

## **Sinclair Pharma Anti-Bribery and Corruption Policy**

### **1 Introduction**

- 1.1 It is our policy to conduct our business in an honest and ethical manner. Bribery and corruption are illegal. We take a zero tolerance approach to bribery and corruption and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate and to implementing and enforcing effective systems to counter bribery and corruption.
- 1.2 We will uphold all laws relevant to countering bribery and corruption in all the jurisdictions in which we operate. This policy sets out Sinclair's requirements to prevent acts of bribery and corruption and has been designed to comply with legislation governing bribery and corruption on a global basis. In some countries local laws and regulations may be more stringent than detailed in this policy and in such cases these more stringent laws and regulations apply.
- 1.3 This policy applies to all Sinclair's directors, officers, employees and temporary workers (such as secondees, interim staff, consultants or contractors) affiliates, subsidiaries and other partnerships, across the Sinclair group no matter where they are located or the role they perform. No member of staff, at any level, has the authority to give any instructions or take any action which in any way contradicts this policy.
- 1.4 Bribery and corruption may also be committed by non-employees, corporations and undertakings authorised to carry the name 'Sinclair', or corporations working for Sinclair or on Sinclair's behalf such as suppliers, agents, distributors, representatives, consultants and any other third parties who act on our behalf including, for example, our doctors and medical personnel. The provisions of this policy therefore apply to all of these third parties too.
- 1.5 Part of Sinclair's commitment to prevent bribery and corruption is to ensure that the people acting on our behalf do so in compliance with effective anti-bribery and corruption policies and accordingly where we engage third parties such as distributors we must ensure they are not acting corruptly and must periodically monitor their performance to ensure ongoing compliance.
- 1.6 Sinclair takes this policy very seriously. Any employee who pays or offers bribes on our behalf or otherwise breaches this policy will, once such behaviour is established through an appropriate investigative process, face disciplinary action which could result in dismissal for gross misconduct. Any non-employee who breaches this policy is liable to have their contract terminated with immediate effect. Equally, we will not penalise someone who loses business through not paying a bribe. A breach of this policy could also result in both Sinclair and the individual involved committing a criminal offence resulting in a fine for either or both Sinclair and the individual and imprisonment.

### **2 What are bribery and corruption?**

- 2.1 A '**bribe**' is a financial or other advantage offered, promised, requested or given to induce a person to perform a relevant function or activity improperly, or to reward them for doing so. In this context, a 'financial or other advantage' is likely to include cash or cash equivalent, gifts, hospitality and entertainment, favours (including offers of, or requests for, employment or internships), services, loans, preferential treatment in a tendering process, unwarranted rebates or commissions, discounts, payments to get someone to do their job more quickly,

donations to charities or political organisations affiliated with or sponsored by an individual or their associates, or anything else of value.

The timing of the bribe is irrelevant and payments made after the relevant event will still be caught, as will bribes that are given or received unknowingly. It is not necessary for the individual or organisation actually to receive any benefit as a result of the bribe. A bribe does not have to take place, just promising to give or agreeing to receive one is sufficient.

