

# ANTI-BRIBERY POLICY

## Medincell Global Policy

Effective: Mars 2024

Version: V1

### 1. INTRODUCTION

#### 1.1. Purpose

Our Code of Ethics states that we do not bribe anyone. This Policy sets forth the respective principles and rules and how they must be implemented.

#### 1.2. Scope and Applicability

This Policy applies all Medincell Employees globally (Directors, officers, managers, employees and assimilated (contractors) of Medincell S.A. and its affiliates).

This Policy addresses a variety of contexts in which bribery issues may arise. Other aspects of business ethics and corruption, including conflicts of interest and passive bribery (e.g., receipt of a bribe) as well as insider trading, are regulated separately.

This Policy contains Medincell global standards. In some countries, more stringent applicable laws, regulations, or industry codes supersede the principles set out in this Policy.

### 2. PRINCIPLES AND RULES

#### 2.1. Basic Rules

##### 2.1.1. Principles and Rules

Employees must not bribe, and they must not use intermediaries, such as agents, consultants, advisers, distributors, or any other business partners to commit acts of bribery.

Medincell does not distinguish between public officials and private persons so far as bribery is concerned: bribery is not tolerated, regardless of the status of the recipient.

Always ask yourself before offering, giving, or promising anything of value to any person if what you are considering could be viewed as having an illegitimate purpose. If the answer is yes, you must not proceed.

If you are in any doubt, consult a legal or compliance representative before proceeding.

##### 2.1.2. Definitions

Bribery means offering, giving, or promising (or authorizing someone to offer, give, or promise) an improper benefit, directly or indirectly, with the intention of influencing or rewarding the behavior of someone to obtain or retain a commercial advantage.

Bribery can take a variety of forms – offering or giving money or anything else of value. In fact, even common business practices or social activities, such as the provision of gifts and hospitality, can

constitute bribes in some circumstances.

Situations when Employees receive, agree to receive, request, or accept a financial benefit or anything else of value are regulated by the Conflicts of Interest Guideline.

## **2.2. Gifts, Hospitality, and Entertainment**

### *2.2.1. Principles and Rules*

Gifts, hospitality, and entertainment must be modest, reasonable, and infrequent so far as any individual recipient is concerned.

Gifts, hospitality, and entertainment must never be promised, offered, or provided with the intent of causing the recipient to do something favoring Medincell, to reward such behavior, or to refrain from doing something disadvantaging Medincell.

Gifts of any kind including personal gifts, cultural acknowledgements, or promotional aids etc., whether branded or unbranded, must not be provided to Healthcare Professionals (HCPs) or their family members.

Cash and gifts that are cash equivalent (e.g., shopping coupons) must never be given.

Do not provide entertainment to any participant to Medincell business meetings, congresses, or comparable events, unless the entertainment is an appropriate and incidental part of such events. Do not pay for any side or extended trips.

Do not pay for the entertainment, hospitality, or travel costs of anyone who accompanies an invitee to a Medincell business meeting, congress, or comparable event. In situations where an invitee is unable to travel alone (e.g., patients or minors), travel costs for an accompanying person (e.g., caregiver) can be paid for provided that the rationale for this support is legitimate, documented, and considers applicable data privacy requirements.

Before giving a gift or providing hospitality or entertainment to anyone, consider whether the reputation of Medincell, yourself, or the recipient is likely to be damaged if news of the gift, hospitality, or entertainment appeared on the front page of a newspaper. If this would embarrass either Medincell or the recipient, do not proceed.

Any gift, hospitality or entertainment provided to anyone on behalf of Medincell must be documented and in line with the requirements stipulated in Section 2.10 of this Policy. A record may be extracted to verify its adequation (modest, reasonable, and infrequent) and transparency.

### *2.2.2. Definitions*

Gifts are benefits of any kind given to someone as a sign of appreciation or friendship without expectation of receiving anything in return. They include 'courtesy gifts', which are small gifts given at culturally recognized occasions (e.g., weddings, funerals) or special times of the year (e.g., Christmas, New Year).

Hospitality generally includes refreshments, meals, and accommodation. Entertainment generally includes attendance at plays, concerts, and sports events of modest, reasonable value.

## **2.3. Grants, Donations and Sponsorship**

Medincell may provide funding or other support to external organizations. This includes grants, donations, and sponsorships. In such case, please refer to your manager and the Legal Department.

## **2.4. Rules Relating to Public Officials**

### *2.4.1. Principles and Rules*

Medincell does not distinguish between public officials and employees of private sector organizations so far as bribery is concerned; however, it is important to recognize that public officials are often subject to rules and restrictions that do not apply to persons who operate in the private sector.

Any relationship with public officials must be in strict compliance with the rules and regulations to which they are subject (i.e., any applicable rules or regulations in the particular country relating to public officials or that have been imposed by their employer) and any benefit conveyed to a public official must be fully transparent, properly documented, and accounted for.

### *2.4.2. Definitions*

The term 'public official' has been extensively interpreted by regulators and includes:

- Any elected or appointed officer or employee of a government or government department, government agency, or of a company owned or partially owned by a government;
- Any elected or appointed officers or employees of public international organizations, such as the United Nations;
- Any person acting in an official capacity for or on behalf of a government or a government department, government agency, or of a public international organization;
- Politicians and candidates for a political office;
- Any other person who is considered to be a public official according to applicable laws, regulations, and industry codes.

Medical and scientific personnel qualify as public officials when they work at a hospital, clinic, university, or other similar facility owned or partially owned by a government.

