



OXB Supplier Code of Conduct

Oxford Biomedica (OXB), one of the pioneers of gene and cell therapy, we are committed to always be acting in accordance with legal requirements, applying high principles of integrity and ethics and behaving as a socially responsible company internationally in its drug development and manufacturing activities and in its global mission to protect and improve health.

With this in mind, we are aiming to become a member of the Pharmaceutical Supply Chain Initiative (PSCI) and the Together for Sustainability (TfS) Initiative, and to fully support the principles of responsible supply chain management focus on core principles including quality, ethics, people, health and, safety, and environmental sustainability. We set out below these principles of the Supplier Code of Conduct (the “Code”)

1. Commitment to Quality and Ethical Standards

OXB is committed to ensuring responsible business practices across its supply chain. We believe that business and society are best served when companies adopt ethical practices that prioritize sustainability, quality, and people.

Expectations for Suppliers:

- Suppliers shall adopt equivalent or higher standards in their supply chains to align with OXB’s values.
- Suppliers must understand that responsible business practices benefit both society and business, and we encourage continual improvements to enhance supplier performance over time.
- Suppliers should support responsible behaviours and practices in all aspects of their business operations.

2. Quality and Performance

Suppliers are expected to deliver goods and services that meet agreed-upon standards for safety, effectiveness, and quality.

Key Areas of Performance:

- **Audits and Complaints:** Quarterly Business Reviews (QBRs) will monitor supplier performance, including delivery and quality metrics. Supplier complaint forms (SCF) will be discussed with targets for improvements documented. Open audit actions will also be addressed, with progress tracked and timelines agreed.
- **Quality Requirements:** Suppliers must adhere to strict quality standards to ensure goods and services consistently meet OXB's and its customer's needs. Suppliers must take corrective actions for any critical issues that could impact delivery or performance and inform us promptly of any changes that affect manufacturing or supply processes.
- **Security and Chain of Custody:** Suppliers must maintain robust security systems to protect the integrity of all shipments. This includes safeguarding proprietary information, ensuring custom-made products do not fall outside of the chain of custody, and preventing unauthorized third parties from accessing confidential details.



3. Ethics and Integrity

OXB and its suppliers must act with the highest level of integrity in all business dealings.

Key Principles include:

- **Adhering to UK & UN Sanctions:** Suppliers must adhere to the UK and United Nations Security Council Embargo & Sanctions List and any applicable regulations financial sanctions targets by regime - GOV.UK or UNO website.
- **Anti-Bribery and Anti-Corruption:** Suppliers must not engage in bribery, corruption, extortion, or embezzlement. Suppliers should ensure systems are in place to prevent bribery and corruption and comply with relevant laws. Suppliers must not offer gifts or personal benefits that could be perceived as bribes, nor offer political support on behalf of OXB.
- **Conflict of interest:** Suppliers undertake to be transparent and free from any conflict of interest that could influence their business relationship with OXB.
- **Anti-competitive practices and behaviours:** Suppliers are also expected to take measures to avoid and eliminate anti-competitive practices and behaviour and to comply with international trade laws.
- **Animal Welfare:** Suppliers must restrict animal testing to the absolute minimum, ensuring that animals are treated humanely with pain and stress minimized and consequently, be committed to following the principles of the three "R's" in safety testing: replacement, refinement, and reduction of animal testing. These principles ensure that animal testing is only employed when necessary and where there are no alternatives. Suppliers should adhere to applicable international ethical guidelines for animal welfare.
- **Data Privacy and Protection:** Suppliers must safeguard OXB's confidential information and comply with applicable privacy and data protection laws. Protection, security, and lawful use of personal data are critical.
- **Intellectual Property.** Suppliers must respect the intellectual property of OXB and its clients, in return OXB will respect Suppliers' intellectual property in the same way.

4. Human Rights and Labour Practices

Suppliers shall uphold the fundamental human rights of their workers and treat them with dignity and respect. We expect Suppliers to respect and promote the Universal Declaration of Human Rights and the International Labour Organisation (ILO) Declaration on Fundamental Principles and Rights at Work throughout the supply chain. Suppliers are also expected not to be complicit in violations of these rights.

Key Principles Include:

- **Avoidance of Child Labour:** Suppliers must not use child labour and must only employ workers who are above the legal age for employment. Workers under the age of 18 may only engage in non-hazardous work.
- **Wages, Benefits, and Working Hours:** Suppliers must comply with applicable wage laws, including minimum wage, overtime, and mandated benefits. Working hours should align with local laws, and employees must receive competitive compensation.
- **Freely Chosen Employment:** Suppliers must not engage forced, trafficked, or enslaved workers. Workers must have the right to leave employment at their discretion without restriction.
- **Freedom of Association:** Suppliers must allow employees to freely associate, form, and join labour unions, without fear of retaliation or discrimination.
- **Diversity and Inclusion:** Equal treatment of all employees must be ensured, regardless of age, disability, ethnicity, gender, or other factors. Suppliers must foster a culture of inclusion and ensure their employees are not harassed or discriminated against.

