

## **BUSINESS CODE OF CONDUCT**

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kinapse

**Kinapse Ltd.**

## **BUSINESS CODE OF CONDUCT**

**Effective: 21st August 2017**

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### Letter from the Head of Human Resources Worldwide

***For the attention of all Kinapse employees, clients, and other workers, business partners and suppliers.***

I am pleased to publish an updated edition of Kinapse's Business Code of Conduct.

The Business Code of Conduct is a clear summary of our expectations about how Kinapse conducts business globally, now and in the future. This document is an important reference for all Kinapse clients, employees and other workers, business partners and suppliers. Employees are required to read and apply the Code, which is available for anyone who wishes to conduct business with Kinapse. Suppliers are also required to sign up to our related "Supplier Code of Conduct".

I encourage you all to:

- Read this Code
- Raise questions where uncertain about the any aspect of the Code's intent or implementation
- Hold all of us involved to account for adherence to the Code

I request everyone who wishes to do so, to provide feedback on the Code to me, the Kinapse Chief Quality Officer and/or any Kinapse employee as appropriate.

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Thank you in advance.



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# **BUSINESS CODE OF CONDUCT**

## **1 INTRODUCTION**

Kinapse values are embedded at the core of our business; they reflect what is important in the way we work together and with our partners and clients. They are our guide when making business decisions and deciding priorities.

Our values are:

1. Helping others
2. Being open
3. Always learning
4. Striving for better
5. Enjoying challenge
6. Showing respect.

Our Business Code of Conduct helps us translate these values into actions that guide us in our daily work.

If unsure of what to do, ask yourself:

- Will what I am planning to do allow Kinapse to maintain the trust of its internal and external stakeholders?
- What would my family and friends think of my conduct?
- What would be the impact on those who will be affected by my conduct?
- How would I feel if someone treated me in the same way?
- How would I feel if my conduct appeared in the media?
- Will my planned conduct be legal?
- Will my conduct be compliant with Kinapse policies, procedures and values?
- Will anything I do be in breach of our SOPs and Policies?

Maintaining ethical standards (and complying with them) is essential to our ability to earn and retain the trust of our stakeholders and to supporting our clients' continued success; this forms a core part of our Quality Management System at Kinapse. Responsibility for compliance lies with each Kinapse employee. The company places its trust in each of its employees to act in accordance with the spirit and content of the Business Code of Conduct. We also expect all employees, whether permanent or temporary, contract and agency workers, partners, consultants and agents to act in accordance with the principles of the code.

## **2 REPORTING BREACHES TO THE CODE OF CONDUCT**

Breaches to the Kinapse Code of Conduct will not be tolerated. Any breach or potential breach should be reported to the any member of the Kinapse Executive Committee for their review, and to determine any necessary action. Identified breaches may lead to sanctions that may include disciplinary action up to and possibly including summary dismissal.

## **3 MEDICAL GOVERNANCE AT KINAPSE**

Kinapse recognises that safeguarding patients is of paramount importance, and that this requires effective medical governance. The company is committed to providing this.

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Responsibility and authority is conferred on the Chief Medical Officer (CMO) to establish an effective medical governance system. The CMO is the senior Kinapse physician and has the authoritative role in Kinapse for evaluating and addressing matters of human safety. The CMO may, as he/she feels necessary, brief and make recommendations to the Executive Committee and Board of Directors on matters of human safety.

Under the direction and authority of the CMO, Kinapse will maintain a system for medical governance including appropriate policies and procedures, with the Kinapse Executive Committee accountable for the performance of, and compliance with this system within their areas of responsibility.

In all our activities we strive to ensure the rights, safety and well-being of people affected by our work. We aim to ensure that all our activities are fit for purpose, fit with the client's own culture, approach and values, are documented, and comply with laws, national regulations and good practices.

### 4 RECORDS/DISCLOSURE

We strive for completeness and accuracy in all of the information that we produce. Honest, accurate and objective recording and reporting of information is required to meet legal and regulatory requirements and to fulfil our responsibilities to our stakeholders.

