulations. The Company expects all employees to be alert to environmental issues and share in the commitment to conserve natural resources, reduce pollution and waste, and conduct business in an environmentally responsible manner.

The Political Process

SMPA strongly believes in the importance of participating in the democratic process and encourages all of its employees to exercise their right to vote. The Company strictly adheres to federal election and campaign financing laws, which regulate the manner in which SMPA or any Company sponsored political action committee or PAC can support political candidates and causes.

Charitable Contributions and Civic Involvement

As a member of the global community, SMPA committed to helping those in need by providing its products and financial support to people in the United States and around the world who suffer from natural disasters, disease and other detrimental conditions. We encourage all our employees to become active members in their communities, to help those in need, and to join the Company in any charitable or philanthropic effort to help those less fortunate than ourselves.

Compliance with This Code

Reports of Non-Compliance and Non-Retaliation

It is the responsibility of every employee, officer and director to be thoroughly familiar and comply with the standards set forth in this Code. If you become aware of a violation of this Code or applicable law by an employee or representative of the Company, it is your responsibility to promptly report the matter to your supervisor or a member of the Compliance & Ethics, Legal Affairs, or Human Resources Departments.

Any supervisor who receives a report of a violation of this Code must immediately inform the head of either the Compliance & Ethics or Legal Affairs Departments. You may report such conduct openly or anonymously without fear of retaliation. The Company will not discipline, discriminate, or retaliate against any employee who reports a complaint or concern in good faith, or who cooperates in any investigation or inquiry regarding such conduct whether or not such information is ultimately proven to be correct. Moreover, the Company will not tolerate any adverse action or retaliation taken

against any employee or agent by a supervisor or other employee on account of any complaint or concern raised under this Code. This Code should not be construed to prohibit you from engaging in concerted activity protected by the rules and regulations of the National Labor Relations Board or from testifying, participating or otherwise assisting in any state or federal administrative, judicial or legislative proceeding or investigation.

Reports concerning misconduct, violations, or suspected violations of an SMPA policy, this Code, law or regulation may be submitted on a confidential basis to the SMPA Ethics Hotline. The Ethics Hotline accepts anonymous reports.

Concerns may be reported by telephone or the internet.

- To report a concern by phone: (800) 461-9330.
- To report a concern via the internet: <https://app.convercent.com/en-US/LandingPage/106448fe-798b-ec11-a98c-000d3ab9f062>

The Company will take appropriate action to investigate. Confidentiality is maintained to the fullest extent possible.

When a violation is identified, prompt, thorough and appropriate corrective action will be taken in response to the violation. Failure to comply with this Code will result in disciplinary action including, but not limited to, reprimands, warnings, probation or suspension without pay, demotions, reductions in salary and termination of employment. Certain violations of this Code may require the Company to refer the matter to the appropriate governmental or regulatory authorities for investigation or prosecution.

Moreover, any supervisor who directs or approves of any conduct in violation of this Code, or who has knowledge of such conduct and does not immediately report it, also will be subject to disciplinary action, up to and including termination of employment.