

TITLE: Anti-Corruption and Anti-Bribery Global Policy	
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1. PURPOSE

Consistent with its values of correctness, integrity and transparency, Angelini Pharma strives to implement all the measures required to prevent and avoid the phenomena of corruption, bribe and conflict of interest. Angelini Pharma actions are always in accordance with laws, regulations, industry codes, internal policies and ethical principles.

Bribery and corruption occur when making, promising or authorizing a payment or providing anything of value to improperly or corruptly influence any act or decision in order to gain an improper advantage.

2. SCOPE

All Angelini Pharma Employees, hereafter “Employees”, are responsible for adhering to the principles of this policy.

Any third party who conducts business on Angelini Pharma behalf must also comply with this policy requirements.

This policy applies to all Countries involved in Angelini Pharma business, taking into account local requirements. In case of conflict between the Local Regulation and the policy the stricter of the two shall be applied.

The policy principles must be followed when dealing with any healthcare professionals (HCP), healthcare organizations (HCO) and systems, pharmacies, retailers and other providers, customers, government and private purchasers of healthcare products and services, including any Government and Government Official.

3. GENERAL RULES

Angelini Pharma regularly conducts internal audits to assess instances of bribery and corruption.

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.

The Compliance or Legal representative must be consulted before proceeding when there is doubt that offering, giving or promising anything of value to any person could be viewed as having an illegitimate purpose.

Breaching this policy means also breaking the law with consequences such as disciplinary action according to the Law.

4. ANTI-BRIBERY AND ANTI-CORRUPTION PRINCIPLES

These principles apply globally to all public and private business transactions involving Angelini Pharma:

- Gifts, hospitality and entertainment must be modest, reasonable and infrequent so far as any individual recipient is concerned. Gifts, hospitality and entertainment cannot be paid to those who accompanies an invitee to an Angelini business meeting, congress or comparable event.
- Angelini Pharma engages Third Parties if all 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 fair market value,
 - The third Party is suitable from an anti-bribery perspective after assessment in a robust Due Diligence process,
 - There is a written contract or other written document with a similar legal effect.
- Payments to Third Parties are made only through approved Angelini Pharma financial payment systems.
- Providing funding or other support to third parties, through sponsorships, grants and donations, may create a heightened risk if such support is provided – or may reasonably be perceived to be provided – in

exchange for an improper business advantage. Accordingly, funding or support to third parties may only be provided if:

- permitted by applicable laws,
 - of a reasonable value,
 - made in direct support of a legitimate business purpose, such as supporting medical education or improving patient welfare,
 - follows this policy.
- Funding or support to third parties may not be provided with the intent to obtain an improper business advantage for Angelini Pharma.
 - Before entering into agreement for new business or entering a new joint venture, adequate anti-bribery due diligence must be completed. In addition, a remediation plan should be developed and implemented to address identified issues.

5. BRIBERY OF GOVERNMENT OFFICIALS

Most countries have laws that forbid making, offering any payment or anything of value (directly or indirectly) to a Government Official when the payment is intended to influence an official act or decision to award or return business.

Angelini Pharma employees are expected in their interactions with Government Officials and Government Entities to take all reasonable steps to ensure the truth and accuracy of all statements made or information provided by them. Any improper influence by Employees on Government Officials and Government Entities is strictly prohibited. Angelini Pharma will not tolerate any unacceptable practice/s.

In general Employees and those acting on their behalf must communicate and abide with the following principles with regards to their interactions with Governments and Governments Officials:

- May never make a payment or offer any item or benefit to a Government Official, regardless of value, as an improper incentive for such Government Official to approve, reimburse, prescribe, or purchase an Angelini product, to influence the outcome of a clinical trial, or to otherwise benefit Angelini Pharma's business activities improperly.
- The granting of gifts of a symbolic value or any other advantages by an Employee to Government Officials is only acceptable if all of the following requirements are met:
 - it is allowed by applicable national laws;
 - it is conformed to common courtesy and local business customs;
 - it is properly registered in the company's books;
 - the value of the gift or advantage does not raise any question of an obligation on the part of the recipient.
- Must act in strict compliance with the rules and regulations to which Government Officials and Government Entities are subjected (I.e. applicable rules and regulations) and any benefit conveyed to a Government Official and Government Entities must be fully transparent, properly documented, and accounted for.
- Are not permitted to offer facilitation payments.
- An appropriate compensation, e.g. for costs associated with travel and accommodation incurred by Government Officials in working in partnership with Angelini Pharma can be considered, provided such compensation is in compliance with all applicable laws and regulations. Any compensation must

be made in accordance with terms and conditions set forth in a prior written agreement between the parties concerned.

- Government Officials may visit Angelini sites if not prohibited by local laws, regulations and codes of conduct of the Government Official and at least one of the following are met:
 - There is a valid business, clinical, scientific, technology, regulatory, medical or public policy reason for the visit —e.g. review meeting.
 - They will be taking part in a specific official function, e.g. formally opening the site or an extension.
 - There are valid diplomatic or courtesy reasons.

Where involved in the selection of the Government Official it is solely on the basis that the site visit is relevant to the Government Official's duties. Country Manager of the country where the Government Official is based and of the country where the visit is taking place, approves the invitations unless the visit is required by law.

