

Anti-corruption Policy

Hypera Pharma S/A

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Executive Summary

This Policy was prepared in connection with Hypera Pharma's commitment to fighting corruption, establishing clear rules on the relationship with any Public Agents, in order to maintain compliance with the applicable anti-corruption legislation.

1. PURPOSE

This Policy aims to establish guidelines and rules of conduct to be observed in the relationship of Hypera Pharma with Public Authorities, whether national or foreign, of those who are acting on their behalf as employees or third parties. The content of this document is in line with the Company's Code of Ethical Conduct and with the current Brazilian anti-corruption legislation.

2. DEFINITIONS/ABBREVIATIONS

- **Public administration:** exercise of the administrative function by the State, which aims to supply needs in the public interest;
- **Private agent:** any agent that directly or indirectly represents any legal entity under private law that interacts with Hypera Pharma;
- **Public agent:** anyone who, even if temporarily or without compensation, holds a position, job or public function in agencies, state entities or in diplomatic representations of a foreign country, as well as in legal entities directly or indirectly controlled by the Public Power of a foreign country or in international public organizations.
 - Examples of Public Agents:
 - a) People who hold political office, such as councilors, state representatives, mayors, governors, among others;
 - b) Candidates for public offices;
 - c) Political party leaders;
 - d) Public servants at ANVISA and VISA;
 - e) Agents of Brazil's Internal Revenue Service, including those in charge of clearing imported products;
 - f) Servants who work at agencies linked to local authorities;
 - g) Members of the Public Prosecution Service;
 - h) Judges, Process Servers, Tax Auditor, Auditors of the Ministry of Labor;
 - i) Persons who hold diplomatic positions in international organizations;

- j) Employees at companies directly or indirectly controlled by public entities, whether national or foreign;
 - k) Any representatives of the aforesaid persons.
 - o The concept of Public Agent highlighted in this Policy is not exhaustive. In case of doubts arising from the identified context, the Hypera Pharma representative should contact the Compliance area in order to obtain specific guidance, according to the scenario presented.
- **Business Gifts:** materials for corporate use such as notebooks, notepads, pens, post-its, calendar etc. of symbolic value and preferably containing the company logo or offering event;
- **Whistleblowing Channel or Hyperescuta:** tool made available by Hypera Pharma to all interested parties (internal and external) for reporting situations of violations or noncompliance with the Code of Ethical Conduct, Anti-Corruption Policy and other Company policies and procedures, as well as the country's current legislation (available at www.hyperescuta.com.br or by calling 0800 772 0891);
- **Audit Committee:** joint statutory advisory and instruction body directly linked to the Company's Board of Directors, whose objective is to supervise the quality and integrity of financial reports, adherence to legal, statutory and regulatory standards, the adequacy of processes related to the Risks & Compliance area and the activities of internal and independent auditors.
- **Ethics Committee:** joint body that reports directly to the CEO and subsidiarily to the Board of Directors, aiming to steer the Compliance team in dealing with situations not provided for in the company's Code of Ethical Conduct and any identified ethical dilemmas.
- **Company or Hypera Pharma:** it means Hypera S.A. and its subsidiaries.
- **Risks & Compliance Department:** department comprising the Risks and Compliance Management areas and that can be reached by e-mail compliance@hypera.com.br and/or by phones 011 3627.4077 and 011 3627.4079;
- **Public Bidding:** administrative procedure whereby a public entity, in the exercise of its administrative function, opens to all interested parties, who are subject to the conditions set out in the call for proposals, the possibility of formulating

proposals among which they will select and accept the most convenient for the conclusion of the contract;

- **Public Power:** set of bodies that act on behalf of the Executive, Legislative and Judiciary Powers of the Federal Government, the States, the Municipalities and the Federal District;
- **Third Party:** a third party means any business contractor, or any party that may act on behalf of Hypera Pharma, including but not limited to, customs brokers, consultancy companies and the provision of services in general, law firms, consulting firms, government relations advice, outsourced accounting and bookkeeping service company and audit firms, cleaning companies, technical and scientific consultants, medical service providers, property security companies, transportation companies, as well as everyone who acts as a channel for Hypera Pharma products to be offered to consumers, being able or do not add any added value, such as distributors, resellers, retail stores (pharmacies, convenience stores, etc.).
- **Undue advantage:** it includes the practice of promising or giving gifts, travel, entertainment, favors, services and promises, among others, directly or indirectly, to public or private agents, Brazilian or foreign, or the third person related to it, in Brazil or abroad. The simple promise already characterizes a violation of applicable legislation and this Policy;

Note: if at any time there is doubt about any of the definitions above or any other information provided in this policy, the Risk & Compliance Department is available to provide the necessary clarifications.

3. APPLICATION

This Policy applies to all employees, including members of the Board of Directors, and to any third party with whom the Company maintains or comes to maintain a contractual relationship. No one is authorized to allow exceptions to the rules of this Policy.