- **Fair Treatment:** Suppliers must provide a workplace free from harassment, including sexual harassment, abuse, coercion, or verbal abuse. Suppliers are not allowed to unfairly terminate employees without clear, documented reasons related to performance.

5. Supplier Environmental, Health & Safety Responsibility and Compliance

OXB expects its suppliers to demonstrate a strong commitment to minimising their environmental impact, complying with applicable laws and regulations, and embracing sustainable practices that align with our Environmental, Social, and Governance (ESG) principles.

- **Compliance with Environmental Laws and Regulations-** Suppliers must comply with all relevant environmental laws, regulations, and industry standards. Key areas of focus include:
 - Responsible handling and storage of hazardous materials.
 - Appropriate waste management and disposal.
 - Effective pollutant emission control and reduction.
 - Conservation of material, water and energy resources.
- **Environmental Management Systems (EMS)-** Suppliers are encouraged to implement an Environmental Management System (EMS) aligned with internationally recognized standards (e.g., ISO 14001). The EMS should include:
 - Environmental Impact Assessments: Regularly evaluating the environmental footprint across operations.
 - Continuous Improvement: Setting measurable goals to improve resource efficiency, reduce emissions, and minimise waste.
 - Sustainable Resource Management: Prioritising renewable materials and minimising raw material use.
 - Circular Economy Principles: Adopting strategies to recycle, reuse, and repurpose materials to close production loops.
- **Climate Action and GHG Emission Reductions-**Suppliers are expected to calculate and monitor their greenhouse gas emissions (GHG) using a known international standard such as the GHG Protocol. They must align their greenhouse gas (GHG) emission reduction actions with the expectations of the Science-Based Targets Initiative (SBTi). Specifically:
 - **SBTi Commitment and Validation:** Suppliers should commit to the SBTi and have their emissions reduction targets validated by the SBTi, ensuring alignment with the Paris Agreement goals.
 - Emission Reduction Plans: Suppliers must implement robust strategies to measure, reduce, and offset their GHG emissions across operations and their value chains.
- **Reporting and Transparency-**Suppliers must provide regular updates on request on their environmental performance. This includes:
 - KPI Reporting: Upon request, suppliers must provide information on key performance indicators (KPIs) related to GHG emissions, waste, energy consumption, and water usage.
 - Climate-based risks that may impact supply of goods or services to OXB, and information on how the risk is being managed.
- **Environmental Awareness and Training-** Suppliers should foster environmental awareness across their organization by:
 - Employee Training: Educating workers on sustainability best practices and their role in reducing environmental impact.
 - Stakeholder Engagement: Collaborating with local communities and stakeholders to enhance transparency and awareness of environmental initiatives.
- **Commitment to Sustainable Supply Chain Practices-** Suppliers should adopt a holistic approach to sustainability by:

- Evaluating their supply chains to ensure alignment with environmental and ethical standards.
- Considering product lifecycles and prioritizing sustainable, low-impact alternatives.
- Collaborating with their own suppliers to extend environmental responsibility throughout the value chain.
- **Commitment to Protect and Promote the Health and Safety of its Employees and those in its Supply Chain By:**
 - Expecting Suppliers to protect the health and safety of their employees, subcontractors and the communities in which they operate.
 - Expecting to this end Suppliers to assess the occupational risks related to their activity and implement the necessary measures to eliminate or control them.
 - Conflict Minerals regulations and sourcing standards- Suppliers, their subcontractors and suppliers should respect these regulations in the countries where they operate by: Ensuring that EU importers of 3TG (tin, tungsten, tantalum and gold) meet international responsible sourcing standards, set by the Organisation for Economic Co-operation and Development (OECD);
 - Ensuring that global and EU smelters and refiners of 3TG source responsibly; helping break the link between conflict and the illegal exploitation of minerals, and; helping put an end to the exploitation and abuse of local communities, including mine workers, and support local development.

