

ANTI-CORRUPTION POLICY

1. PURPOSE

CITOGEN S.L.U. is committed to conducting its business with respect, honesty, good faith, integrity and accountability.

CITOGEN S.L.U.'s policy is zero tolerance of bribery and corruption in all its transactions.

We are responsible for complying with all applicable laws of the countries in which we do business, as well as those of the countries from which the products we market are sourced. This includes the Spanish Criminal Code, as well as the US Foreign Corrupt Practices Act (FCPA), the UK Bribery Act and similar laws of other countries and territories in which the Company markets its products.

This Anti-Corruption Policy describes the principles required to meet **CITOGEN S.L.U.**'s commitment in its business and personal transactions with third parties, which includes:

- a) stakeholders, including but not limited to healthcare professionals, healthcare organisations, medical societies, patient groups and public officials and bodies.
- b) third parties other than the foregoing, including without limitation distributors, agents, consultants or other natural or legal persons not part of the Company who are engaged or used by the Company to:
 - promote, distribute and/or sell products of **CITOGEN S.L.U.**; and/or
 - providing services that enable or support the marketing, promotion, sales, distribution, registration, pricing and import/export of the Company's products, or other administrative work related thereto, and which may interact with government officials.

This policy does not prevent us from doing legitimate business in the context of promoting and selling products and executing contracts.

All **CITOGEN S.L.U.** personnel and third parties involved in any aspect of the promotion, distribution, sale, distribution, registration, pricing and import/export of the Company's products are responsible for understanding the requirements contained in this policy and for applying them in all tasks they perform for the Company.

This policy is part of a broader **CITOGEN S.L.U.** Compliance programme and other policies and procedures may cover more specific areas of legal and compliance risk.

All **CITOGEN S.L.U.** personnel should refer to these other policies and procedures for further knowledge of specific situations and, should they have any questions or require clarification, should contact their line manager (if possible), the Management Body, the Compliance Officer or **CITOGEN S.L.U.**'s internal information channel.

2. SCOPE

This policy applies to **CITOGEN S.L.U.** as well as to all their staff and third parties as described in paragraph 1 (b).

3. PAYMENTS AND PROHIBITED CONDUCT

CITOGEN S.L.U. does not promise, offer, authorise, give, solicit, receive or accept, directly or through a third party, money or anything of value, to or from anyone, for the purpose of obtaining or retaining business or securing an improper advantage in the conduct of business. This rule applies regardless of whether such persons are public officials or work in a private sector entity.

If a public official or other subject person, directly or indirectly, illegitimately requests or requires or attempts to obtain by extortion any money or anything of value from a person in **CITOGEN S.L.U.**, such person must refuse such request, demand or extortion and report it immediately to the Compliance Officer, or through **CITOGEN S.L.U.**'s internal information channel. In the event of extortion that poses a threat to life or safety, it will not be considered a violation under this policy, but must be reported immediately to the Compliance Officer or through **CITOGEN S.L.U.**'s internal information channel.

Facilitation payments" are considered bribes and are prohibited. These are payments which, although they may not be illegal in some countries, are offered and/or made to public officials to secure or expedite a routine or necessary action to which **CITOGEN S.L.U.** is entitled.

In addition, **CITOGEN S.L.U.** Personnel and third parties described in paragraph 1(b) may not promise, offer, authorise, give, give, solicit, receive or accept, directly or indirectly, money or anything of value in connection with a transaction intended to be or being executed by **CITOGEN S.L.U.** or a third party.

In addition, it is prohibited for **CITOGEN S.L.U.**, their personnel and third parties as described in paragraph 1 (b) to use third parties or entities to offer or receive anything of value knowing that an illegitimate purpose is being pursued.

For the purposes of this policy, the term "anything of value" includes, without limitation: (a) cash or equivalent payment system, such as, for example, gift cards; (b) gifts; (c) meals, entertainment and hospitality; (d) travel; (e) payment and/or reimbursement of expenses; (f) provision of services; (g) assumption or forgiveness of debt; (h) payments for goods or services in excess of their value; or (i) intangible benefits or other types of advantages (for example, donations to entities designated by a public official or benefits of any kind to family members of a public official).

4. SPONSORSHIP OF HEALTH PROFESSIONALS; GRANTS AND DONATIONS

CITOGEN S.L.U. may sponsor the attendance of healthcare professionals at scientific or educational events, covering the costs of travel, accommodation and the costs of the event itself.

Such sponsorships must never be offered, promised, authorised or granted for the purpose of securing an improper business or commercial advantage and must comply with **CITOGEN S.L.U.**'s internal policies and procedures as well as applicable laws, rules and regulations.

In addition, **CITOGEN S.L.U.** may award grants and donations to healthcare organisations and scientific and/or educational institutions for the scientific and/or medical training of its members.

