

# **POLICY – WHISTLEBLOWER PROTECTION**

## **Introduction**

At Idorsia we are committed to collaborating and conducting business with honesty, integrity, and respect, as set forth in our Code of Business Conduct. Obeying laws and regulations, both in letter and in spirit, as well as demonstrating respectful and professional conduct is critical to our success as a company as well as for the patients we serve.

All Employees are responsible for preserving and championing our corporate culture and values. If Employees observe or suspect Reportable Conduct, it is their responsibility to speak up, to protect Idorsia and our reputation.

Speaking up takes courage and Idorsia protects everyone, Employee or Third Party, who speaks up in good faith.

## **Objective**

The objective of this Policy is to:

- encourage anyone with concerns related to suspected or actual misconduct or unethical behavior to speak up;
- provide information and guidance on how to raise those concerns and to whom;
- ensure Idorsia meets its legal and/or regulatory obligations in relation to Whistleblower protection.

## **Scope & Applicability**

This Policy applies to the entire Idorsia Group and all current or former employees of its companies (Global, Regional and Affiliate Functions), its shareholders as well as contractors, subcontractors and suppliers and associates, as well as as relatives or dependants of these people (admissible Complainants).

If local laws and regulations have a broader definition of admissible Complainants, the Idorsia Affiliate in the respective country issues supplemental guidance accordingly.

Idorsia welcomes all concerns to be raised openly and freely, not all potential concerns are covered by this Policy. Namely the following exclusions apply:

- Product Quality Complaints
- Adverse Events of our products – Adverse Events must be timely reported through the appropriate channels

If local laws or regulations are more stringent, they supersede the standards and principles set out in this Policy.

## Content

### What needs to be reported?

In general, any behavior that is **against the law, applicable regulations and industry codes and/or the Idorsia Code of Business Conduct** (i.e., “Misconduct”) shall be promptly reported under this Policy. The same applies to any behavior that is **against social norms or that is considered unacceptable to the public** (i.e., “Misbehavior”), as well as to **any behavior that constitutes retaliation against a Complainant as a result of reporting a misconduct or misbehavior, or cooperating with investigations** (i.e., “Retaliation”; see section 8.2.1).

If unsure whether a particular action or inaction constitutes Reportable Conduct, Complainants should consult the Healthcare Compliance Function responsible for their function.

When reporting a concern under this Policy, Complainants should provide as much detailed information as possible, such as:

- Background, history and reason for the concern
- Names, dates, places and any other relevant information
- Documentation that may corroborate the report (such as copies of documents, screenshots, etc.)

Reports can only be fully assessed if they contain sufficient information and/or there is a reasonable possibility of obtaining sufficient additional information.

### Prohibition of Retaliation

Idorsia prohibits any form of Retaliation, including threats or attempts of retaliation, against a Complainant who in good faith raises a concern about suspected or actual Misconduct, Misbehavior or Retaliation through any reporting channel or who cooperates in an investigation of Misconduct or Misbehavior.

Retaliation may take different forms and against various people including, not only Employees involved in the grievance, but also other persons, such as Whistleblower’s family members, friends, or colleagues.

Examples of Retaliation include (but are not limited to):

- suspension, lay-off, dismissal or equivalent measures;
- demotion or withholding of promotion;
- discrimination, disadvantageous or unfair treatment;
- coercion, intimidation, harassment (including sexual harassment; physical abuse or violence; and surveillance) or ostracism;
- verbal intimidation or threats; inappropriate, discriminatory or disparaging comments; and bullying;

Idorsia prohibits Retaliation against Whistleblowers and takes all reasonable steps to protect them. Any person involved in detrimental/retaliatory conduct will be subject to disciplinary action. In some circumstances, Retaliation may constitute a criminal offence.

If Employees believe that they or another person is or has been subject to Retaliation for reporting a concern and/or cooperating in an investigation under this Policy, this shall promptly be reported through the Idorsia reporting channels.

### **Good Faith**

Any report of suspected or actual Reportable Conduct shall be made in good faith and shall not be malicious.

Whistleblowers are acting “in good faith” when they provide information which they believe is comprehensive, fair and accurate, allowing them to reasonably believe in the truthfulness of the information given, regardless of whether the matter turns out to be substantiated or not.

When Reportable Conduct is reported, Whistleblowers are strongly encouraged to cooperate in good faith also in the course of any investigation that Idorsia may undertake (e.g. being fully forthcoming with investigators) and are required to provide truthful complete and accurate information.

Idorsia ensures that those who raise a concern and/or cooperate in investigations in good faith (including Retaliation against themselves or others) are protected from Retaliation.

On the contrary, this protection does not apply where allegations of Reportable Conduct are raised in bad faith. Such situations constitute a violation of this Policy and may lead to disciplinary and other actions up to and including termination of employment.

Whistleblowers are acting “in bad faith” when they intentionally provide false information and/or abuse the reporting procedure.

### **Confidentiality**

Idorsia maintains full confidentiality of the identity of the Complainant who reports a concern under this Policy and ensures compliance with the principles set forth in Idorsia’s Global Data Protection Policy.

The identity of the Complainant is not disclosed to anyone beyond the authorised members of the Healthcare Compliance Function or HR who are competent to receive and handle the report (need-to-know principle), without the explicit consent of the reporting Complainant. This also applies to any information from which the identity of the Complainant may be directly or indirectly deduced.

