



Verona Pharma[®]
Breath of Innovation

Supplier Code of Conduct

To Our Suppliers

Every day we deliver on a promise: to uphold the highest ethical standards when we do business. As a Verona supplier, our expectation is that you share in our commitment to doing business with integrity.

This Supplier Code of Conduct (“Supplier Code”) provides a summary of the standards and expectations for establishing and maintaining a business relationship with Verona Pharma plc and its subsidiaries (“Verona”). These expectations are based on the laws, regulations, and industry codes that apply to Verona. All Verona suppliers (including vendors, subcontractors, agents, consultants, and contingent workers) are expected to understand and comply with the requirements outlined in this document. If local laws, regulations, and industry codes are stricter than the guidance provided in this Supplier Code, your local requirements should take priority. In the event that there is contractual language between a supplier and Verona, which irreconcilably conflicts with the language of this Supplier Code, then the contractual language between the supplier and Verona shall govern in the event of any dispute.

If you have any questions relating to the appropriateness of a particular activity or require further guidance on applicable Verona policies and procedures, you should speak to your Verona contact.

The Company has also established an Ethics Hotline to report any concerns. The Hotline is available 24 hours a day, 7 days a week, hosted by a third-party hotline provider, EthicsPoint. To make a report please go to the EthicsPoint website [here](#) where you will be able to enter our organization name (Verona Pharma plc), and file a report. All information is handled discretely, and reports may be made anonymously.

Finally, Verona reserves the right to verify your compliance with this Supplier Code. If Verona becomes aware of any actions or behaviors not in compliance with this document, Verona reserves the right to seek corrective action.

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1. Ethical Business Practices

We expect all suppliers to act in an ethical and compliant manner in all business activities.

Business integrity

Verona does not tolerate bribery or corrupt conduct in our direct business dealings or by suppliers working with us or on our behalf. Suppliers must never offer, promise, or provide anything of value to improperly influence a business decision or to obtain or retain business, either directly or through intermediaries. Suppliers must also ensure they have adequate systems in place to prevent bribery and corruption and comply with all applicable laws, such as the UK Bribery Act, the US Foreign Corrupt Practices Act, etc.

Verona expects its suppliers to comply with all applicable laws, rules, and regulations in the countries in which they conduct business.

Fair competition

We expect suppliers to respect free and fair competition and to comply with all applicable competition laws. Suppliers may never enter into agreements on Verona's behalf with competitors on pricing, sales terms, margins, costs, conditions of supply, marketing plans, business strategies, or allocation of markets or customers.

Conflicts of interest

As a Verona supplier, you must be free from conflicts of interest that jeopardize your ability to make decisions and take actions that are consistent with your obligations to Verona. Furthermore, suppliers should never offer Verona employees payments, gifts, or anything else of value that is intended, or could be perceived by others as intending, to improperly influence our business decisions or create a conflict of interest. If you believe an actual or potential conflict exists, please promptly inform your Verona contact, who will provide appropriate guidance.

As a Verona supplier, you must be free from conflicts of interest that jeopardize your ability to make decisions and take actions that are consistent with your obligations to Verona.

Interactions with Healthcare Professionals

At Verona, we believe that healthcare professionals and patients have the right to decide the most appropriate treatment options available based on truthful, accurate, and balanced product information supported by scientific evidence and consistent with approved product labeling. Suppliers working with us, or on our behalf, in a promotional capacity are required to:

- Use only promotional or marketing materials approved through Verona's internal review process;
- Always give a balanced presentation of our products, including relevant safety information; and
- Only promote our products for the uses for which they have been approved.

Verona products may never be promoted for use in a country until and unless Verona has acquired all necessary approvals for use in that country.