Any grant or donation must be for legitimate purposes and must not be offered, promised, authorised or given for the purpose of securing an illegitimate commercial advantage or business. In addition, such grants, scholarships or donations must comply with **CITOGEN S.L.U.**'s internal policies and procedures as well as applicable laws, rules and regulations.

5. RECRUITMENT OF HEALTH PROFESSIONALS AND ORGANISATIONS.

CITOGEN S.L.U. may engage the services of healthcare professionals and/or organisations only where there is a legitimate business need.

The engagement of such third parties must never be offered, promised, authorised or granted as a means of obtaining or influencing the obtaining of an improper business advantage or improper business, such as the purchase or recommendation of products by the third party, and must comply with the Company's internal policies and procedures, as well as applicable laws, rules and regulations.

6. TRAVEL AND HOSPITALITY

CITOGEN S.L.U. may offer, promise, authorise or cover the travel and hospitality expenses (e.g. travel, accommodation and subsistence expenses) of public officials for legitimate business purposes only and only in accordance with applicable laws, rules and regulations (including, if different, the laws applicable in the recipient's country).

Travel and hospitality must not be or appear to be inappropriate and must be of a type, frequency and cost that is considered customary and reasonable in accordance with local laws, customs and usages. Any hospitality should be incidental to the business purpose. Expenses should be properly documented and reviewed.

7. GIFTS

Subject to authorisation by the Management Body, the giving and acceptance of gifts is permitted. Such gifts must be legal, of a nominal value of less than € 100 and offered, promised, authorised, given or accepted only for legitimate business purposes. If the amount exceeds the above-mentioned amount, the authorisation of the compliance body is required.

8. CONTRIBUTIONS TO POLITICAL PARTIES

The use of **CITOGEN S.L.U.** funds or other resources to make contributions or offer anything of value to political parties or members of political parties is prohibited.

CITOGEN S.L.U. will not reimburse any employee or third party described in paragraph 1(b) for any personal contribution made for political purposes.

Any person in **CITOGEN S.L.U.** may engage in political activities in his or her own time and on his or her own account, provided that this does not interfere with the exercise of his or her duties and is solely on his or her own behalf.

9. PRODUCT PROMOTION

CITOGEN S.L.U. shall at all times comply with the laws, rules and regulations applicable to the promotion of the Products, as well as with its applicable internal policies and procedures.

10. DUE DILIGENCE AND THIRD PARTY CONTRACTS

CITOGEN S.L.U. must conduct due diligence prior to engaging any of the third parties described in paragraph 1(b) above.

Due diligence on a third party should be tailored to the risk that may arise from the type of products/services offered by the third party, as well as other potential risks identified.

The selection of a third party must be based on an objective, impartial and transparent process, including an evaluation of the supplier.

Agreements entered into with third parties must be in writing and must sufficiently specify the purpose of the transaction. All payments must be made in good faith, be reasonable and commensurate with the market value of the goods or services in question.

11. FINANCIAL AND ACCOUNTING CONTROLS

All books and records of **CITOGEN S.L.U.** accurately reflect the business transactions and the substance and legality of all payments, transactions and expenditures of the Company in accordance with legal requirements and accounting principles.

Any entry in the books and records that is false, misleading, incomplete, inaccurate or artificial is prohibited.

12. TRAINING

CITOGEN S.L.U. will train all current and future staff on this policy and the obligation to comply with its contents.

13. INTERNAL INFORMATION CHANNEL

If in doubt about this policy or if a person believes that a breach of any law, regulation or rule, or any internal policy, procedure and/or process (including this policy) is occurring or may occur, they should immediately contact their line manager (if possible), the Governing Body, the Company's Compliance Officer or submit a report to the internal information channel at the following link:

<http://centinela.lefebvre.es/public/concept/1846474?access=ReKB6gDLi3LFqcAzi5lrwknWT86zBpLg7xsw8XlOp7w%3d>

CITOGEN S.L.U. will not tolerate retaliation of any kind against any person who has reported, in good faith, a violation of applicable laws, regulations or rules or of **CITOGEN S.L.U.**'s internal policies, procedures and/or processes. Any retaliation may result in disciplinary action, including dismissal.

Violation of applicable anti-corruption legislation can lead to severe criminal sanctions.

14. DISCIPLINARY REGIME

Failure to comply with this Policy will be considered a serious breach of the obligations of staff or any third party to **CITOGEN S.L.U.** and may result in disciplinary action, including, in the case of persons in employment, dismissal.

15. RELATED DOCUMENTS

- Code of Conduct of **CITOGEN S.L.U.**

APPROVED BY:



*Miguel Giralt Herrero CEO of **CITOGEN S.L.U.***

Date: 15/10/2025