We aim to provide timely, accurate and complete financial information to our investors and other interested parties. We maintain effective controls over financial commitments and reporting to ensure a complete and accurate record of our financial transactions.

Kinapse is committed to never knowingly make a false or misleading entry in any report or record. Our aim is to maintain accurate and high quality company books, records and reporting.

Kinapse is vigilant in identifying and reporting any potential misrepresentation of its accounts, data or records or any incidence of potential fraud or deception. This is important to maintain ethical standards. Concerns over any potential breaches will be raised immediately whether as required by legislation or because they go against the Kinapse values, ethics and culture of openness.

### 5 ANTI-BRIBERY AND CORRUPTION

Kinapse has zero tolerance for corruption, wherever and in whatever form it is. Adequate procedures adopted to ensure compliance with anti-bribery and corruption principles and law are based on the six principles set out in Guidance based on The Bribery Act 2010:

1. Proportionate Procedures: Procedures adopted will be proportionate to the bribery risks Kinapse faces and the nature, scale and complexity of the activities undertaken by our company. They will also be clear, practical, accessible, effectively implemented and enforced.
2. Top Level Commitments: The top level management of Kinapse are committed to preventing bribery and corruption by persons associated with it. They will foster a culture within the company in which such behaviour is never acceptable.
3. Risk Assessment: Kinapse will assess periodically the nature and extent of potential external and internal risks of bribery and corruption in relation to its own operation and partners/ persons associated with it, and will document and retain this information.
4. Due Diligence: Kinapse will apply due diligence procedures, taking a proportionate and risk-based approach in respect of partners/ persons who perform or will perform services for or on behalf of the organisation, in order to mitigate risks of bribery and corruption.
5. Communication: Kinapse will ensure that its anti-bribery and corruption policies and procedures are embedded and understood throughout the organisation via the use of internal and external communications, including training that is proportionate to the risks it faces.

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6. Monitoring and Review: Kinapse will monitor and review procedures designed to prevent bribery and corruption by persons associated with it and will make improvements wherever needed.

Personal interests must never influence our business judgment or decision making. Kinapse employees and other workers will be required and encouraged to disclose any actual or potential conflicts of interest to their supervisor.

Kinapse recognizes that prospective and existing suppliers, third parties and consulting partners may offer gifts to staff. All significant gifts should be graciously refused and their offer reported to the staff member's Service Line or function head, in order to avoid questions arising in the future. Small or modest gifts over certain financial values are required to be declared to the Chief Finance Officer. The limits for staff based in each of our key operating geographies are given below. Where operations outside of these geographies takes place, values of a similar size should be converted using current exchange rates.

- India – ₹2,500
- UK / EU - £30
- US - \$40

Business entertainment with existing and/or prospective clients and partners are also required to be proportionate to the location and not be lavish or considered excessive. Further details on this are covered in the Business Travel Policy.

Trading on the basis of insider information is a criminal offence. Kinapse will make it clear to employees that they must not breach insider trading rules. Any breaches or known potential breaches will be reported to the leadership team at Kinapse to be dealt with in the appropriate manner.

Kinapse operates within the laws and regulations of each country within which it works. This includes compliance with the anti-trust and competition laws that apply to our business. To ensure adherence, staff are expected to be aware of these laws and regulations and will be responsible for compliance with them.

## 6 QUALITY

Kinapse is committed to delivering quality outputs and compliance with GxP standards. It has a comprehensive Quality Management System (QMS) to which there are three main pillars: SOP Management, Training, and Change Control.

Global SOPs will be in place for all regulated and/or client delivery activities and those governing the production of Regulatory, Pharmacovigilance (PV) or clinical outputs are supported by appropriate QC checklists. The set will be available for use 'as is' by clients or, more commonly, as part of a blended client/Kinapse set.

Training is taken very seriously and managed under the Kinapse Training Academy which has executive-level sponsorship. Kinapse will approve an Annual Training Plan, revised against the most recent risk assessment and will maintain competency frameworks for each role. Deadlines for training will be assigned and monitored to ensure the completion of training.

