2024

Annual Integrity and Compliance Report





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Our Structure



At Cellera, we care for health with dedication and responsibility, guided by solid values. We work together and courageously to improve people's quality of life, with a technical, specialized team with extensive experience in the pharmaceutical market. Our portfolio is developed with a focus on health and well-being, always seeking to make a difference in the lives of our customers.

Our Impact

+25k

Healthcare professionals visited

24%

of growth.
Sell Out YTD 24 in
Brazilian Reais
discount

20th

Company in prescription marketing share

+50k

Digitally impacted healthcare professionals

BRL 580 MM

YTD 24 Sell Out in Brazilian Reais discount 26th

Company in unit sales





· Delta Therapeutic Institute starts 1947 operation in Rio de Janeiro. 1980 Operation transferred to São Paulo. 2007 New Plant in Indaiatuba (São Paulo). 2010 • Acquisition of Delta Institute by Valeant. VALEANT Acquisition of the Delta Therapeutic Institute by Victoria/Principia Capital Partners and Omilton 2017 Visconde Junior. • Creation of the Cellera Farma brand. · Acquisition of Pamelor (Novartis) and Benerva 2018 (Bayer), which placed Cellera in the prescription drug segment. Partnership with Eurofarma (generics). • Partnership with Janssen Pharmaceuticals for the 2019 commercialization and promotion of CNS and janssen J gastroenterology. 2020 Launch of Culturelle in Brazil. · Partnership with Ferring for the development and 2022 commercialization of an innovative medicine in gastroenterology. Acquisition of Tylex® registration in Brazil. Partnership with Sanofi/Medley for the promotion 2023 and distribution of Pyloripac, Alenthus XR, Prazol

2024

 Partnership with Servier, for the marketing, promotion and distribution of the drug Valdoxan (agomelatine) in Brazil.

and Baristar and CNS and gastroenterology

medication.





Organizational Identity — Purpose and Values



PURPOSE

We take care of health in a different way.

VALUES

We are guided by values that govern a modern and bold vision in the way we look at each person.



Organizational Identity — Purpose and Values



VALUES

COURAGE

We raise our hand and speak!

HANDS ON

Work takes work, get started!

WE SAIL IN THE SAME DIRECTION

We know what has to be done.

WE ARE PROUDLY DIFFERENT

We deconstruct the pattern.

PEOPLE ARE OUR PRIORITY

We prioritize our patients, employees and community.



Purpose of the Annual Integrity and Compliance Report

Our report aims to present the structure of the Company's Integrity Program, publicize the main actions developed in the 2024 fiscal year and disclose the projects for the 2025 fiscal year.

The indicators in this report summarize the evolution of the Cellera Group's Integrity and Compliance Program over the course of 2024 and highlight how the Company is increasingly investing in a business model based on integrity, transparency and trust.

In 2024 we overcame many challenges, but we finished this journey with a sense of duty accomplished and with great enthusiasm for the next steps already planned for the year ahead.

Therefore, through this report, we renew our commitment to employees and partners to continue implementing plans to strengthen our governance, integrity, competence, efficiency and competitiveness, in order to preserve the sustainability and longevity of our business.



Cellera's Compliance and Integrity Program

Integrity and transparency are essential values in the development of the Cellera Group's activities and, therefore, acting ethically and in compliance with laws and internal policies is non-negotiable for us.

To support these values, we have implemented our Integrity and Compliance Program, whose main scope is to structure internal processes and procedures in order to prevent, detect, guide and remedy misconduct, fraud, irregularities and illegal acts.



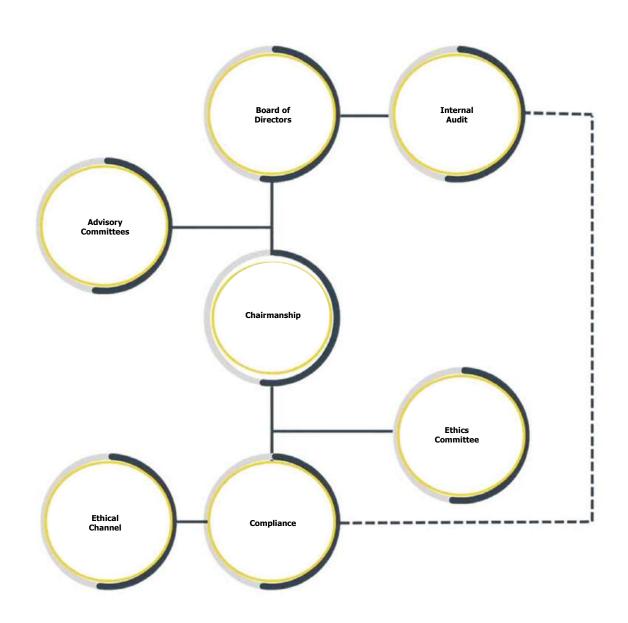
The program was developed based on the provisions of our Code of Ethics and Conduct and best corporate governance practices to guide the actions of our employees and partners, mitigate risks, contribute to cost reduction, promote the continuous improvement of internal processes and cooperate in strategic planning.