Pharmacovigilance

Verona has an ethical and legal responsibility to document information on the safety of its medicinal products and to report this information to the competent regulatory authorities. In order to allow Verona to fulfil these obligations, all employees and contractors of Suppliers engaged in patient-facing services are responsible for reporting Adverse Events (AE) / Special Situations (i.e., off label use, abuse, misuse, exposure, overdose, exposure in pregnancy, lack of efficacy, medication errors, or suspected transmission of infectious agents) and/or Product Quality Complaints ("PQC") of which they become aware to Verona. This information must be notified to Verona Medical Information within 24 hours of initial awareness via email: medinfo@veronapharma.com or by calling 1.888.672.0371, and must include at least the following information:

- Patient identifier(s) (sex and / or age or date of birth and / or patient initial)
- Reporter contact information
- Description of the AE / or the Special Situation
- Product name
- Batch or control number (if available).

To ensure compliance with the above, all relevant Supplier employees or contractors must be trained on their obligations and procedures for reporting safety information before participation in a Verona program can occur.

2. Protecting Privacy and Confidential Information

All Verona suppliers are expected to prevent inappropriate or unauthorized access to, or disclosure of, personal and confidential information.

Privacy and personal information

We respect the privacy of those who share their personal information with us, including, but not limited to, patients, clinical trial participants, healthcare professionals, shareholders, business contacts, and Verona personnel. We expect suppliers to comply with all applicable laws that apply to the collection, use, and retention of personal information. Suppliers should never sell personal information acquired through Verona to others unless they have received specific consent to do so by the individuals whose information is contained in the data.

Confidential information

All information or data regarding Verona's operations should be considered confidential unless in the public domain. Suppliers should never use or disclose Verona's confidential information (including, but not limited to, business plans, sales data, research and development projects, trade secrets, manufacturing processes, etc.) with any competitor or other vendor. Suppliers requiring the exchange of confidential information with Verona are required to execute a confidentiality agreement in advance.

We are committed to safeguarding and preventing inappropriate access to, or disclosure of, confidential information.

3. Cybersecurity Risk Management

All Verona suppliers are expected to maintain reasonable cybersecurity governance programs designed to secure data and information.

Cybersecurity Safeguards

All Verona suppliers must employ reasonable and appropriate information technology security systems, logical, physical, and network safeguards, and controls consistent with applicable laws. Supplier controls should be designed to effectively prevent unauthorized access, use, alteration, or loss of Verona information. Where applicable, suppliers should also:

- Logically segregate Verona data from other customers' data,
- Require unique user identifiers and strong and reasonably complex passwords, and
- Use secure, multi-factor authentication mechanisms.

Suppliers must also establish and enforce the same reasonable and appropriate cybersecurity safeguards with supplier representatives, including third parties and vendors.

Security Incident Handling

If a cybersecurity or other information technology security-related incident impacts Verona (e.g., data breach, system compromise, etc.), all Verona suppliers will notify Verona in writing no later than seventy-two (72) hours after the supplier's confirmation of the incident. During the incident resolution, the supplier must keep Verona informed regularly of the progress of its investigation until the incident is resolved.

We are committed to cybersecurity and recognize its importance in the world today. It is critical for us to protect Verona and ensure our suppliers are secure and protected as well.

4. Artificial Intelligence

We expect all suppliers to commit to using artificial intelligence ethically, securely, and legally.

AI Use

Verona embraces innovation and is enthusiastic about the enhancements that artificial intelligence, machine learning, and related newer technologies (AI) will bring to areas such as business processes, clinical development, cybersecurity, and automation. Supplier's AI use must be compliant with all applicable data and privacy regulations and any other laws and regulations that apply to its use. AI use must also adhere to Verona's expectations for the handling of personal and confidential information.

We are excited about using AI securely, ethically, and legally to improve our business.

AI Disclosure

We expect suppliers to be transparent about AI use in offerings, services, and deliverables. Any use of AI in connection with Verona data or systems must be fully documented and disclosed and approved by Verona in advance of its use.