Kinapse recognises that change is an intrinsic part of a vital business but must be thoughtful, controlled and monitored to achieve the maximum benefit. The mechanism of Change Control regulates the incidence of change and supports the culture of compliance and high quality in the daily work demanded by Kinapse. Change will be controlled but not unnecessarily discouraged, impeded or prevented. Change Control will be used to govern how Kinapse evaluates, approves, records, measures and follows up planned and inadvertent changes in the business that have (or might have) quality, compliance, security or health and safety consequences. This includes planned, temporary (waivers) and inadvertent changes.

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In addition, Kinapse will demonstrate adherence to client contractual obligations, internal and client processes and, where applicable, global regulatory standards and legislation. Kinapse will cooperate fully with inspections by regulatory bodies such as FDA and EMA, at or in respect of any of Kinapse's clients and will complete any consequent corrective and preventative actions in a timely manner.

Kinapse will agree an Annual Audit Plan, based on its current Risk Register and including the commission of independent audits required by GxP. Internal audits will be conducted in support of identifying any potential compliance issues or best practice before they affect delivery and in preparing colleagues for full regulatory inspection.

### **7 INTERACTIONS**

Kinapse has committed in various key policies and procedures to undertake assessments, plans, reviews and consequent actions aimed at ensuring the company is a responsible employer, service provider and business partner. In addition to these policies and procedures senior management at Kinapse take responsibility to provide monitoring and oversight to ensure these activities take place at sufficient depth by the appropriately qualified people and with appropriate regularity and rigour.

Through our external engagement activity we demonstrate the services we currently supply but also monitor and lead policy developments and work with government agencies, healthcare and other organisations' officials. We lead programs that encourage innovation and new ways of thinking. We also work with patient and professional groups to help their members gain a stronger voice on healthcare.

We aim to demonstrate that all our interactions with healthcare professionals, political stakeholders and patient advocacy groups are conducted appropriately, ethically and transparently.

Kinapse is committed to being a good corporate citizen through actively and positively contributing to the solution of societal problems.

We strive to ensure that activities within our sphere of influence do not negatively impact fundamental human rights as set out by the United Nation's Bill of Rights and the core conventions of the International Labour Organisation, either directly or through our business relations.

### **8 COMMUNICATIONS**

Kinapse is committed to professionalism and integrity in all interactions with external stakeholders and organisations. In any interactions and communications, we will ensure the confidentiality, integrity and availability of critical information regardless of its form and location.

At Kinapse, we are open and transparent with respect to our business principles and practices and comply with applicable laws and regulations.

We market and sell our services in compliance with all applicable rules and regulations and in line with high ethical standards. We strive to maintain accuracy and completeness in our marketing materials.

We use a variety of traditional and social media channels to communicate actively with external stakeholders. Kinapse understands the need to ensure the accuracy of information in whatever form and through whichever channel it is supplied. In order to ensure that all communications are effective, appropriate and accurate, communication is managed through a clearly identified group of Kinapse employees.

### **9 OUR PEOPLE**

Kinapse actively promotes and maintains a workplace that respects and appreciates each person's dignity, safety and diversity. We are committed to ensure that the workplace is free from all forms of discrimination and we treat all our employees fairly, equally and respectfully. We aim to create an inclusive working environment that permits all employees, regardless of their background, to contribute fully. We value diversity

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and individuality and do not countenance any form of discrimination based on personal characteristics such as nationality, gender, age, ethnicity, religion, sexual orientation or disability.

We recruit, develop and retain highly talented people with diverse backgrounds. Our recruitment policies and procedures aim at attracting, inducting, utilising and retaining the required calibre of personnel, with a view to ensure that the selection process is fair and reliable, and that the right quality and quantity of human resources are available at the right time.

Kinapse is committed to ensuring that the workplace is free from all forms of harassment or other inappropriate behaviour; we will not tolerate employees being subject to any form of physical, sexual, racial, psychological, and verbal or any other form of harassment.