- 2.2 **'Bribery'** includes, but is not limited to, offering, promising, giving, accepting or seeking a bribe or authorising any such, in each case intended as an inducement or reward for improper performance or non-performance of a relevant function or activity. A relevant function essentially being any activity connected with a business that would ordinarily be expected to be conducted in good faith.
- 2.3 **'Corruption'** can include, but is not limited to, any of the following activities: extortion, abuse of power or a position of trust to gain a benefit, embezzlement, gaining an illegitimate advantage by offering something regarded by the recipient as valuable and money laundering and similar criminal activity.
- 2.4 **All forms of bribery and corruption are strictly prohibited.** If you are unsure about whether a particular act constitutes bribery, you should raise it with Sinclair's Group General Counsel.
- 2.5 This means that no person must, directly or indirectly,:
  - 2.5.1 give or offer any payment, gift, hospitality or other benefit in the expectation that a business advantage will be received, or to reward any business received;
  - 2.5.2 accept any offer from a third party that you know or suspect is made with the expectation that Sinclair will provide a business advantage for them or anyone else; and/or
  - 2.5.3 give or accept a gift or hospitality during any commercial negotiations or tender process, if this could be perceived as intended or likely to influence the outcome;
  - 2.5.4 accept hospitality from a third party that is unduly lavish or extravagant under the circumstances;
  - 2.5.5 give or offer any payment (sometimes known as 'facilitation payments' or 'back-handers') to a government official in any country to facilitate or speed up a routine or necessary procedure; or
  - 2.5.6 authorise any other person to do any of the foregoing.
- 2.6 You must avoid any activity that might lead to a facilitation payment being made or accepted by Sinclair or on Sinclair's behalf, or that might suggest that such a payment will be made or accepted. Even where such payments appear "harmless", or are perceived to be part of local practice or "custom", they should not be made because they can be illegal (even if not paid in a jurisdiction where they are illegal) if they are paid on behalf of a member of the Sinclair group. If you are asked to make a payment on Sinclair's behalf, you should always be mindful of what the payment is for (i.e. it should be legally required (this must be written law, not customary practice), administrative fees or fast-track fees). You should also be mindful as to whether the amount requested is proportionate to the goods or services provided. You should

always ask for a receipt which details the reason for the payment. If you have any suspicions, concerns or queries regarding a payment, you should raise these with Sinclair's Group General Counsel.

- 2.7 No person must threaten or retaliate against another person who has refused to offer or accept a bribe or who has raised concerns about possible bribery or corruption.
- 2.8 It does not matter whether the bribery occurs in the UK or abroad. A corrupt act committed abroad may well result in a prosecution in the UK and/or the US, which has similar legislation. Nor does it matter whether the act is done directly or indirectly.

### **3 Public officials**

- 3.1 Bribery can occur in both the public and private sectors but dealing with public officials poses a high risk as they are often subject to additional rules and regulations that do not apply to persons in the private sector. 'Public officials' has been widely interpreted and may include:
  - (a) any officer or employee of a government or any department, agency, commercial enterprise or instrumentality thereof, such as hospitals, universities and clinics;
  - (b) any person acting in an official capacity for or on behalf of a government or government entity or who otherwise exercises any public function;
  - (c) any person holding a legislative, administrative or judicial position of any kind (whether appointed or elected);
  - (d) officials and employees of government-owned or government-controlled corporations;
  - (e) political parties, political officials or candidates for political office;
  - (f) any officer, employee or agent of a public international organization (e.g. the UN);
  - (g) relatives or family members of any of the foregoing; and
  - (h) honorary government officials.
- 3.2 The provision of any money, gifts, entertainment or anything else of any value whatsoever to any public official for the purpose of influencing them in their official capacity is strictly prohibited without approval from the Group General Counsel or CFO.

### **4 Political or charitable donations**

- 4.1 Sinclair does not make contributions, directly or indirectly, to political parties, any exception to this is subject to the prior approval of the Group General Counsel or the CFO and must never be made in an attempt to influence any decision or gain a business advantage and must be compliant with all applicable laws and regulations.
- 4.2 Bona fide charitable donations or sponsorship of charity are not bribes if they are made for purely charitable purposes.
- 4.3 To ensure that no charitable donation or sponsorship by or on behalf the Sinclair group is used to disguise a bribe, and that no charitable donation or sponsorship can be misconstrued as a bribe, any charitable donation or sponsorship given by Sinclair personnel or third parties on behalf of the Sinclair group should comply with the following guidelines:

- 4.3.1 payment of any charitable donation or sponsorship should be made to the charitable organisation itself, and not to any individual or other entity;
- 4.3.2 no charitable donation or sponsorship should be made or promised as an incentive or reward for obtaining or retaining business, as a substitute for political payments, or for any other improper purpose;
- 4.3.3 care should be taken to ensure that no conflicts of interest arise in connection with the proposed giving of any charitable contribution or sponsorship. Where any doubt arises, the Group General Counsel should be consulted; and
- 4.3.4 the donation or sponsorship should be accurately recorded in the financial records of the relevant member(s) of the Sinclair group.

