



# Anti-Bribery and Corruption

Our Policy



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## **1. Foreword by the Chief Executive Officer**

Our mission is to deliver everyday health with humanity and be a world leader in consumer healthcare, while making a meaningful difference through the research, development and marketing of our products and services.

In achieving those objectives, we hold ourselves to the highest standards of corporate ethics and are committed to the prioritisation of a robust compliance environment above our commercial interests.

Wherever we operate or have business connections, we abide by the law and require that colleagues or anyone who works with us and/or on our behalf not only do the same, but at all times conduct themselves with integrity, honesty, and fairness.

We have **zero tolerance** for corruption in any form and severe consequences will apply to any such conduct. This Policy sets out the principles and standards on which we must conduct our business and engage with third parties.

Please read this Policy carefully and comply with both its spirit and letter. In doing so and by ensuring you take the right actions when faced with difficult issues, you protect yourself and others.

If you have any doubt, at any time, about the interpretation of this Policy, you should seek guidance from your Ethics & Compliance Business Partner as soon as possible.

Thank you.

**Brian McNamara**

CEO

## **2. Purpose and scope**

This Anti-Bribery and Corruption (“ABAC”) Policy sets forth the global ABAC principles, standards and requirements of our Company and its direct and indirect subsidiaries [and affiliates] (collectively, the “Group”). In case of any conflict between this Policy and any relevant laws and regulations, the stricter rule shall in all cases always be applied.

This Policy applies to any person who performs services for or on behalf of the Group, including (but not limited to) all employees, contingent workers and contracted third parties.

It includes, but it is not limited to, permanent, fixed term or temporary [employees] and including directors, non-executive directors and other corporate officers, staff of any subsidiary in which the Group has a controlling interest, as well as agency workers, secondees, consultants and contractors, irrespective of their location, function, grade or standing, engaged by the Group on its behalf and under its effective control and contracted third parties.

Third parties include, but are not limited to, actual or potential clients, customers, suppliers, distributors, business contacts, agents, advisers, government and public as well as private bodies.

All such persons are expected to be aware of this Policy, to observe its terms and to keep up to date with any amendments to the Policy.

Please also refer to Section 12, which lists other policies, procedures and guidelines that cover activities and processes that may not be covered by this Policy and ensure that you review that material and follow the standards they cover. In case of conflict between any of these materials, the stricter rule will always be applied.

## **3. General requirements**

**Do the Right Thing** - We always do the right thing and have zero tolerance towards all forms of corruption. We are committed to acting with honesty, transparency, and integrity in all business dealings, to ensure we comply with all relevant laws and regulations. It is prohibited to engage in or facilitate transactions that involve any form of corruption.

Corruption includes, but is not limited to any form of:

- Bribery;
- money laundering;
- fraud; and/or
- tax evasion.

We do not (either directly or indirectly), promise, offer, authorise, solicit, pay, transfer, request or accept anything (whether financial or otherwise, and including any form of advantage) to or from any person (whether a private person, corporate entity, or Government Official) in order to: (1) obtain or retain business; (2) obtain or retain an advantage in the conduct of business; or (3) induce any person to perform their role improperly. This includes giving anything of value, including, but not limited to, cash, gifts, services, job offers or other opportunities, loans, travel expenses, entertainment, or hospitality.

**Annual training** - Mandatory ABAC training is provided to all employees on induction and at least annually thereafter. Each employee shall be responsible for completing their own training within the specified timeline. Managers have access to all their direct reports' status of completion directly in myLearning system and shall ensure they are completed within the expected timelines.

**Financial records** - All payments made by the Group shall be clearly documented and recorded in the Group's financial books and records following the Group's established payment, financial, and accounting processes and procedures.

**Government Officials Log** - Payment or interactions involving any transfer of value above the limit of £20 (twenty pounds) or equivalent in other currency to Government Officials shall also be reported to and pre-approved by the Business Unit ("BU") Risk Management and Compliance Board ("RMCB") and recorded in the Government Officials Log.

