

## **Ethical Conduct Requirements for CEO and Senior Financial Officers of Novartis**

Novartis CEO and senior financial officers - in particular the members of the Group Finance Committee, of the Disclosure Review Committee and of the Finance Leadership Meeting - hold important and elevated roles in corporate governance. They are uniquely capable and empowered to ensure that stakeholders' and Novartis' interests are protected and preserved.

The Ethical Conduct Requirements provide principles to which these officers are expected to adhere and which they are expected to advocate. The principles of the Ethical Conduct Requirements are aligned to and apply to those officers in addition to the Code of Conduct and Novartis' Global Policies.

The Ethical Conduct Requirements have been approved by the Audit and Compliance Committee and is published on the Novartis website.

Any change to these Ethical Conduct Requirements and any explicit or implicit waiver from it for these officers may be made only with the approval of the Audit and Compliance Committee and will be appropriately disclosed in accordance with applicable law and regulations. Violations may subject these officers to disciplinary action including termination of employment.

### **The CEO and senior financial officers will:**

1. act with honesty and integrity, including ethically handling actual, potential or perceived conflicts of interest between their personal, financial or commercial interests and their responsibility to Novartis;
2. make full, fair, accurate, timely and understandable disclosure in all reports and documents that Novartis files with or submits to shareholders, government authorities and stock exchanges or otherwise makes public;
3. act on good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing their independent judgment to be subordinated;
4. respect the confidentiality of information acquired in the course of their work except when authorized or otherwise legally obligated to disclose and not use such confidential information for personal advantage;
5. cause Novartis to achieve responsible use of, and control over, all assets and resources entrusted to them, and not use Novartis funds, assets or information to pursue personal opportunities or gain or for any unlawful purpose;
6. comply with all laws and regulations applicable to Novartis' businesses and to Novartis' relationship with its shareholders;
7. report known or suspected violations of the Ethical Conduct Requirements to the Audit and Compliance Committee, and
8. ensure that their actions comply not only with the letter but the spirit of these Ethical

Conduct Requirements and foster a culture in which compliance with the law and Novartis' policies is at the core of Novartis activities.

**Certification of compliance**

Each financial year, the CEO and the senior financial officers shall sign the following certification of compliance with the Ethical Conduct Requirements:

I HEREBY CERTIFY:

1. I have read and I understand the Ethical Conduct Requirements.
2. Except as described below, I have, to the best of my knowledge and good-faith belief, complied with the Ethical Conduct Requirements at all times during the financial year.