In some countries, doctors, pharmacists, clinical trials investigators, and nurses are public officials irrespective of whether they are working at a government institution.

## **2.5. Political Contributions**

### *2.5.1. Principles and Rules*

Medincell does not provide political support in any way, should it be monetary or nonmonetary.

Medincell may seek to support (non-monetary) committees, philanthropic organizations that are committed to healthcare innovation, or patient access to therapies. For instance, Medincell may seek to support committees or other organizations that recognize the importance of healthcare innovation, or patient access to therapies or are committed to innovation.

### *2.5.2. Definitions*

Political contributions are monetary or non-monetary (commonly referred to as "in-kind" contributions, which include uses of resources, facilities, etc.) contributions to support political parties, politicians, or political initiatives.

## **2.6. Lobbying**

### *2.6.1. Principles and Rules*

Medincell may in the future engage in lobbying activities to provide policy makers with data and insights to enable widely informed decision-making conducive to improving patient outcomes and sustainable pharmaceutical industry.

Lobbying should not be misused for any corrupt or illegal purposes, or to improperly influence any decision. Relevant functions (e.g., Public & Government Relations) provide guidance on how lobbying should be conducted based on the values of transparency, honesty, and integrity.

### 2.6.2. *Definitions*

'Lobbying' describes interactions with policy makers and other external stakeholders with the intent to represent Medincell's perspective in the public policy making process. Active contribution to policy making is an integral part of the democratic process and a legitimate activity as it enables the representation of different societal interests.

## 2.7. **Facilitation Payments**

### 2.7.1. *Principles and Rules*

Medincell prohibits facilitation payments, irrespective of whether local law permits facilitation payments.

### 2.7.2. *Definitions*

Facilitation payments are payments to public officials to expedite the performance of duties of a non-discretionary nature. These payments are intended to influence only the timing of the public officials' actions (e.g., payments to expedite the issuance of a visa or clearing goods through customs), but not their outcome.

## 2.8. **Third Parties**

### 2.8.1. *Principles and Rules*

Medincell must only engage Third Parties if all of the following requirements are met:

- There is a legitimate need for the services or the goods that they provide;
- The services and goods are priced at no more than market value;
- The Third Party is suitable from an anti-bribery perspective after relevant risk assessment or Due Diligence process;
- There is a written contract or other written document with a similar legal effect (e.g., Purchase Order).

The receipt of services or goods must be documented and in line with the requirements stipulated in Section 2.10 of this Policy.

Engagement of Third Parties – including healthcare professionals – must never be used to create an incentive, or to reward or to secure any improper business advantage for Medincell.

### 2.8.2. *Definitions*

A Third Party is any natural person or legal entity with whom Medincell interacts and who poses, due to the nature of their business, a particular level of bribery risk. Medincell affiliates and Employees are not considered Third Parties in this Policy.

## 2.9. **New Business and Joint Ventures**

### 2.9.1. *Principles and Rules*

Before entering into an agreement for new business or entering into a joint venture, adequate anti-bribery due diligence must be completed. In addition, a remediation plan should be developed and implemented to address identified issues.

### 2.9.2. *Definitions*

New business means any transaction involving the takeover or acquisition of all or any part of a third party or business, or the merger of a Medincell business with another company or business.

Joint venture means any type of joint agreement or arrangement between Medincell and one or more Third parties to own and operate an enterprise as a separate business for the mutual benefit of Medincell and the Third party or parties.

## 2.10. **Books and Records/Internal Controls**

### 2.10.1. *Principles and Rules*

Medincell must prepare and maintain books and records that accurately and in reasonable detail document the source and use of Medincell revenues and assets.

'Off-the-books' accounts and false or deceptive entries in Medincell books and records are strictly prohibited. All financial transactions must be documented, regularly reviewed, and properly accounted for in the books and records of the relevant Medincell entity.

All relevant financial controls and approval procedures must be followed.

The retention and archive of Medincell records must be consistent with Medincell standards and tax and other applicable laws and regulations.

### 2.10.2. *Definitions*

Books and records include accounts, invoices, correspondence, papers, disks, memoranda and any other document or transcribed information of any type.

## 3. **IMPLEMENTATION**

### 3.1. **Training**

Employees must familiarize themselves with this Policy. Employees must be trained per the Medincell-wide compliance training curriculum in accordance with risks exposure.

Third Parties shall implement appropriate management system including appropriate measures, such as internal audits, risk assessments, management accountability and commitment, worker training, corrective action and recordkeeping, in accordance with Medincell Supplier Code of Conduct.

### 3.2. **Reporting Potential Misconduct/Non-Retaliation**

Any Employee with knowledge of suspected misconduct must report his or her suspicion promptly.

Employees who report potential misconduct in good faith or who provide information or otherwise assist in any inquiry or investigation of potential misconduct will be protected against retaliation.

### **3.3. Breach of this Policy**

Breaches of this Policy will not be tolerated and may lead to disciplinary and other actions up to and including termination of employment.

### **3.4. Responsibilities and Implementation**

It is the responsibility of every Medincell manager to implement this Policy within his or her area of functional responsibility, lead by example, and provide guidance to the Employees reporting to him or her. Medincell Managers must also seek to structure incentives and conduct performance assessments accordingly.

All Employees are responsible for adhering to the principles and rules set out in this Policy. The owners of this Anti-Bribery Policy is the Legal Department.

## **4. REFERENCES**

Medincell Code of Ethics and Code of Conduct  
Medincell Conflicts of Interest Guideline  
Medincell Supplier Code of Conduct