We recognise that every member of staff is entitled to freedom of opinion, expression and speech, although the exercise of them should not interfere with their ability to fulfill their job responsibilities or conflict with the Kinapse Business Code of Conduct.

### 10 ENVIRONMENTAL

Kinapse recognises that the execution of our activities in each of our locations has a potentially material impact on the environment. We aim to minimise harmful effects to the greatest extent reasonably practical, and endeavour to ensure that our impact on the environment is as benign as we can reasonably make it.

Kinapse is committed to contributing to the protection of the environment by minimising the effects caused by our operations in every location where we operate.

Our objectives are to:

- Minimise the use of materials in our operations
- Manage energy and water usage wisely in all our activities
- Promote and practice recycling and where appropriate the use of recycled goods
- Include environmental considerations in our procurement of goods and services where practical to do so
- Comply with all relevant environmental legislation and other requirements.

To achieve these objectives we will:

- Communicate this policy to all employees and those working on our behalf
- Review this policy on a regular basis to ensure that we take into account any new developments in environmental management and legislation

Kinapse recognises that the effective implementation of this policy throughout the Kinapse Group not only helps to protect the precious and fragile environment in which we operate but also presents us with an opportunity to improve the performance of the Kinapse Group by being aware of environmental risks and impacts and by increasing the efficiency of our global operations.

### 11 INFORMATION SECURITY

Kinapse adheres to good security practice in order to keep client assets, typically confidential information, and Kinapse assets, both tangible and intangible, secure.

The security and protection of information is critical to Kinapse and its clients. Kinapse security policy and practice is founded on the principle of 'defence in depth'. This doctrine maintains that the most effective security involves multiple layers of protection between an asset and its potential threats. To support this,



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Kinapse operates a “need-to-know” principle which requires that information should only be shared with clients or colleagues who need to know that information for the execution of their legitimate work.

The information security policy is based on the following three principles:

1. Confidentiality: we must prevent disclosure of information to unauthorised individuals or systems
2. Integrity: we must ensure the integrity of the information
3. Availability: we must ensure that information is available when it is needed.

## 12 DATA SECURITY

Kinapse adheres to the Data Protection Act (1997) (DPA) which is a UK law aimed at promoting high standards in the handling of personal information in order to protect the individual's right to privacy. Since all Kinapse affiliate offices also handle data originating from UK and European clients, all Kinapse employees wherever they are geographically located must comply with UK DPA legislation.

## 13 HEALTH AND SAFETY

Kinapse is committed to maintaining safe working environments for all our employees and to establish an effective health and safety review process to ensure that factors that may adversely affect the health or safety of staff are identified and actions are taken to mitigate their effect. Responsibility is conferred on the Kinapse Executive Committee for the performance of, and compliance with these processes within their areas of responsibility.

At Kinapse, we are committed to achieving high standards of health, safety and environmental practices. Kinapse promotes a positive health and safety culture in its offices and educates its staff in health and safety.

Kinapse aims to promote the health and safety of all the people who may be affected by our activities, by ensuring that control measures and emergency procedures are in place, effective, properly used, monitored and well maintained.

Where no standards or legislation exist, Kinapse works with its staff and contractors to develop systems that comply with best practices to eliminate or minimise risks as far as reasonably possible.

Kinapse continually reviews and develops its safety management systems, with the comprehensive aim of conducting our activities in a manner that does not adversely affect the health and safety of any staff, contractors, visitors or members of the public, or that does not adversely affect the environment.

Infrastructure and facilities such as buildings, workspaces and associated utilities are appropriately and properly maintained to achieve conformity to service delivery needs and identify needs for new or modified infrastructure.

All statutory and technical requirements are met to ensure health, safety, security and reliability of employees.

## 14 SUPPLIER SELECTION AND MANAGEMENT

Kinapse recognises its ability to influence the diversity of opportunity for its suppliers by its procurement decisions and will endeavour to ensure that its supplier selection criteria are based on objective assessments of product and service suitability for purpose and value for money alone.