The structure of the Cellera Group's Integrity and Compliance Program was based on 8 pillars:



The pillars of the Integrity and Compliance Program are constantly evolving and improving, in order to address points for improvement identified during monitoring activities developed by the Cellera Group's Compliance department or through internal and external audits.

The management, maintenance, monitoring and inspection of the Cellera Group's Integrity and Compliance Program is the responsibility of the Compliance department, which reports directly to the Chairmanship and the Board of Directors, ensuring its full autonomy, with powers to adopt measures in a sovereign and non-subordinate manner:



The Cellera Group's Compliance area is made up of 2 (two) professionals, specialists in the subject, who act autonomously and independently, with adequate resources, provided for in the annual budget, also counting on the assistance of tools for the regular performance of activities.

The department's responsibilities include drafting and reviewing policies and procedures, conducting internal investigations, raising awareness through training and campaigns, monitoring and enforcing the Code of Conduct and other current policies, among others.

In addition to the sector dedicated to activities related to Compliance, the Cellera Group also has four (4) Committees responsible for advising the Board of Directors on matters of greater relevance to the Company:

- Audit, Finance and Compliance Committee: its function is to evaluate internal audits, risk maps, monitor financial statements monthly, among others.
- People, Governance and Appointments Committee: its function is to discuss topics such as monitoring corporate governance policies, human resources strategies, succession programs, remuneration strategies, evaluating the company's processes, among others.
- Strategy, Marketing and New Business Committee: its function is to discuss topics such as Company strategies, analysis of acquisition opportunities, licenses and business partnerships, analysis of commercial structure, analysis of the market and products, among others.
- Ethics Committee: independent, advisory and permanent body, with autonomy and authority to adopt the measures necessary to implement and maintain the Cellera Group Integrity Program, analyze and conduct investigations into reports from the Ethics Channel, review and develop standards, procedures and policies, among other attributions.

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Senior Management Support



The senior management of Cellera Group is directly involved in activities related to the Integrity and Compliance Program through (i) acting in internal policy approval processes, (ii) monitoring activities developed by the Compliance department, as well as (iii) conducting training on topics related to corporate conduct and the like.

The Board of Directors, the Chairmanship and other officers also support the Integrity and Compliance Program through messages, communications and participation in the Company's Committees.

In fiscal year 2024, internal regulations were discussed and approved by the Executive Board and Board of Directors, Including as Consequence Policies, Conflict of Interest Management Policy and Due Diligence Policy, which establish principles, guidelines and directives related to the Cellera Group's Integrity and Compliance Program.



Corporate Governance

As a support to Senior Management, in 2024, corporate governance was improved, refining the guidelines, policies and processes related to the management of the Company's documents and holding of Executive Board and Board of Directors meetings.

To support governance, a system was implemented to control minutes of Committee meetings, which assists in the exchange of information between the Board and the Company, allowing greater transparency and control.



Risk Assessment

Business Continuity Plan - BCP

Code of Conduct and Policies

Ethical Channel

Internal Due Diligence

Investigations

Internal Audits and Continuous Monitoring

Communication, Training and Actions 2024

ESG - Environmental, Social and Governance





Risk Evaluation

The Cellera Group identifies, assesses, controls and monitors the risks that may affect your business and its objectives, whether at a strategic, tactical or operational level.

In fiscal year 2024, the Compliance and Internal Audit areas revisited the risk assessment methodology. In this review, they subdivided the risks into 7 (seven) categories:





In this project, interviews were conducted with managers and, to classify risks, the business risk assessment panel was prepared and approved, as well as the institutional/corporate risk matrix being formalized.

During the process, existing controls were also mapped, as well as relevant treatments. With this, the implementation of treatments/controls of the risks included in the approved matrix began, the monitoring of which will continue until the 2025 fiscal year.