- Angelini Pharma does not provide direct financial support to Government Officials to attend meetings arranged by third parties. However, Angelini Pharma may provide funding to, or be a member of groups that provide independent financial support to Government Officials. These groups can include pharmaceutical or professional associations, bona-fide foundations or educational institutions. The selection of Government Officials to receive funding is made independently by the third party.
- Angelini Pharma does not contract the paid services of Government Officials who have an actual or perceived position of influence which could affect the business. Where we engage former Government Officials, they are subject to a 'cooling off' period according to the Law of 18 months in which the Government Official engaged cannot have any relationship with the former public body in which service was provided.
- Engagement includes full-time employees, complementary workers, or consultants. During this period, they do not work on any Angelini Pharma matters that they worked on in their prior public-sector role. The aim is to mitigate the risk that a former Government Official engaged by us abuses, or we induce them to abuse, insider knowledge.

6. CONFLICT OF INTEREST

Angelini Pharma Employees and collaborators must avoid situations in which conflicts of interest may arise and must not perform activities that may potentially conflict with the interests of Angelini Pharma.

Purely by way of example, conflicts of interest can include:

- a business interest – evident or concealed – of an employee or a member of his/her family with a supplier, customer or competitor;
- exploitation of his/her position in order to promote interests contrasting with those of Angelini Pharma;
- the use of information acquired during business activities to his/her advantage or that of third parties contrasting with the interests of Angelini Pharma;
- working activities of any kind (labour or intellectual) for customers, suppliers, competitors and/or third parties contrasting with the interests of Angelini Pharma;
- the conclusion, stipulation or start of negotiations and/or contracts - for and on behalf of Angelini Pharma - with an employees's family members or partners, or legal persons of which he is the owner

or in which he/she has an interest;

- acceptance of money or other benefits in favour of persons or companies which enjoy or intend to enjoy business relations with Angelini Pharma.

It is forbidden for employees to take personal advantage of business opportunities that came to his/her knowledge whilst performing his/her activities at Angelini Pharma.

Before accepting a consulting, management, administration or other appointment in favor of another subject, or if a real or potential conflict of interest arises, each employee is required to inform the Management Representative accordingly.

If the report is not followed up or the employee feels uncomfortable about reporting to his/her direct superior, he/she may contact the Compliance or Legal representative.

7. RULES TO KEEP IN MIND

The following rules help to analyze and deal with any situation that may represent a risk:

- 1) **Legitimacy of intent:** activities, interactions and transactions must have a valid purpose and conducted in line with Angelini Pharma values and expectations.
- 2) **Transparency:** everything done must be open, transparent and properly documented.
- 3) **Proportionality:** transfers of value made, and resources invested must meet but not exceed the needs of the interaction or transaction.
- 4) **No conflict of interest or undue influence:** do not exercise undue influence over those who interact with Angelini Pharma. Avoid situations that create or appear to create conflicts of interest.

8. BOOKS AND RECORDS

Angelini Pharma must prepare and maintain records that accurately and reasonably detail and document the source and use of Angelini revenues and assets. The retention and archive of Angelini Pharma must be consistent with Angelini Pharma's standards and tax and other applicable law and regulations.

9. REPORTING SUSPECTED OR ACTUAL VIOLATIONS

Any Employee with knowledge of suspected misconduct must report his/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.

10. 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.

CONFLICT OF INTEREST: Refers to a situation when someone has competing professional or personal obligations or personal or financial interests that would make it difficult to fulfill his duties fairly.

CORRUPTION: Corruption is a form of dishonest, fraudulent, or otherwise unethical or illegal conduct by a person in a position of power or public trust (like a Government official), based on improper influence. It is an abuse of power or public trust for private gain. bribes in some circumstances.

FACILITATION PAYMENT: a nominal payment to a Government Official or Government Entities for the purpose of securing or expediting the performance of a routine, non-discretionary governmental action.

GOVERNMENT ENTITIES: All levels and subdivisions of governments (i.e., local, regional, or national and administrative, legislative, or executive).

GOVERNMENT OFFICIAL: shall be broadly interpreted and means:

- (i) any elected or appointed Government Official (e.g., a legislator or a member of a Government ministry);
- (ii) any employees or individual acting for or on behalf of a Government Official, agency, or enterprise performing a governmental function, or owned or controlled by, a Government (e.g., a healthcare professional employed by a Government hospital or researcher employed by a Government university);
- (iii) any political party officer, candidate for public office, officer, or employees or individual acting for or on behalf of a political party or candidate for public office;
- (iv) any employees or individual acting for or on behalf of a public international organization;
- (v) any member of a royal family or member of the military; and
- (vi) any individual otherwise categorized as a Government Official under law

HEALTHCARE ORGANIZATION (HCO): Any legal person (i) that is a healthcare, medical or scientific association or organisation (irrespective of the legal or organisational form) such as a hospital, clinic, foundation, university or other teaching institution or learned society (except for patient organisations within the scope of the EFPIA PO Code) or (ii) through which one or more HCPs provide services.

HEALTHCARE PROFESSIONAL (HCP): Any natural person that is a member of the medical, dental, pharmacy or nursing professions or any other person who, in the course of his or her professional activities, may prescribe, purchase, supply, recommend or administer a medicinal product. For the avoidance of doubt, the definition of HCP includes: (i) any official or employees of a government agency or other organisation (whether in the public or private sector) that may prescribe, purchase, supply or administer medicinal products and (ii) any employees of a Member Company whose primary occupation is that of a practising HCP, but excludes (x) all other employees of a Member Company and (y) a wholesaler or distributor of medicinal products.

THIRD PARTY REPRESENTATIVE: Refers to those who are authorized to act for or on behalf of Angelini Pharma, and may include distributors, subcontractors, regulatory agents, advisors, consultants, clinical research organizations, market research firms, meeting planners, agents, custom brokers and contract manufacturing organizations.

11. DOCUMENT HISTORY

Effective Date	Version	Change Reason and Description
Refer to flag page	1.0	New document