4. RESPONSIBILITIES

Compliance Department

- Provide the necessary inclusions and/or changes when there is a change in any guideline in this Policy;
- Communicate and clarify doubts related to this document to all Hypera Pharma employees and Third Parties;
- Analyze, in an independent and unbiased manner, any violations of this Policy and involve the Ethics Committee or the Statutory Audit Committee where necessary.

Ethics Committee and Statutory Audit Committee

- Analyze cases of non-compliance and/or violations of this Policy, which are addressed to these Committees.

Employees and Third Parties

- Comply with the guidelines of this Policy and consult the Risks & Compliance Department in case of doubts;
- Communicate all costs related to onsite visits to the Risk & Compliance Department;
- Immediately report possible violations of this Policy by employees or third parties directly to the Risks & Compliance Department or through the Whistleblowing Channel.

Legal Department

- Prepare and revise commercial contracts and/or agreements formalizing the commercial relations between Third Parties and Hypera Pharma;
- Develop commercial contracts and/or agreements that contain the Compliance/Anti-Corruption clause, including the possibility of auditing, established by the Risks & Compliance Department;
- Ensure that the necessary steps are taken in Mergers and Acquisitions.

5. GENERAL CONSIDERATIONS

- Respect the Hypera Pharma Code of Ethical Conduct principles, as well as the professionals and society with whom Hypera Pharma is related to.

- Comply with the requirements and / or approval levels contained in the policies and corporate documents of Hypera Pharma.

6. PROCEDURES

6.1. Relationship with Public or Private Agents

In conducting its business, Hypera Pharma interacts with Public Agents through several of its departments. These interactions must occur in an integral and transparent manner, respecting the interests of the Company and be carried out only by authorized persons.

Hypera Pharma advises that contact with the public agent may not be made by a single employee. The recommendation is that face-to-face meetings are conducted, whenever possible, by at least 2 (two) representatives of the Company.

Hypera Pharma does not, under any circumstances, wish to obtain business or advantage by offering or promising an undue advantage. As a result, throughout the interaction with a Public Agent, the practice of promising, offering or giving, directly or indirectly, undue advantage to such agent, Brazilian or foreign, or the third person related thereto, in Brazil or abroad, is prohibited. Likewise, Hypera Pharma prohibits the payment of bribes to a Private Agent, in order to obtain any undue advantages, with which it has or may have a commercial relationship.

Thus, no person subject to this Policy may, directly or indirectly, make, offer or promise payment or any undue advantage to any Public/Private Agent or third party related to it, nor authorize or allow it to do so.

If any payment or grant of advantage is requested by a Public/Private Agent to an employee or Third Party, the latter must clearly deny it and immediately report it to the Compliance area.

6.2. Gifts, presents, meals, hospitalities and invitations for entertainment

Presents, meals, hospitalities and entertainment may characterize an undue advantage when offered in order to induce the making of any decision or to influence the decision-making process for the benefit of Hypera Pharma, even if there is no promise or actual consideration. Therefore, it is prohibited to offer these items to or receive them from Public Agents.

Whenever a Hypera Pharma representative receives an invitation to participate in events promoted by the Public Power, he/she must inform the Compliance area, who will evaluate the issue and may submit it to the Company's Ethics Committee. Examples of events: forum for general discussions of interest to the Company, breakfast, ceremonies, lunch, dinners, parties and/or other celebratory events. Finally, in relation to meals, it will be allowed to offer lunches and dinners for public officials, provided that:

- i.) it aims to maintain the institutional relationship;
- ii.) the public agent is stationed in the Company premises;

The amount paid by Hypera Pharma for lunch and/or dinner is limited to R\$ 200.00 per person, and the offer of alcoholic beverages being prohibited.

6.3. Sponsorship of Onsite Visits of Public Agents

Through an employee or a Third Party, Hypera Pharma may be asked to sponsor the visit of a Public Agent to its premises to carry out any legal procedure, such as a quality check, audit or product demonstration.

Expenses incurred with Public Agents in onsite visits are always subject to authorization by the Risks & Compliance Department and must be mandatorily performed through the SAP system with support for processes under the responsibility of the Supply and Accounts Payable areas.

In the event of such a procedure arising from a legal requirement, the expenses resulting from the onsite visit, such as airline tickets, accommodation and meals, must be fully incurred by the Public Administration.

6.4. Donations, contributions and sponsorships in general

The offer and/or realization of donations, contributions, sponsorships to entities such as associations, non-governmental organizations (NGOs), hospitals, events or congresses must be previously referred to the areas and Corporate Communication and Compliance for evaluation. No employee or third party is preliminarily authorized to carry out these types of actions on behalf of the Company.

According to current Brazilian legislation, it is prohibited to make any political party donations through legal entities. Thus, no employee or third party is authorized to make donations for this purpose on behalf of Hypera Pharma. According to guidelines contained in the Code of Ethical Conduct, the Company respects the political activities

practiced by its employees and, therefore, is not responsible for voluntary donations directly made by them.

Finally, all payments must be stated in the company's books and accounting records in an accurate and transparent manner.

6.5. Biddings

Hypera Pharma employees and third parties are prohibited from defrauding the competitive nature of public bidding procedures, whether through adjustment, combination or any other means.