**Limits for gifts** - Acceptable values for gifts must be discussed and documented by BU RMCB if above the limit of £20 (twenty pounds) or equivalent in other currency. Gifts must always follow principles described in section 7 below.

**Grants & donations** - All donations must be pre-approved following the governance established by Grants & Donations Policy and should not be made as an inducement for the purpose of obtaining any improper advantage or favors.

**Consequences** - Any breach of this Policy could constitute a violation of law and could result in civil or criminal sanctions for individuals involved (including imprisonment and/or serious financial penalties) and/or the Group. Employees who violate this Policy also risk disciplinary action, up to and including dismissal and financial penalties. For senior managers, this also includes financial recoupment for significant misconduct.

**Safety risk** - If at any point during a bribe demand or extortion event you reasonably believe that you have no alternative but to make or offer to make the requested payment to ensure your own safety or the safety of others, you can make or offer to make the requested payment. In such case, and in the event of any attempted bribe demand or extortion event, you must document the event and report it immediately to either your line manager, or your Legal or Ethics & Compliance Business Partner. Any instance of such payments being repeated, systemic or accepted as part of the way of doing business are not payments made under duress and are not allowed.

**Review** - This Policy will be reviewed and revised by Ethics & Compliance on a regular basis and to address the specific risks the Group may encounter, as appropriate. Regular reports on this Policy will be provided to the Board.

#### **4. ABAC foundation principles guide**

There are four fundamental principles that guide our conduct. To assess the potential corruption risk in any given situation, you should ask yourself the types of questions suggested below:

**Legitimacy of intent:** all our activities, interactions and transactions must have a clear and valid business purpose that is aligned with our Group's Purpose, our Code of Conduct, and our Strategy. Accordingly, you must ask yourself:

- 
- Is what I am doing lawful and in line with our Group’s values and written standards?
  - Do I have any cause for concern or suspicion about the parties, assets, or transaction in question?
  - If my conduct were to be made public, would mine or the Group’s reputation be adversely impacted?

**Transparency:** our conduct and actions must at all times be open, transparent and properly documented. Accordingly, you must ask yourself:

- Have the details of the transaction I am engaged in, my communications with any parties and any relevant activities, been properly, accurately, and comprehensively recorded?
- Is there sufficient documentation to demonstrate why my actions are appropriate and commensurate with the Group’s standards, policies, or procedures?
- Am I satisfied that my actions and those of the parties I am engaging with are not and/or would not be viewed to be, trying to attain any hidden and improper objective?

**Proportionality:** any payments, transfers of value and/or resources invested must be proportionate to the actual services or goods requested or rendered. Accordingly, you must ask yourself:

- Are these services or goods aligned with the needs of the relevant transaction? Is it consistent with fair market value?
- Is the value being committed by the Group for those goods or services consistent with previous similar transactions and proportionate to business need?
- Is the payment being made of ‘fair market value’ based on a comparative analysis and have I involved Group experts to support me in that analysis (e.g., Procurement for buying goods and services or Medical Affairs for Healthcare Professionals).

**No conflict of interest or undue influence:** we do not exercise undue influence over those who interact with us, and we avoid situations that create, or could be interpreted as creating, conflicts of interest. Accordingly, you must ask yourself:

- Could my conduct be viewed as an attempt to exert improper influence upon a party, either through coercion or showing favouritism?
- Have I taken any steps that could be viewed to create unfair advantages for the Group?
- Have I taken the appropriate steps to manage any actual or perceived conflicts of interest?

The questions above are illustrative and not exhaustive. If you are at all unsure or unclear about whether your actions are in compliance with this Policy or if you identify any behaviour which you think may constitute bribery or any other form of corruption, immediately consult with your line manager and/or your Legal or Ethics & Compliance Business Partner before proceeding.

