

**CLINIGEN**

Policy

**CLN-POL-0000046 Global Anti-Bribery & Corruption Policy****Effective Date:** 23-Nov-2022

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*AM*

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**TABLE OF CONTENTS**

1. Executive Summary ..... 3

2. Purpose..... 3

3. Scope ..... 3

4. Policy..... 3

5. References ..... 5

6. Document History..... 7

## 1. Executive Summary

### Policy Statement

At Clinigen Limited and its subsidiaries (“Clinigen”) we value our reputation and we are committed to conducting our business in an honest and ethical manner. 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. Clinigen will comply with all laws relating to anti-bribery and corruption in all the countries where we do business (including in relation to our interactions with healthcare organisations, healthcare professionals, government officials and patient organisations) including the UK Bribery Act 2010 and, where applicable, the US Foreign Corrupt Practices Act 1977.

## 2. Purpose

The purpose of this policy is to detail Clinigen’s approach, commitment, and requirements with regard to compliance with global anti-bribery and corruption laws.

## 3. Scope

### Who must comply with this Policy?

This Policy applies to all persons working for Clinigen or on our behalf in any capacity, including all employees, directors, officers, contractors, intermediaries, consultants, third party suppliers and distributors.

## 4. Policy

### 4.1. What is Bribery and Corruption?

A Bribe means a financial or other inducement or reward for action or inaction which is illegal, unethical, a breach of trust or improper in any way. Bribes can take the form of money, gifts, loans, fees, hospitality, discounts, the award of a contract or any other advantage or benefit.

Bribery includes offering, promising, giving, accepting or seeking a bribe. Bribery is illegal.

Corruption means the abuse of entrusted power or position for private gain.

Third parties such as agents, consultants, advisors, and distributors must not be used to commit acts of bribery.

Any contract with a third party must contain clear requirements that the third party must comply with all laws relating to antibribery and corruption and this Policy as a minimum.

Clinigen does not distinguish between public officials and private persons where bribery is concerned.

All forms of bribery are strictly prohibited.

### 4.2. Gifts, Hospitality and Entertainment

This Policy does not prohibit the giving or accepting of reasonable and appropriate hospitality where permitted under local law.

The giving or receiving of gifts, hospitality or entertainment must not create an actual or potential conflict of interest or create the appearance of such a conflict.

All gifts, hospitality and entertainment must be modest, reasonable and infrequent.

Gifts, hospitality or entertainment which are unduly lavish or extravagant are never appropriate and nor are those which may be seen as an inducement or reward for any preferential treatment.

Cash or cash equivalents (eg vouchers) must never be given or received.

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Gifts, hospitality and entertainment must never be given or received in secret and must be given or received in Clinigen's name, not an individual's name.

The intention behind the giving or receiving of gifts, hospitality and entertainment should always be considered.

The provisions relating to gifts, hospitality, and entertainment set out in Clinigen's Travel and Expense Policy apply in addition to the provisions of this Policy.

#### 4.3. **Facilitation Payments**

Facilitation payments are typically small payments to public officials which expedite or facilitate the performance by the public official of their duties. They are not common in the UK but are common in some countries where Clinigen does business.

Clinigen prohibits the payment of facilitation payments, even in countries where local law permits such payments.

Notwithstanding this prohibition, Clinigen recognises that in rare circumstances employees may face a situation where not paying a facilitation payment may put their personal safety and security at risk. In such a situation any such payment must be kept to a minimum, a receipt must be provided detailing the amount of the payment and the reason for it, and the matter must be reported to Clinigen's Chief Legal, Compliance & ESG Officer without delay.

#### 4.4. **Donations**

Clinigen do not make contributions to political parties.

Clinigen may make charitable donations that are legal and ethical and which are approved by Clinigen's Executive Management Team.

#### 4.5. **Record Keeping**

You must submit all expenses claims in accordance with Clinigen's Travel and Expense Policy.

All relevant financial controls and approval procedures must be followed. All accounts, invoices, and other records relating to dealings with third parties must be strictly accurate and complete. Accounts must not be kept "off-book" to facilitate or conceal improper payments.

#### 4.6. **Your Responsibilities**

You must ensure that you read, understand and comply with this Policy and all anti-bribery and corruption training which Clinigen requires you to undertake.