However, these obligations of confidentiality do not apply where Idorsia is required by law to disclose the identity of the Complainant or any other information from which the identity of the Complainant may be directly or indirectly deduced (e.g. in the context of investigations by governmental authorities or judicial proceedings).

In such instances, Complainants shall be informed before their identity is revealed, unless:

- it is not permitted by applicable local laws; and/or
- it would jeopardise the related investigation(s) or judicial proceeding(s).

A breach of confidentiality is considered to be a serious matter and may lead to disciplinary and other actions up to and including termination of employment for the person(s) who breach their obligations.

## Anonymous Reporting

Unless local law does not allow anonymous reporting, reports of Reportable Conduct can be made anonymously via certain reporting channels.

However, Idorsia encourages Whistleblowers to include their name in the report because anonymity may limit the ability of Idorsia to fully and thoroughly investigate the reported concerns and to take required actions. For this reason and especially when making an anonymous report, it is essential to provide as much information as possible about the suspected or actual Reportable Conduct.

## Acknowledgment and follow up

Within a reasonable time period not to exceed 10 working days, Whistleblowers shall be given the opportunity to receive follow-up information on their report, including:

- Acknowledgement that the report was received
- Indication as to how the report will be handled
- Estimate of the time that it will take for a final response
- Information on whether initial inquiries have been made
- Information on whether further investigations will follow, and if not, why not

As appropriate and subject to legal constraints, Whistleblowers will receive information about the outcome of any investigation regarding their report.

If stricter requirements than those specified above apply in a country in which Idorsia operates in (e.g. specific acknowledgment and follow-up timeframes), then they take precedence.

## Speak-Up Channels

Complainants are encouraged to report their concerns about suspected or actual Reportable Conduct via one of the following reporting channels, for anonymized reporting use the respective indicated reporting channels:

- **Call/Visit** the Idorsia Speak-Up Hotlines and Websites:

Switzerland and outside the USA	USA
<ul style="list-style-type: none"><li>• Call 0800 110 007 (within Switzerland)</li><li>• Call +41 58 844 01 06 (outside Switzerland)</li><li>• Visit <a href="https://idorsia.integrityline.io/">Idorsia Pharmaceuticals Ltd   Home (integrityline.io)</a> (https://idorsia.integrityline.io/) (anonymous reporting channel)</li></ul>	<ul style="list-style-type: none"><li>• Call (833) 222-3891 (anonymous reporting channel)</li><li>• Visit <a href="http://www.lighthouse-services.com/Idorsia">www.lighthouse-services.com/Idorsia</a> (anonymous reporting channel)</li></ul>

or

- **Talk** to:
  - the Healthcare Compliance Function
- **Write** to:
  - [compliance@Idorsia.com](mailto:compliance@Idorsia.com), or
  - Idorsia Ltd, Group Compliance Office, Hegenheimermattweg 91, 4123 Allschwil

Before any Reportable Conduct is reported, Complainants should ask themselves if they have reasonable grounds to suspect potential Misconduct, Misbehavior or Retaliation and/or if their concern is in scope of this Policy. However, Complainants are not required to prove their allegations and **should not start an investigation themselves**.

If Idorsia's investigation of Reportable Conduct concludes that allegations are not substantiated, no action will be taken against Complainants - unless the Complainant raised the concern in bad faith or with the malicious intent to harass or harm another person.

### **Breach of this Policy**

Idorsia takes reports of Reportable Conduct very seriously and will handle, investigate and respond to each incident on a case-by-case basis in accordance with Idorsia's Group Policy on Handling of Non-Compliance.

Beyond Reportable Conduct, substantiated through an investigation and as described above, the following actions can trigger remediation actions and/or disciplinary sanctions - up to and including termination of employment - in accordance with local labour laws:

- reporting in bad faith or with the malicious intent to harass or harm another person
- providing false information in the course of an investigation
- breaching confidentiality obligations related to receiving or handling of Whistleblower reports

Potential sanctions resulting from investigated cases are to be defined by executive management in the respective business unit/function. The Healthcare Compliance Function can support this process, if necessary.

### **Training and Awareness**

Idorsia conducts trainings on this Policy for its Employees and Third Parties (either face-to-face or digital, as appropriate), and makes the latter aware of their obligations and responsibilities relating to this topic.

Training on this Policy forms part of the induction process for all new Idorsia Employees and relevant Third Parties. All existing Idorsia Employees and relevant Third Parties shall receive training from time to time on how to adhere to this Policy, as appropriate. Participation, as defined by the Group Compliance Office, within the defined timelines is mandatory and records of attendance/completion shall be kept.

Idorsia Regions and Affiliates may define additional training requirements.

## Responsibilities and Implementation

All Employees are responsible for adhering to the principles and rules set out in this Policy.

The Group Compliance Office has the primary responsibility for implementing this Policy and for monitoring its use and effectiveness and dealing with any queries on its interpretation, including the instruction of all Regional and Affiliate Compliance Functions.

Idorsia is an independent biopharmaceutical company based on science and innovation. The company is specialized in the discovery, development, and commercialization of innovative small molecules, with the aim of transforming the horizon of therapeutic options. It is headquartered in Allschwil/Basel, Switzerland and is quoted on the SIX Swiss Exchange (tickersymbol: IDIA). All trademarks are legally protected by their respective owners.

Disclaimer: This fact sheet has the sole purpose to provide members of the public with general information about the activities of Idorsia. The forward-looking statements in this fact sheet are based on current expectations and belief of company management, which are subject to numerous risks and uncertainties.

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