Business Continuity Plan - BCP

As part of the corporate risk assessment and management process, a Business Continuity Plan (BCP) was also established in 2024, as well as a Crisis Management procedure.

Through these tools, we aimed to enable agile management in possible crises and contingencies with an effective response to potentially harmful organizational interruption situations.

The purpose of the Crisis Management procedure is to establish guidelines, indicate the procedures and protocols to be adopted in a crisis situation or threat of crisis, as well as define the organizational structure, its roles and responsibilities. It also aims to guide the adoption of appropriate responses, mitigate reputational impacts and contribute to the sustainability of businesses before, during and after the crisis, through planning, implementation and adoption of measures previously defined and evaluated by the Company.

For the implementation of the Business Continuity Plan, three (3) crisis management matrices were prepared for the Indaiatuba plant and for the distribution centers in Itapevi/SP and Serra/ES, through which potential threats, locations of occurrence, probable causes, emergency actions and responsible sectors and people were identified.

The implementation of these tools demonstrates Cellera Group's concern with the pillars of Corporate Governance.

As part of its Integrity and Compliance Program, the Cellera Group has a Code of Ethics and Conduct, as well as a set of Policies and Procedures, which are published on the Intranet, on the Cellera Educa training website and in the SE Suite system.

In 2024, the Cellera Group began a process of reviewing its Policies, as well as the preparation of new internal regulations. The Company's main policies in force are:

- Code of Ethics and Conduct
- Anti-Harassment and Anti-Discrimination
 Policy
- Diversity and Inclusion Primer
- Due Diligence Policy
- Conflict of Interest Policy
- Anti-Corruption and Anti-Money Laundering
 Policy
- Purchasing Policy
- Data Protection Policy
- Sponsorship and Events Policy
- Consequence Management Policy
- Quality Policy

- Commercial Policy
- Fleet Policy
- Travel Policy
- HSE Policy
- Corporate CreditCard Policy
- Accounts Payable Policy
- Credit and Collection Policy
- Information Security Policy
- Risk Policy
- Donation Policy
- DRV Policy



Ethical Channel

The Cellera Group provides its employees and third parties with a reporting and complaint channel, called the Ethics Channel, which is managed by an independent external company, which guarantees the confidentiality and secrecy of information, in addition to allowing anonymous reporting, which guarantees the impossibility of retaliation.

The channel is accessible via hotsite, email and telephone, according to data widely disclosed on the Company's plans, on the institutional website, on the intranet and in training provided by the Compliance department:



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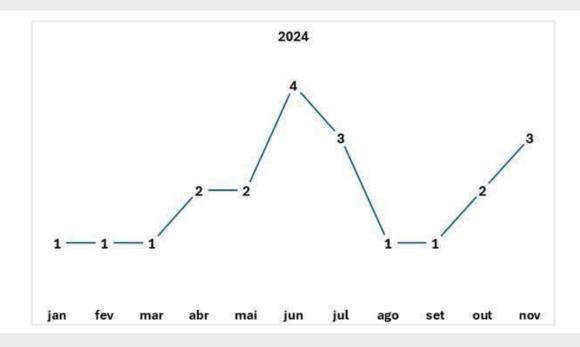


https://canaletico.missaocompliance.com.br/canaletico/cellera

Conduct that may be reported through the reporting channel includes, but is not limited to, conduct considered unethical or that violates ethical principles and standards of conduct and/or current legislation.



Between January and November 2024, the Ethical Channel received 21 reports:



ORIGIN OF REPORTS:



16



4



1

The Ethical Channel reports assist the Compliance department in monitoring the points of attention and help to identify the needs for action, which support the new training and communications that will be carried out, as well as review of policies and procedures.

Internal Investigations

Internal investigations are carried out for all reports received through the Ethics Channel, which are confidential and seek to determine whether or not the complaints made are true.

Internal investigations follow their own procedure with 5 (five) phases:



At the end of each internal investigation, an opinion is prepared with the conclusions and recommendations regarding the report, which is made available to the Ethics Committee, which is responsible for recommending the application of disciplinary and legal measures, when applicable, in accordance with current legislation and the Company's internal policies.





The Cellera Group has an internal policy and procedure for carrying out third-party due diligence.

