

**SANDOZ**



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# **Politika raznolikosti organov vodenja in nadzora v družbah Lek d.d. in Sandoz d.d. / Diversity Policy in Governing Bodies at Lek d.d. and Sandoz d.d.**

**Februar 2024 / February 2024**

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# 1. Namen in obseg politike

Družba Lek farmacevtska družba d.d. (Lek d.d.) in njena odvisna družba Sandoz farmacevtska družba d.d. (Sandoz d.d.), članici skupine Sandoz, sta zavezani močnemu korporativnemu upravljanju, v središču katerega je trajnostnost in s tem zagotavljanje dostopnosti za bolnike. Naš sistem upravljanja je usmerjen v zagotavljanje skladnosti z veljavnimi zakoni in predpisi ter vzdrževanje visokih etičnih standardov.

Raznolikost, pravičnost in vključenost so v središču vsega, kar počnemo v Leku d.d. in Sandozu d.d. Naša vključujoča kultura zagotavlja, da so vse razlike cenjene in se vsi počutijo spoštovani in slišani. Vsak od nas ima edinstveno zgodbo, ki oblikuje, kdo smo in kako vidimo svet. Kadar delimo svoje zgodbe, lahko razumemo, sočustvujemo in se učimo drug od drugega. To vidimo kot najboljši način za ustvarjanje novih idej in spodbujanje inovacij.

Namen Politike raznolikosti organov vodenja in nadzora v družbah Lek d.d. in Sandoz d.d. (v nadaljevanju: Politika raznolikosti) je zagotoviti okvir za spodbujanje raznolikosti v organih vodenja in nadzora družb Lek d.d. in Sandoz d.d. v skladu z določili Zakona o gospodarskih družbah (ZGD-1), dobre mednarodne prakse in Sandozovih usmeritev v zavezi Raznolikost, pravičnost in vključenost.

Določila in cilji Politike raznolikosti se upoštevajo pri postopkih izbire članov uprave in nadzornega sveta družb Lek d.d. in Sandoz d.d.

Raznolika sestava organov vodenja in nadzora z različnih vidikov, kot so spol, večšine in izkušnje, starost, osebne lastnosti, narodnost, kulturno ozadje in drugo, zagotavlja ustrezno uresničevanje postavljene strategije ter dolgoročno uspešno in trajnostno poslovanje družb. Poleg tega ima tudi druge pomembne pozitivne učinke, kot so:

- konkurenčna prednost družb,
- boljše razumevanje tveganja in priložnosti,
- vključevanje različnih konceptov, mnenj, idej in odnosov,
- izboljšano odločanje in dialog ter
- večja sposobnost nadzora in vodenja družbe.

## 2. Vidiki in cilji politike

Pri določanju optimalne sestave organov vodenja in nadzora se za zagotavljanje učinkovitosti delovanja posameznega organa kot celote, poleg meril usposobljenosti in primernosti v statutih družb, upoštevajo tudi naslednji vidiki raznolikosti:

- **Raznolikost strokovnih profilov in izkušenj:** Interdisciplinarno znanje članov organov vodenja in nadzora zagotavlja komplementarnost organov kot celote. Delovne izkušnje in večšine z različnih strokovnih področij so potrebne za poglobljeno razumevanje farmacevtske dejavnosti družbe.
- **Kontinuiteta:** Pri imenovanju članov poslovnih organov se poskuša zagotoviti ustrezno razmerje med obstoječimi in novimi člani ter s tem kontinuiteta delovanja.
- **Spolna raznolikost:** Z enakopravnejšo zastopanostjo spolov se želi povečati raznolikost idej v poslovnih organih. V postopkih izbire se, kadar je na voljo več kandidatov in ti izpolnjujejo vse pogoje, upošteva tudi ustrezna sestava z vključevanjem manj zastopanega spola.
- **Starostna raznolikost:** Različna starostna/medgeneracijska sestava omogoča prenos znanja in veščin med člani ter različne izkušnje in poglede.
- **Osebnostne lastnosti:** Pri izbiranju članov organov vodenja in nadzora se upoštevajo tudi osebne lastnosti kandidatov, kot so ugled, poštenost in njihova prizadevnost, ki dajejo kredibilnost in večjo učinkovitost delovanju poslovnih organov.

### 3. Način izvajanja politike

Politiko raznolikosti organov vodenja in nadzora družb Lek d.d. in Sandoz d.d. uresničujejo:

- skupščina,
- nadzorni svet in
- uprava.

Izvajajo jo pri izbiranju kandidatov za nadzorni svet in kandidatov za upravo družbe. Če merila v skladu s statuti družb Lek d.d. in Sandoz d.d. enakovredno izpolnjuje več kandidatov, ima pri izboru prednost tisti kandidat, ki bo pripomogel k raznovrstni sestavi organov vodenja in nadzora.

Poleg naštetih vidikov in ciljev v točki 2 lahko uprava in nadzorni svet sprejmeta dodatne letne cilje raznolikosti.

### 4. Spremljanje izvajanja in posodabljanje politike

Izvajanje Politike raznolikosti spremljata upravi družb Lek d.d. in Sandoz d.d., pri čemer enkrat na leto preverita njeno izpolnjevanje ter izpolnjevanje letno postavljenih ciljev. Prav tako preverita ustreznost Politike raznolikosti z vidika potreb družb, internih standardov skupine Sandoz in skladnosti z veljavno zakonodajo ter predlagata, če je to potrebno, njeno posodobitev ali spremembo.

Uprava in nadzorni svet družb Lek d.d. in Sandoz d.d. o izvajanju Politike raznolikosti poročata letno na skupščini družbe ter skladno z ZGD-1 v okviru Izjave o upravljanju, ki je sestavni del letnega poročila.