## **5. Interactions with Government Officials**

We conduct legitimate and transparent business with Government Officials. When interacting with Government Officials, we comply with all applicable written standards, laws, regulations, and codes of conduct.

However, you must be aware that interactions with Government Officials nonetheless carry an inherent degree of bribery and corruption risk, particularly if those interactions could in any way (and/or be perceived to) influence or advantage or impact the Group.

### **5.1. Government Official definition**

For purposes of this Policy:

“Government” refers to all levels and subdivisions of governments, i.e., local, regional, national, administrative, legislative, executive, judicial and royal or ruling families, and supra-national organisations.

“Government Official” is defined broadly to include any representative, member, officer, or employee of all levels of any Government body, department, agency, or instrumentality including, but not limited to:

- Anyone employed by or affiliated with any Government body, public institution, or political party, any candidate for public office, and any person defined as a public or Government Official or representative under applicable local law.
- Public enterprises, and entities owned or controlled by a state;
- Any person holding a legislative, administrative, or judicial position of any kind, regardless of whether elected or appointed;
- Any officer or employee of a public international organisation (for example, the World Bank or United Nations);
- Any officer or employee of a political party, or any candidate for public office;
- Any person acting in an official capacity for or on behalf of any of the above, and/or
- Any person with close family members who are Government Officials with the capacity to influence or take official decisions affecting the Group’s business.

If you have any doubts about whether an individual is a Government Official or not, seek further advice from your line manager or your Legal or Ethics & Compliance Business Partner.

When engaging a Government Official in a capacity as a Healthcare Professional, this type of engagement is out of scope of section 5 of this Policy. Instead, we must implement controls and due diligence process required by the Procedure for Engaging with External Experts to Provide Services.

### **5.2. Principles and requirements for engaging Government Officials**

**Do the right thing** - We do not influence Government Officials to obtain or retain business or obtain or retain any improper advantage in the conduct of business.

**Dealings with Government Officials** - Any interaction with a Government Official involving any offer, promise or gift of a financial nature (including any payment) or other advantage to Government Officials or any other person may only occur in exceptional circumstances, and only if: (a) it is not prohibited by applicable law; (b) there is a legitimate objective; and (c) it has been pre-approved by the BU General Manager (“GM”) and BU Head of Ethics & Compliance.

We do not pay Government Officials for any service **at all** if they have any actual or perceived position of influence that could affect our business.

**Facilitation payments** - Unofficial, improper, small transfers of value offered or made to secure or expedite a routine or necessary action to which we are legally entitled. They are expressly prohibited. If you have any doubts about whether a requested payment is legitimate, please contact your Legal

or Ethics & Compliance Business Partner. In case you receive any request for a facilitation payment, it must be reported to the BU RMCB.

**Payment approval and Government Officials Log** - Any payments made to any Government Official (in accordance with the requirements set out above) must be properly documented and recorded in the Government Officials Log.

Invoices must be obtained from the relevant Government Official and/or their department, which clearly and comprehensively describe the services and/or tasks performed. Limited descriptions, such as "construction and project management", "product certification", "consulting fee" or "custom clearance fee", are not acceptable. Any employee responsible for approving such invoices are accountable to ensure that the invoices are sufficiently detailed and there is verifiable evidence of the services rendered.

Payments must also be reported to the BU RMCB through the Government Officials Log.

**Political contribution** - The Group does not make political contributions or sponsor political meetings, conferences, conventions, or events. Provided there is a valid business rationale for doing so, colleagues may attend political meetings, conferences, conventions, or events on behalf of the Group. The Group will pay admission or attendance fees for such meetings, subject to pre-approval by the BU GM and BU Head of Ethics & Compliance.

Staff contributions to, and lawful activities of the Political Action Committee ("PAC") established in the United States are unaffected by the principle of non-political contribution by the Group. Staff may attend on behalf of the Group events arranged, sponsored and/or funded through the PAC.