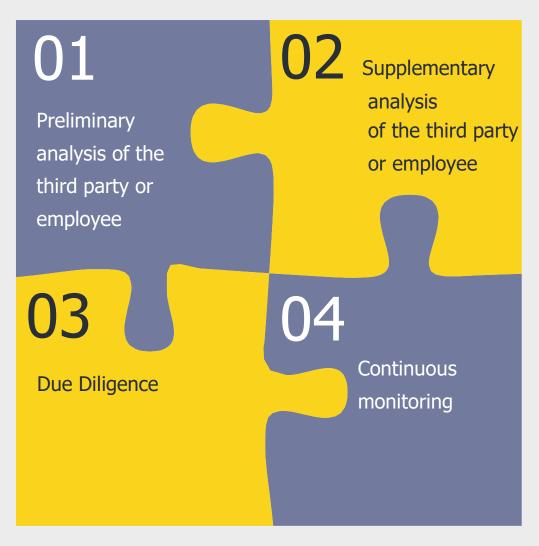
The Due Diligence Policy establishes the guidelines and responsibilities for evaluating third parties to be hired by the Cellera Group, aiming at mitigating risks.

Its guidelines apply indistinctly and indiscriminately to all employees and third parties, regardless of the business area to which they are linked, in an impartial and unbiased manner, within the Cellera Group's commitment to conducting its business with ethics, integrity and in accordance with current legislation.

The assessment comprises 4 (four) stages that range from identifying the need for hiring to post-hiring monitoring:







In fiscal year 2024, the Cellera Group carried out 877 (eight hundred and seventy-seven) background check procedures with the aim of identifying and avoiding potential conflicts of interest and eliminating risks that could in any way impact the Company.

It is worth noting that in stage 02 there is implementation of:

- a) Background check;
- b) Provision of the certificate of technical capacity, and;
- c) Provision of additional documentation required by Legal & Compliance.

According to the Due Diligence Policy guidelines, suppliers that have a duly implemented and proven Integrity Program have preference in the order of hiring. Therefore, in 2024, the Cellera Group carried out a survey of the main continuous suppliers and mapped the partners that have a duly implemented Integrity Program and/or certifications related to sustainability.

Internal Audit and Monitoring

In 2024, the Internal Audit department, whose scope is to carry out periodic risk assessments, acted, based on the planning of the Annual Audit Plan, on 6 (six) fronts:

- Corporate Credit Card Usage;
- Accounts Payable Cycle;
- Raw Materials Purchase;
- Fleet Management;
- Accounts Receivable Cycle;
- SAP Access Profile Release Process.

Still as part of the Cellera Group's Integrity and Compliance Program, the Internal Audit area carried out 3 (three) training sessions:

- Anti-fraud training for New Representatives;
- Anti-fraud training for District Managers;
- Business Continuity Plan Training for Cellera Leadership.

Additionally, the Internal Audit area continuously monitors the Company's activities, with the purpose of identifying the existence of risks related to integrity and ensuring timely and necessary decisions are made to mitigate exposure that may result in negative impacts.



The Cellera Group has a Training Policy with the aim of detailing the criteria, procedures and steps for developing, operating, implementing and carrying out training involving Compliance policies and others related to the Company.

Additionally, the Cellera Group provides its employees with a training platform, Cellera Educa, an environment in which, in 2024, the following were disclosed:

- 10 (ten) new knowledge paths;
- 18 (eighteen) new Manuals on Cellera Group products;
- 2 (two) Campaign Regulations;
- 2 (two) Variable Remuneration Regulations;
- 2 (two) Reviews of the Standard Operating Procedure (SOP)
 for Free Samples and Promotional Materials;
- 2 (two) Reviews of the Integration Training of New Employees;
- 5 (five) new/revised Compliance Policies of the Cellera Group;
- 2 (two) new trainings on Compliance for business partners;
- 2 (two) new trainings on Fleet Management;
- 1 (one) system/application training.





In 2024, the Cellera Group sought to innovate in the formats of its training, using the most modern market techniques, such as gamification, theatricalization, dynamics, among others. And, to engage employees, 3 (three) characters were created, Oprana, Ralfino and Juliano, the Compliance defenders. In institutional cartoons, they portray situations regarding Compliance, Information Security, ESG, Diversity, Sustainability, reinforcing the Code of Ethics and Conduct and other internal policies. Throughout the year, every two weeks, on Tuesdays, the comic strips were made available on Cellera's communication channels:



















Tirinha de Compliance

Os defensores do Compliance ganharam sua própria história em quadrinhos. E a primeira delas já está no ar. Vamos aprender com o Ralfino, Oprana e Juliano?