If you have any reason to believe or suspect that bribery or corruption has occurred or will occur which breaches this Policy, you must immediately notify the Chief Legal, Compliance & ESG Officer in accordance with Clinigen's Freedom to Speak Up Policy.

If you engage a third party to provide services to Clinigen, you are responsible for conducting appropriate due diligence in relation to the third party to identify any "red flags". The Annexure to this Policy includes examples of potential "red flags". You are responsible for escalating any potential "red flags" to the Legal, Compliance & ESG department who will advise you on any further due diligence in relation to the third party which needs to be undertaken and satisfied before you may proceed to appoint the relevant third party to provide services to Clinigen.

If any employee breaches this Policy you will face disciplinary action up to and including dismissal. Clinigen may terminate our relationship with third parties working on our behalf if they breach this Policy.

#### 4.7. **Where to Seek Further Advice**

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If you have any questions regarding this Policy or any related issue, you should contact Clinigen's Chief Legal, Compliance & ESG Officer:-

Amanda Miller

Email: [Amanda.miller@clinigengroup.com](mailto:Amanda.miller@clinigengroup.com)

Tel: 44 1932 824039

Mobile: 44 7764 784305

#### 4.8. **Ownership of this Policy**

This Policy is owned by Clinigen's Legal, Compliance & ESG Department

This Policy supersedes all previous versions of Clinigen's Anti-Bribery and Corruption Policy.

## 5. **References**

### **UK Bribery Act 2010:**

Guidance published by the UK Government can be accessed via the following link:  
<https://www.gov.uk/government/publications/bribery-act-2010-guidance>

### **US Foreign Corrupt Practices Act 1977:**

Further information on the US FCPA can be accessed via the following link:

<https://www.justice.gov/criminal-fraud/foreign-corrupt-practices-act>

### Annexure


The following is a list of potential red flags that may arise during the course of you working for Clinigen and which may raise concerns under various Anti- Bribery and Corruption laws. The list is not intended to be exhaustive and is for illustrative purposes only.

If you encounter any of these red flags while working for Clinigen, you must report them promptly the Legal, Compliance & ESG Department.

- a) you become aware that a third party engages in, or has been accused of engaging in, improper business practices;
- b) a third party has a reputation for paying bribes, or requiring that bribes are paid to them, or has a reputation for having a "special relationship" with foreign government officials;
- c) a third party insists on receiving a commission or fee payment before committing to sign up to a contract with Clinigen, or carrying out a government function or process for Clinigen;
- d) a third party requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made;
- e) a third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business;
- f) a third party requests an unexpected additional fee or commission to "facilitate" a service;
- g) the third party is new to the business area or apparently lacks the facilities, staff or expertise necessary to provide a legitimate service;
- h) a government official recommends a specific third party to perform a required study, obtain a permit, negotiate a contract or provide some other product or service;
- i) the third party is an active or retired government official, is closely related to a government official or, if a company, is owned in whole or in part by a government official or close relative of a government official;
- j) the third party wants to keep normal commercial information – such as his or her engagement or commission – secret;
- k) a third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services;
- l) a third party requests that a payment is made to "overlook" potential legal violations;
- m) a third party refuses to certify that he or she will not bribe or offer some other prohibited gratuity to a government official or individual in the private sector, refuses to agree to the inclusion of Clinigen's standard "ABC" language in the relevant contract or refuses to permit Clinigen to audit how the money that Clinigen paid to him or her actually was used;
- n) a third party requests that you provide employment or some other advantage to a friend or relative;
- o) you receive an invoice from a third party that appears to be nonstandard or customised;
- p) a third party insists on the use of side letters;
- q) Clinigen has been invoiced for a commission or fee payment that appears large given the service stated to have been provided;
- r) a third party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to Clinigen;
- s) you are offered an unusually generous gift or offered lavish hospitality by a third party;
- t) the third party asks for the acceptance of false invoices or any other type of false or misleading documents;
- u) any other factor that arouses suspicion or concern on the part of the Clinigen interacting with the proposed third party.

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## 6. Document History

Change No.	Change Description (include previous policy reference if available)	Effective Date
01	New controlled version of the Global Anti-Bribery and Corruption Policy	23-Nov-2022  DocuSigned by: <i>AM</i>  Signer Name: Andreea Moldovanu Signing Reason: I approve this document Signing Time: 10-Nov-2022   4:49 PM GMT E66126E6CAAB47169CFDFE780424B1C1