6. Security and Data Privacy

Suppliers are expected to protect OXB's reputation and any information or property we entrust to them

Key Principles Include:

- **Data Privacy:** Suppliers must comply with all applicable privacy and data protection laws and regulations in the countries where they operate, and implement and maintain appropriate physical, technical and organisational measures to secure and maintain the integrity of OXB data and prohibit its unauthorised access or use during collection, storage, processing, or transmission.
- **Security Policies:** Suppliers shall maintain internal policies and procedures designed to protect data provided by OXB, or obtained by the Supplier, on behalf of OXB or OXB's clients.
- **System and Network Access:** Any Supplier with access to OXB systems and network is restricted to only those systems approved and necessary to perform the agreed contracted services. Any attempt to access systems or data not authorised to the Supplier is in violation of OXB's security policies.
- **AI Governance:** We expect suppliers to demonstrate a thorough understanding and compliance with AI regulations. Suppliers must establish processes for setting policies and ensuring accountability in the development and deployment of AI systems. This should include a commitment to using and/or creating AI technology in a manner that is responsible, ethical, legal, and minimises potential harm.
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7. A Balanced Financial And Commercial Relationship

We recognise the importance of a balanced financial relationship between all parties outlined in this Code. Supplier therefore undertakes to comply with our statutory payment terms and more generally with our purchasing process, from order to payment, and we will do the same with suppliers in respect of their own suppliers and sub-contractors. Any potential difficulties encountered in this purchasing process will be dealt with openly and constructively between the parties.

More generally, we aim to develop a balanced commercial relationship with suppliers throughout the purchasing cycle, from the initial call for Tenders to the complete lifecycle of the relationship:

- Choice of supplier via an ethical, fair and equal call for Tenders. In addition to purely technical and financial criteria, this choice will also consider ESG criteria (supplier ethics, environmental aspects, etc.), the origin and production method of the products/services purchased, supplier's management of the entire life cycle of its products, etc.
- Relationships based on mutual respect and responsibility, with the necessary means put in place for open and constructive exchanges favouring mutual collaboration and development.
- Seeking solutions that favour the amicable resolution of commercial disputes.
- Working together in the event of variations in the volume of business between the parties (potential economic dependence, variations or even reduction in the volume of purchases, etc.) to minimise the impact of these variations on each party.

8. Commitment and Accountability

Suppliers shall demonstrate a commitment to the principles outlined in this code by allocating the necessary resources and designating senior personnel responsible for compliance.

Key Elements of Accountability:

- **Resource Allocation:** Suppliers must allocate appropriate resources to meet the standards set forth in this document.
- **Legal Compliance:** Suppliers are responsible for identifying and complying with all relevant international, national, and local laws. They must also ensure their practices conform to industry standards and obtain the necessary permits, certificates, licenses, and registrations.

9. Transparency

Suppliers are encouraged to report on their social and environmental impact, aligning with the principles of this Supplier Code of Conduct.

- **Documentation and Training:** Suppliers must maintain the necessary documentation to demonstrate compliance and ensure workers are adequately trained to meet the expectations in this Code. This includes ongoing development of knowledge, skills, and abilities in both management and employees.
- **Performance Monitoring:** Suppliers should regularly assess and report on their own social and environmental performance. This includes measuring their efforts to reduce environmental impacts and ensure fair labour practices.

10. Continuous Improvement

Suppliers are encouraged to continuously improve their operations by setting clear performance objectives, executing implementation plans, and taking corrective actions where necessary.

Key Aspects of Improvement:

- **Internal Assessments:** Suppliers should conduct regular internal assessments and reviews to identify areas for improvement.
- **Corrective Actions:** Suppliers must take prompt corrective actions for deficiencies identified during assessments, inspections, and management reviews.

11. Business Continuity and Supply Chain Transparency

Suppliers should ensure business continuity plans are in place to support the operations of OXB. This includes identifying and managing risks to ensure uninterrupted service delivery.

- **Supply Chain Traceability:** Suppliers should ensure that all materials, components, and finished goods are traceable throughout the supply chain, to maintain ethical sourcing practices and ensure product integrity.
- **Supplier Monitoring:** Suppliers are expected to monitor their own suppliers and subcontractors to ensure compliance with the principles in this Code. OXB encourages the use of transparent systems that facilitate compliance.

12. Evaluation and adaptation

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- OXB are committed to implementing, promote, and regularly evaluate our responsible purchasing practices, as well as seeking opportunities for improvement, in particular with suppliers, employees and other stakeholders, we similarly require strong commitment from suppliers to this responsible and sustainable development approach.
 - We reserve the right to update and amend this Code from time to time including but not limited to re-tender and assess any goods and services from suppliers.
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- Where a supplier does not respect the principles set out in this Code or the laws and regulations in force in the countries where they work reserve the right to terminate these relationships.
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- OXB considers these principles as universal and recognize that cultural differences and challenges associated with interpreting and applying the principles may need local adaptation. Thus, we expect our suppliers to adopt and uphold these principles and then adapt to ensure ethical practices and high standards are kept across all supply chain operations.
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