- . . .
- . . .
- . . .
- . .
- . . .



Among the other trainings, the following are also worth highlighting:



Weekly Setting for New Employees

Annual Compliance
Training 2024





Servier
Compliance
Training

Leadership Training to Combat Harassment







Compliance Training for Sales
Force

Annual J&J Compliance
Training





Annual J&J Compliance
Training

CIPA Anti-Harassment
Training – SIPAT Week

Papel da CIPA A CIPA promove a segurança e saúde dos trabalhadores e, a partir da vigência da Lei 14.457/22 . acrescentou em sua MISSÃO o combata ao ASSEDIO e à discriminação no ambiente de trabalho. E porque isso é TÃO IMPORYANTE?



The Compliance Department of the Company coordinates the ESG Committee, created in 2024, also that enhances jointly with other areas, discusses, integrates and sustainable practices in the Company's operations.

As a result of these internal partnerships, the following initiatives carried out in 2024 are worth highlighting:





































In order to materialize its commitment to implement actions to minimize negative impacts on the environment, as well as collaborate with a more conscious and fair society, the Cellera Group carried out actions in 2024 within the 3 ESG pillars, such as recycling, until 06/30/2024, of 5.8 tons of paper and cardboard and 2.03 tons of plastic.

Other highlights of 2024 within the ESG pillars:

- White January Campaign;
- Venomous Animal Capture Training;
- Signage of the Cellera Group plants;
- Food Waste Reduction
 Campaign;
- Water Day Awareness;
- National Day for the Prevention of Accidents at Work;
- #Vaideetanol Campaign;
- Meatless Monday Project;
- Cellera Kids Donation of school kits;
- Orange July ADHD campaign beyond labels;
- Flu Vaccination Campaign;
- Toy Donation ABID NGO;

- Correct Disposal of Medicines;
- Internship Fair
 and Employability
 CIESP/SESI of
 Indaiatuba/SP;
- Reverse Drug Logistics Plan;
- Reverse Logistics Plan for packaging (Food and Supplements);
- Review and Approval of POP-SEG.006 – Waste Management – Document Approved by SESUITE, on 08/28/2024;
- Approval MAN- 008 Waste Management Plan -Document Approved by SESUITE on 04/29/2024.





The Cellera Group understands that taking care of health goes far beyond researching and developing medicines. Therefore, the Company aims to implement actions that make it recognized for its care for the health and well-being of people throughout Brazil, expressing the care it has internally and externally.

By culture, the Group understands that taking care of the quality of relationships is essentially respect and that this essential value is the basis for harmonious relationships.

For this reason, at the Cellera Group, employees are encouraged to promote diversity and inclusion. The practice of any discriminatory act is prohibited by our Code of Ethics, as well as by internal policies, and communications and training reinforce the topic.





In May/24, we launched the Diversity and Inclusion Primer, which reinforces the pillars of Diversity and provides tips and what to do in case of discrimination:



In November/2024, we held a webinar on Unconscious Biases, aiming to sensitize and educate our employees on the subject.





Equal Pay Reports

As part of the Cellera Group's commitment to social proposals, and as part of its ESG Program, the Company published, in fiscal year 2024, 2 (two) Transparency and Equal Pay Reports for Women and Men:





Within this theme, the Cellera Group develops several programs and training courses with the aim of training managers, leaders and employees on equality between men and women, as well as to promote the inclusion, permanence and advancement of employees in the job market without any discrimination criteria based on gender, ethnicity, age, or any other exclusion factor.



GPTW Seal - Great Place to Work

Great Place To Work® is a global consultancy that helps organizations achieve better results through a culture of trust, high performance and innovation. The Cellera Group, as a company that places its employees at the center of its business strategy, has been certified with the GPTW Seal for years in a row and, in 2024, it was no different: it was recognized as one of the best work environments.





And we are already preparing for 2025:

- Annual Cellera Compliance Training
- Annual Sales Force Compliance Training.
- Annual Campaign to Encourage Diversity and Inclusion.
- Annual Anti-Harassment and Anti-Discrimination Training (CIPA).
- Annual Compliance Trainings of Cellera Group business partners.
- Cellera Baby Program Kit delivery.
- Cellera Teens Program Delivery of kits to young apprentices and interns.
- Employee Comprehensive Healthcare and Wellness Program.
- Vaccination campaign.
- Health Blitz measurement of high blood pressure, diabetes and Bioimpedance.
- Eye health campaign.
- Yellow May Webinar