### **5.3. Meetings with Government Officials**

Meetings with Government Officials shall only be conducted for legitimate and transparent business reasons that are aligned with our Purpose, our Code of Conduct, and our Strategy.

Site visits by Government Officials shall be permitted if those are in compliance with applicable law, regulation, and codes of conduct; they must also comply with at least one of the following criteria:

- There is a valid business, clinical, scientific, technology, regulatory, medical, or public policy reason for the visit; and / or
- The Government Official will be taking part in a specific official function, for example, formally opening the site or an extension; and / or
- There is a valid diplomatic or courtesy reason.

All site visits by Government Officials must be properly recorded, with details as to the reason for the visit.

Government bodies may be reimbursed for modest and reasonable hospitality costs (limited to travel, meals, and accommodation) incurred by Government Officials as part of formally agreed site visits, provided that pre-approval is obtained from the BU GM and BU Head of Ethics & Compliance. Such payments must be properly recorded in the Government Officials Payment Log.

We may in limited and appropriate circumstances provide funding to third parties who provide independent financial support to Government Officials for the purpose of joining meetings arranged by such third party. However, any such third party must first successfully complete a rigorous due diligence process under our Third-Party Risk Management Programme. Such vetting shall take place regardless of the value and/or the country risk profile at issue. The selection of the Government Officials to receive such funding shall always be determined independently by the third party.

#### **5.4. Engagement of former Government Officials**

There may be occasions where the Group retains the services of former Government Officials. This shall only be permitted if: (1) it has been at least six months since the former Government Official has left their official position; and (2) the skills of such person are key to support the Group's strategic objectives; and (3) there is no [suggestion that the engagement of such former Government Official is or is likely to influence the decisions of serving Government Officials affecting the Group's business]. This provision applies regardless of whether the former Government Official is being retained as a full-time employee, complementary worker, or consultant.

In all cases, pre-approval by the BU GM and BU Head of Ethics & Compliance shall be obtained.

Any exception to the requirement of six months period since the former Government Official has left their official position must be pre-approved by the Global Head of Communications & Government affairs and the Chief Ethics & Compliance Officer.

### **6. Commercial interactions**

Bribery and corruption risk extends far beyond interactions with Government Officials or representatives.

The payment or receipt of bribes involving members of the private sector and/or in a commercial context is a criminal offence in the United Kingdom and many other countries ("Commercial Bribery"), for which employees and those who provide services for or on behalf of us could face imprisonment or fines. In addition, the Group could face criminal liability if any Commercial Bribery (or any other form of bribery) is pursued for its benefit by persons or entities that perform services on the Group's behalf (i.e., 'Associated Persons').

Examples of Commercial Bribery include:

- Giving cash or gifts to an employee of a private customer to influence the customer to purchase our products.
- Accepting or providing inappropriate entertainment, hospitality or investment opportunities to private individuals or entities doing or seeking to do business with us.
- Providing a concealed "commission" to an employee of a private customer to improperly influence their commercial decisions.

It is crucial that we do not (either directly or indirectly) engage in any form of bribery in our commercial dealings, and we must not promise, offer, authorise, solicit, or accept anything (whether financial or otherwise, and including any form of advantage) to: (1) obtain or retain business; or (2) obtain or retain an advantage in the conduct of business.

## **7. Gifts, hospitality, and entertainment**

Gifts, hospitality, and entertainment may only be given or received when they:

- Align with our Code of Conduct and our culture of always Doing the Right Thing.
- Comply with applicable laws and regulations.
- Are respectful of local customs.
- Are of an amount that is reasonable and proportionate in relation to the local environment and applicable circumstances.
- Are not provided for an improper purpose and the nature, style and tone of any hospitality could not be perceived as lavish, disproportionate, or inappropriate.
- Do not cause any conflicts of interest.
- Are given and received in a transparent way.
- Are modest, reasonable, proportionate, and infrequent insofar as any individual recipient is concerned.
- Are part of trade promotional programs formally established in compliance with local laws and regulations as well as the Code of Promotion.
- Are in compliance with all other relevant written standards, including without limitation our Travel & Expenses Policy and meeting guidelines.