## **5 Who is responsible for this policy**

The CEO has overall responsibility for this policy. The Country Operations Directors have responsibility for it in their business units and territories. The Group General Counsel is responsible for ensuring that this policy is adhered to by all business units. Sinclair personnel, entities and related third parties are responsible for upholding this policy through high standards of personal and professional integrity.

## **6 Gifts and hospitality**

- 6.1 This policy allows reasonable and appropriate hospitality or entertainment given to or received from third parties, for the purposes of:
  - (a) establishing or maintaining good business relationships;
  - (b) improving or maintaining Sinclair's image or reputation; or
  - (c) marketing or presenting Sinclair's products and/or services effectively.
- 6.2 The giving and accepting of gifts is allowed if the following requirements are met:
  - (a) it is not made with the intention of influencing a third party to obtain or retain business or a business advantage, or to reward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favours or benefits;
  - (b) it is given in Sinclair's name, not an individual's name;
  - (c) it is appropriate in the circumstances, taking account of the reason for the gift, its timing and value. For example, in the UK it is customary for small gifts to be given at Christmas;
  - (d) it is given openly, not secretly;
  - (e) it complies with any applicable local law and regulation;
  - (f) it would not breach the known policies and procedures of a recipient third party's organisation; and
  - (g) it would not coincide or be in any way at risk of being associated with a decision to be taken by or on behalf of the Sinclair group in respect of any procurement matter.

- 6.3 Reimbursing a private third party's expenses (see below in respect of public officials), or accepting an offer to reimburse Sinclair's expenses (for example, the costs of attending a business meeting) would not usually amount to bribery. However, a payment in excess of genuine and reasonable business expenses (such as the cost of an extended hotel stay) is not acceptable.
- 6.4 Sinclair appreciates that practice varies between countries and regions and what may be normal and acceptable in one region may not be in another. The test to be applied is whether in all the circumstances the gift, hospitality or payment is reasonable and justifiable. The intention behind it should always be considered.
- 6.5 Circumstances in which gifts or entertainment would never be permissible include (but are not limited to):
- (a) gifts in the form of cash or cash equivalent vouchers;
  - (b) entertainment of a sexual or similarly inappropriate nature (e.g. lap-dancing clubs);
  - (c) payment or reimbursement of the travel expenses of any government or public officials, regardless of whether such officials are acting in an official capacity (unless an individual exception has been approved in writing in advance by the Group General Counsel – and which will be subject to strict limitations);
  - (d) gifts and entertainment, or other advantages, for any closely related individuals of government or public officials; or
  - (e) gifts, entertainment or other advantages provided at/to a private address; and
  - (f) a '*quid pro quo*' (i.e. gifts or hospitality offered for something specific in return).

## **7 Records**

- 7.1 We must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.
- 7.2 You must therefore declare and properly record (in writing) all hospitality and gifts given or received. You must also submit all expenses claims relating to hospitality, gifts or payments to third parties in accordance with our prevailing expenses policy and record the reason for the expenditure.
- 7.3 All accounts, invoices, credit notes, purchase orders and other records relating to dealings with third parties (including suppliers and distributors) must be prepared with accuracy and completeness so it is possible to see exactly what was paid, to whom, the reason why it was paid, where it was paid (for example, from or to which accounts) and when. No account may be kept 'off book' to facilitate or conceal improper payments.
- 7.4 All Sinclair personnel must respond fully and truthfully to any questions posed by either internal or external auditors.

## **8 Monitoring**

Each of us has an obligation to act with integrity and to ensure that we understand and comply with this policy. Ongoing compliance will be monitored by Sinclair's Group General Counsel and the CFO.

**9 What to do if you think something is wrong**

Each of us has a responsibility to speak out if we discover anything corrupt or otherwise improper occurring in relation to Sinclair. If you are offered a bribe, or are asked to make one, or if you discover or suspect that any bribery or corruption has occurred or may occur, you must notify the Group General Counsel or CFO or report it in accordance with the procedure set out in our Whistleblowing Policy as soon as possible.

**10 Miscellaneous**

This policy does not form party of any employee's contract of employment and Sinclair may amend it at any time.