We aim through our procurement practices to foster the generation of a wide ranging and diverse supplier base qualified to supply Kinapse as a result of objective assessments of their products and service and not influenced by considerations of their ownership, background, physical capability or any other factors.

Kinapse will select suppliers offering products and services of a type best suited to our needs for each procurement requirement we have. We expect new and existing suppliers to:

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- Offer high quality products and services, suited to our needs
- Collaborate with us in the selection, purchase, implementation and operation of the supplies they make to us as appropriate to the supply
- Provide product and services at best possible prices commensurate with our requirements for quality and continuity of supply
- Be proactive in bringing forward innovations and improvements to the supplies they make to us
- Offer support and follow on services as appropriate to the supply
- Provide a healthy, safe and inclusive working environment for their staff
- Remunerate their staff fairly for the work they perform.

In addition, we will seek to achieve a diverse mix of suppliers drawn widely and without restriction from across the spectra of gender, race, faith, disability, sexual orientation, age and size, and where appropriate, will take into consideration the ownership and employee profile of suppliers who are not sole traders.

It is our intention to ensure, as far as practical, a supplier portfolio that is inclusive of all minorities, women and men, young and old, able-bodied and with disability. It is our aim for all appropriately skilled suppliers to have an equal opportunity to be included in our procurement processes.

All Kinapse suppliers will be expected to adhere to our Supplier Code of Conduct.

### **15 RISK MANAGEMENT AND BUSINESS CONTINUITY**

Risk management is essential to the success of any business or project and Kinapse operates a formal Risk Management Program (RMP) at each of its sites. The program includes tangible, intangible and human assets such as Kinapse employees and contingent workers, IT systems, buildings, patient/subject data, client data and proprietary information.

Business continuity is critical for our clients, employees and other stakeholders. Kinapse is committed to ensuring the protection of personnel and resources and the capacity to continue operations during periods of failure or disaster together with ensuring the ability to restore full function and infrastructure after a disruptive event.

### **16 PROGRAM AND PROJECT MANAGEMENT**

Kinapse recognises the importance of good project management processes and practices. The Kinapse Program Management Office (PMO) offers leadership in delivering end to end collaborative program management expertise & quality processes across all Kinapse service delivery areas. It recognises experts in their field and pools together the right skills & industry expertise necessary to devise and roll out a collaborative delivery strategy.

The PMO is committed to providing experienced & qualified project managers to drive programs' key deliverables and provides ongoing program support to co-ordinate the management of their delivery.

Underpinning this are 8 core deliverables:

- Experienced & qualified program managers to drive and co-ordinate key project deliverables
- Effective tools for capturing, analysing and improving project work efforts
- A tailored yet consistent approach to managing projects
- Identification of Key Performance Indicators and ongoing performance tracking & review
- A framework for continuous evaluations, improved efficiencies of work efforts and resource utilization

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- A structured approach to creating and sharing project information
- A reusable & predictable roadmap to manage and execute projects
- Guidance and support on affecting efficiencies in workload management and communications.

### **17 CLIENT SATISFACTION**

At Kinapse, our clients are paramount and we strive to achieve the highest levels of client satisfaction. We actively listen to our clients' needs and opinions to create products and solutions that deliver the highest benefit to them. We independently solicit their commentary on our performance in projects conducted for them to ensure that we are able to propagate good practice and correct any deficiencies in quality or delivery.

### **18 ISSUE ESCALATION**

It is an important part of Kinapse's culture that anyone can raise a legitimate concern with their manager or the leadership of the company, about anything, and have that concern treated seriously and respectfully. The company's "Raising an Issue" policy sets out principles and processes to enable concerns to be raised constructively and effectively. The policy has sections on raising an issue informally, raising a grievance, on Harassment, on the Sexual Harassment of Women in India, on "Whistleblowing", and on raising project or program-related issues. All employees and other workers are required to familiarise themselves with the policy.