Gifts, hospitality, and entertainment shall never be promised, offered, or provided with the intent of: (1) obtaining or retaining business; or (2) obtaining or retaining an improper advantage in the conduct of business; or (3) causing the recipient to do anything favoring the Group.

Gifts, hospitality, and entertainment shall not be provided to or received from Government Officials or their family members under any circumstances, including for cultural acknowledgement purposes.

We do not provide entertainment at business meetings, congresses, or comparable events, unless the entertainment is appropriate, proportionate and directly related to the event. In those occasions, you are expected to maintain very high standards of personal behavior.

If you are not sure whether accepting or offering a gift, hospitality or entertainment is the right thing to do, stop immediately and consult your line manager or your Legal or Ethics & Compliance Business Partner.

Acceptable values for gifts must be discussed and documented by BU RMCB if above the limit of £20 (twenty pounds) or equivalent in other currency.

## **8. Third party management**

We strive to only conduct business with third parties that commit to maintaining high ethical ABAC standards and operate responsibly.

In the United Kingdom and other jurisdictions in which we operate, we can be liable and responsible for the acts of third parties that act on our behalf, even where those acts are committed in a different location to the Group company that engaged the third party. Such third parties can include temporary staff, agents, associates, intermediaries, service providers and joint venture partners.

Examples of how third parties may become involved in corruption that could impact the Group include:

- Payment of a direct or indirect bribe by the third party to secure business for any member of the Group
- Receipt of a payment (or 'kickback') by a third party for brokering arrangements with any member of the Group
- Another party in the supply chain being improperly favored by the third party in the course of services being performed on any member of the Group's behalf

We have specific requirements in place around the engagement and payment of third parties designed to mitigate against these risks.

### **Engagement of third parties**

Third parties must be engaged in accordance with our Third-Party Risk Management Programme. This involves, amongst other matters, requirements to assess third party risk and proportionally undertake the following activities before third parties are engaged:

- Background checks, conflict checks and due diligence about third parties
- Confirm commercial rationale for engaging the third party, together with an assessment explaining why it is appropriate to engage that party instead of other comparable parties in the market
- Review of the agreement on which the third party is engaged to ensure that it contains Anti-Bribery and Anti-Corruption contractual clauses approved by Legal, including a written commitment from the third party that they will comply with the Group's Anti-Bribery and Anti-Corruption and related policies as well as applicable Anti-Bribery and Anti-Corruption legislation.

All employees shall be responsible for implementing the above measures and keeping appropriate records of the completion of these steps. Third party relationships must also be regularly reviewed and monitored in light of the risk issues identified above.

If you identify a concern in relation to the ethical conduct of a third party, this must be raised with your Ethics & Compliance Business Partner.

### **Payments to third parties**

The following rules must be observed when making any payments to third parties:

- No payment to any third party should be made except for services or products properly provided.
- Any fee or other payment to a third party for services or products must represent fair value for the other services or products provided by that third party.
- No payments should be made to any third party in cash, except for small, petty cash transactions which must be documented accurately.
- Full and accurate records of all correspondence and transactions made with third parties must be maintained. You must not make any payment for any purposes other than those described by the records supporting the payment.

### **Personal benefit from third parties**

Employees must not have dealings with a third party with whom the Group has or is intending to have, a business connection, whereby the employee or any person related to or connected with the employee might gain a benefit (whether in the form of a payment or otherwise) in return for securing a business advantage for the third party. Any offer of a personal benefit should be disclosed pursuant to the Conflict of Interest Policy.