### 5. Končne določbe

Politiko raznolikosti je uprava družbe Lek d.d. sprejela 13. februarja 2024. Nadzorni svet družbe Lek d.d. je Politiko raznolikosti sprejel 21. februarja 2024.

Politiko raznolikosti je uprava družbe Sandoz d.d. sprejela 7. marca 2024. Nadzorni svet družbe Sandoz d.d. je Politiko raznolikosti sprejel 26. aprila 2024.

Politika raznolikosti stopi v veljavo za družbo Lek d.d. s 1. marcem 2024. ter za družbo Sandoz d.d. s 1. majem 2024.

Politika je objavljena na spletnih straneh družb Lek d.d. in Sandoz d.d., z njeno vsebino pa se seznanita tudi skupščini obeh družb ter Svet delavcev družbe Lek d.d..

# 1. Purpose and Scope of the Policy

Lek Pharmaceuticals d.d. (hereinafter: Lek d.d.) and its subsidiary Sandoz Pharmaceuticals d.d. (hereinafter: Sandoz d.d.), which are members of the Sandoz Group, are committed to strong corporate governance, which is at the center of sustainability and thereby the assurance of accessibility for patients. Our governance system is aimed at ensuring compliance with applicable laws and regulations and maintaining high ethical standards.

Diversity, equity and inclusion are at the heart of everything we do at Lek d.d. and Sandoz d.d. Our inclusive culture ensures that all differences are valued and that everyone feels respected and heard. Each of us has a unique story that shapes who we are and how we see the world. When we share our stories, we can understand, empathize and learn from one another. We see this as the best way of generating new ideas and encouraging innovation.

The purpose of the Diversity Policy of Governing Bodies at Lek d.d. and Sandoz d.d. (hereinafter: Diversity Policy) is to provide a framework for promoting diversity in the governing bodies at Lek d.d. and Sandoz d.d. in accordance with the provisions of the Companies Act (ZGD-1), good international practice, and with Sandoz's guidelines in the Diversity, Equity and Inclusion commitment.

The provisions and objectives of the Diversity Policy are taken into account in the procedures for the selection of the members of the Management Board and the Supervisory Board at Lek d.d. and Sandoz d.d.

The diverse composition of the governing bodies, encompassing different aspects of diversity, such as gender, skills and experience, age, personality traits, nationality, cultural background and others, ensures the appropriate implementation of the strategy and long-term successful and sustainable business operations at the companies. It also brings other important positive effects such as:

- competitive advantage;
- a better understanding of risks and opportunities;
- the leveraging of diverse concepts, opinions, ideas and attitudes;
- improved decision-making and dialogue;
- better supervision and management of the company.

## 2. Aspects and Objectives of the Policy

When determining the optimal composition of the governing bodies with the aim of ensuring the effectiveness of the individual body as a whole, the following aspects of diversity are taken into account in addition to the qualifications and fit and proper criteria in the company's articles of association:

- **Diversity of professional profiles and experiences:** The interdisciplinary knowledge of the members of the governing bodies ensures the complementarity of the bodies as a whole. Work experience and skills from various professional fields are a prerequisite for an in-depth understanding of the company's pharmaceutical activities.
- **Continuity:** When appointing members of governing bodies, the aim is to ensure an appropriate relationship between existing and new members and thereby the continuity of operations.
- **Gender diversity:** With a more equal gender representation, the aim is to increase the diversity of ideas within the management bodies. When several candidates are available and all of them meet all the conditions, the selection procedures consider the appropriate composition with the inclusion of the under-represented gender.
- **Age diversity:** The different age/intergenerational composition enables the transfer of knowledge and skills between members and brings in diverse experiences and perspectives.
- **Personality traits:** When selecting the members of governing bodies, personal traits of each candidate are also taken into account, i.e. reputation, honesty and diligence, which give credibility to and improve the efficiency of the functioning of the governing bodies.

### 3. Policy implementation method

The Diversity Policy of Governing Bodies at Lek d.d. and Sandoz d.d. is implemented by:

- the General Meeting;
- the Supervisory Board;
- the Management Board.

It is applied during the selection of candidates for both the Supervisory Board and the company's Management Board. In the event that the criteria in accordance with the Articles of Association of Lek d.d. and Sandoz d.d. are equally met by several candidates, priority is given to the candidate who will contribute to the diversity of the composition of the governing bodies.

In addition to the previously listed aspects and objectives in point 2, the Management Board and the Supervisory Board may adopt additional annual diversity objectives.

### 4. Monitoring

The implementation of the Diversity Policy is monitored by the Lek d.d. and Sandoz d.d. Management Board, whereby, once a year, they verify its fulfilment and the fulfilment of the annual objectives. They also verify the suitability of the Diversity Policy from the point of view of the companies' needs, internal standards of Sandoz Group and compliance with applicable legislation and, to the extent necessary, propose an update or amendment.

The Management Board and the Supervisory Board for both Lek d.d. and Sandoz d.d. report annually on the implementation of the Diversity Policy at the company's General Meeting, as well as in accordance with ZGD-1 and as part of the Statement of Corporate Governance, which is an integral part of the annual report.

### 5. Final provisions

The Diversity Policy has been adopted by the Management Board of Lek d.d. on February 13, 2024. The Supervisory Board of Lek d.d. has adopted the Policy on February 22, 2024.

The Diversity Policy has been adopted by the Management Board of Sandoz d.d. on March 7, 2024. The Supervisory Board of Sandoz d.d. has adopted the Policy on April 26, 2024.

The Diversity Policy shall enter into force for Lek d.d. on March 1, 2024 and for Sandoz d.d. on May 1, 2024.

The Policy is published on the websites of Lek d.d. and Sandoz d.d., and the General Meetings of both companies and the Works' Councils of Lek d.d. shall be informed on its content.