Accordingly, it is not allowed to:

- iii.) Adjust or fix proposals with other competitors;
- iv.) Remove a competitor by specifying a call for bids focusing on a given trademark or product;
- v.) Create, in a fraudulent or irregular manner, a legal entity to participate in public bidding or enter into an administrative contract;
- vi.) Any other activity that intends to defraud the bidding process.

Remember: in case of doubt involving best practices in bidding processes, contact the Risk & Compliance Department.

6.6. Relationship with Third Parties

Hypera Pharma can be held liable objectively for acts harmful to the Public Administration committed by third parties, that is, even if the third party has committed acts of corruption without authorization or knowledge of the company, Hypera Pharma can be held liable.

Any and all hiring of Third Parties is subject to an integrity audit, which will assess your reputation and your business skills in prospecting. This analysis will be conducted and documented by the Risks & Compliance Department. Even after the contract is signed, the integrity audit may be periodically reviewed. Third parties are prohibited from interacting with the public agent on behalf of Hypera Pharma, unless expressly authorized to do so, either by means of a power of attorney or other instrument, which must specifically state the services the third party will provide, full name of the representative, the degree of interaction with the public agent, and purpose of contact.

It is important to note that no Third Party is authorized or may be authorized by an employee to violate any provision of the legislation or this Policy. Therefore, if an order

or determination is received from a Hypera Pharma employee in this regard, the Third Party or anyone else who becomes aware of the situation must immediately report the fact to the Risks & Compliance Department and not take any action or omission that could be interpreted as acceptance of corruption. Likewise, if any Public Agent requests an undue advantage, the Third Party must promptly and clearly reject the request and inform the Risks & Compliance Department.

Regarding the third party's compensation, the area responsible for contracting, as well as other areas involved in the negotiation, should take into account the following aspects:

- Fees and/or commissions paid to third parties must be commensurate with the functions actually performed;
- Payment must be made in accordance with the terms of the contract/commercial agreement to be signed between Hypera Pharma and the Third Party, except under exceptional conditions, which must be previously approved by the Risk & Compliance Board, in which an audit will be carried out of integrity. Payment to a party other than the third party or the payment of a third party to a bank account in tax havens is prohibited. Also prohibited are the payment to a current account other than the one previously assessed during the entry and registration process in Hypera Pharma systems;
- Reimbursement of any third party expenses for the services/works provided for in the contract will be carried out by Hypera Pharma only when duly accompanied by a detailed description of the expenses incurred, their respective needs and presentation of supporting documentation, such as a copy of receipts, invoices or bills.

Any contract and/or commercial agreement must only be prepared by the Company's Legal Department in accordance with current policy. During the effectiveness of these documents, including their respective renewals, the Risks & Compliance Board may regularly check the partner's situation through an integrity audit. Even after the termination of the contract/commercial agreement, any payment or expense refund made to a Third Party may also be audited.

6.7. Mergers and Acquisitions

During mergers and acquisitions, a prior and mandatory audit carried out by the Company's Legal department should include aspects of integrity and anti-corruption, with

the objective of identifying any irregularities, wrongdoings or vulnerabilities in the legal entities involved.

6.8. Appropriate Keeping of Accounting Books and Records

Hypera Pharma keeps its accounting books and records in an appropriate and accurate manner, as established in the current laws, allowing the monitoring of expenses and revenues. In addition, its balance sheet and financial statements are audited quarterly by an external company as provided for in CVM rules, and are available on the Investor Relations website.

6.9. Whistleblowing and Investigations/Internal and External Audits

Any employee or Third Party of Hypera Pharma who witnesses or becomes aware of a situation that does not comply with current legislation or with this Policy, and has any doubts regarding the matters addressed here, must report it to the Risks & Compliance Board. This report can be carried out through Hyperescuta or directly to an employee of that Board.

Hyperescuta can be accessed through the website www.hyperescuta.com.br or by phone 0800.772.0891.

In addition, the Risks & Compliance Board may conduct periodic investigations and audits, both internally and by an independent audit firm or law firm, in order to verify that this Policy and the Brazilian legislation are observed by all employees and Third Parties.

Throughout these investigations, the Risks & Compliance Board, if deemed necessary, may involve the Ethics Committee and/or the Statutory Audit Committee to assist in the analysis and proposition of actions necessary to deal with the situations presented.

6.10. Violations

All those who do not comply with the rules described in this Policy will be subject to the disciplinary measures and applicable sanctions analyzed by the Risks & Compliance Board, based on a fair and unbiased analysis of each case. In some situations, this function may be performed in conjunction with the Ethics Committee or with an independent director.

In addition to the appropriate disciplinary measures, criminal and civil sanctions may also apply to the violator.

7. ATTACHMENTS

N/A

8. MATTERS NOT PROVIDED FOR

Any matter not provided for in this Policy must be referred for evaluation and approval by the unit's management and board in conjunction with the Internal Controls area.

The English version of this policy / document intendeds to meet the needs of all Hypera Pharma's stakeholders. However, the Portuguese version of the document shall always prevail in the event of doubts or contradictions between both versions.