## **9. Books, records, and payments**

The Chief Financial Officer (“CFO”) and respective Market, BU, Hub, Region or Global Finance Leads shall be responsible for implementing adequate internal accounting controls within each relevant area, and each employee shall be responsible for complying with such controls and all applicable procedures. This is to ensure that our books and records accurately reflect our business rationale, purpose, and substance, and the legality of all transactions and payments.

We do not persuade or facilitate third parties to make incomplete or misleading entries in their records. The Group reserves the right to maintain monitoring in order to identify suspicious transactions, including without limitation where there are concerns regarding the parties involved, or where transactions contain unusual terms or features, such as use of cash or use of shell companies or entities based in tax havens or high-risk countries. If red flags are identified, they shall be escalated to the Market, BU, Hub, Region or Global Finance Finance Lead so that appropriate action can be promptly taken to clarify and solve any potential risk or issue.

Payments are made and received in the country where the third party is resident, in the currency agreed in the contract governing the relationship between the third party and the relevant member(s) of the Group. We do not make or receive payments to or from unrelated third parties or countries. As a general rule, third parties that make payments to the Group must do so directly and in accordance with the terms of the relevant underlying contractual arrangements. If the third party makes a request to use a different source, person, or entity to pay the Group, then the matter must be referred to the Market, BU, Hub, Region or Global Finance Finance Lead to review the request and verify the payment source before any funds are received.

The following practices are prohibited:

- Authorising or funding any transaction that is undisclosed or unrecorded in our books, records and accounts;
- Approving, inducing, or making any payment with the purpose or understanding that any of it will be used for anything other than what is described in the supporting documents;
- Omitting, falsifying, or disguising entries in any of our books and records or inducing or facilitating any third party to do so on their own;
- Paying expenses that are improper, unauthorised, and/or not supported by adequate documentation; and
- Dealing with, possessing, concealing, or assisting any other person to deal with or conceal funds, assets, or property where there is knowledge or suspicion that they relate to an underlying crime or terrorist funding.

If you have custody of books and records, you are responsible for their accuracy and security.

## **10. Employment practices**

Employment practices are directly linked to the management of bribery and corruption risk. Please consult respective guidelines for detailed information about .

## **11. Raising questions or concerns and/or reporting violations**

Any queries relating to the content or application of this Policy should be directed to your Ethics & Compliance Business Partner.

If you see, or have any concerns about, any violations of this Policy or any behaviour which you think may constitute bribery or any other form of corruption, please immediately report it through the appropriate speak up channels.

In accordance with our Code of Conduct, you should report your concerns directly to your supervisor or a member of your local management team in the first instance. Alternatively, if you feel uncomfortable speaking up to your supervisor or local management team, you may report your concern to Ethics & Compliance, HR, or Legal.

You can also use the Speak Up channels via telephone, web portal, or email. These channels are managed independent of the Group and are available globally in multiple languages. These can be found on the intranet by searching "speak up".

## **12. Discipline and enforcement**

Any violation of any aspect of this Policy may be subject to disciplinary action on a case-by-case basis and by reference to the relevant facts and in some cases may warrant dismissal.

The procedure for the investigation of any alleged violations of this Policy and any disciplinary decisions will be in accordance with the Group's disciplinary policies and procedures.

## **13. Glossary**

<b>Acronym</b>	<b>Meaning</b>
ABAC	Anti-Bribery and Corruption
BU	Business Unit
GM	General Manager
PAC	Political Action Committee
RMCB	Risk Management and Compliance Board

**14. Other references**

Reference	Title
TBD	Code of Conduct
TBD	Code of Promotion
TBD	Procedure for Engaging with External Experts to Provide Services
TBD	Employment Practices Guidelines
TBD	Conflicts of Interest Policy
TBD	Grants and Donations Policy
TBD	Meeting Guideline
TBD	Public Policy Groups Policy
TBD	Travel & Expenses Policy
TBD	Third Party Risk Management Framework

**15. Administration**

**Document revision history**

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