AI Protections

To the extent a vendor uses Verona data in connection with AI, such data is and shall remain Verona's exclusive property, confidential information, and trade secrets, and may not be used for any purpose other than providing the applicable services to Verona. In no event shall any such Verona data (including but not limited to any inputs, prompts, chat interactions, outputs, results, items, responses, answers, or Verona data hosted, processed or stored by a supplier), be used to train any artificial intelligence model, whether considered a "large language model" or otherwise, and whether owned or maintained by the vendor or by a third party, for any purpose except for the sole benefit of Verona.

5. Transparency and Business Records

Our customers, third parties, investors, and the public all rely on the information we use to decide on everything from whether to purchase our products to whether they should invest in our future. So, we keep accurate and timely business records in sufficient detail to capture and reflect underlying events and the true nature of our business transactions. And we ensure that our records are free from intentionally false or misleading entries. We expect our suppliers to do the same.

Keeping complete and accurate business records

The integrity of financial records is essential to maintaining trust with investors and other stakeholders. All suppliers must maintain accurate accounting records, consistent financial reports, and effective internal financial controls.

Our credibility relies on accurate books and records.

6. Human and Labor Rights

We expect all suppliers to respect the human rights of their employees, and to treat them with dignity and respect.

Respecting human rights and ensuring fairness in the workplace

We expect suppliers to comply with international labor standards as well as applicable labor and employment laws wherever they operate. This includes prohibiting child labor and forced labor, upholding the right to freedom of association, and eliminating discrimination at work. Suppliers may not conduct business with any individual or company that participates in forced, bonded, or indentured labor or involuntary prison labor, the exploitation of children (including child labor), harsh or inhumane treatment, or threat of any such treatment or any form of modern slavery or human trafficking.

Creating a workplace environment free of discrimination

We expect suppliers to provide a workplace in which all employees are treated fairly, free of discrimination and harassment, whether based on age, color, disability, employment or veteran status, national origin, race, sex (including pregnancy), sexual orientation, gender identity or expression, religion or belief, or any other characteristics protected by applicable law. We also expect that suppliers' employment decisions, including those on recruitment, promotion, training, and career development, to be based solely on job-related, appropriate criteria such as skills, competencies, experience, aptitude, or enthusiasm. We encourage suppliers to offer their employees various opportunities to help improve their skills and capabilities based on individual qualifications.

Maintaining a safe and healthy workplace

We expect suppliers to provide and maintain a safe, respectful, and productive work environment. Suppliers should comply with the relevant occupational health and safety obligations applicable under the law of the place of employment.

We expect our suppliers to respect the human rights of all people working at their companies.

7. Protecting the Environment and Supporting Local Communities

We want the communities in which we work and live to benefit from our presence – not only through the medicines we provide but also through our efforts to support our local communities and protect the environment. We expect our suppliers to help us achieve this goal.

Protecting the environment

We expect suppliers to have a strong commitment to managing the impact of their business on the environment. We encourage suppliers to minimize the environmental impacts of their business operations and help address the various environmental challenges the world faces. These challenges include addressing climate change, eliminating environmental pollution, maintaining biodiversity, and encouraging resource recycling.

We are committed to protecting the communities in which we operate.

8. Governance Systems

All Suppliers should have a quality management system in place to ensure compliance with the principles outlined in this Supplier Code.

Legal requirements

Suppliers must comply with all applicable laws, regulations, industry codes, and relevant customer requirements.

Risk Assessment

Suppliers should have mechanisms in place to determine and manage risks in all areas addressed by this document.

Documentation

Suppliers must maintain documentation necessary to demonstrate conformance with the requirements outlined in this document, along with all applicable laws and regulations.

Training and communication

Suppliers shall provide employees with the necessary knowledge and skills to address the expectations laid out in this document.

Reporting concerns

If a supplier believes that anyone working for Verona has acted contrary to the principles of this Supplier Code, they are required to report their concerns to the Verona Ethics Hotline at www.EthicsPoint.com (enter organization name “Verona Pharma plc”).

We require suppliers to demonstrate their commitment to the expectations laid out in this document.