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**ANTI-BRIBERY AND ANTI-CORRUPTION POLICY  
(or the “ABAC Policy”) v2**

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Acino (or the “Company”)

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**Table of Contents**

- 1. Introduction to Anti-Bribery/Anti-Corruption.....3
- 2. Executive Summary .....3
- 3. Fundamental Requirements .....4
- 4. Expected Conduct .....4
- 5. Penalties .....10
- 6. Business Partners/ Third Parties .....10
- 7. Do’s and Don’ts .....11
- 8. Reporting & Record Keeping .....12
- 9. Anti-Money Laundering .....13
- 10. Training.....13
- 11. Audits.....13
- 12. Contact Information for Responsible Officers.....13
- 13. Related Documents .....13

## 1. Introduction to Anti-Bribery/Anti-Corruption

Acino places the highest importance on its global reputation for honesty, integrity and unquestionable ethical standards across all business activity and global operations. As outlined in Acino's Code of Conduct, Acino is committed to complying with all local and international anti-bribery and anti-corruption laws and regulations that may be applicable to its business worldwide (collectively, "**ABAC Laws**"). In case more than one law applies to a particular case, the strictest shall prevail.

Corruption is a broad concept but generally the term is associated with the giving and taking of bribes. ABAC Laws work against corruption by criminalizing bribery and undue influence from being directed against someone who has been entrusted to act on behalf of others – may it be on behalf of individuals, corporate entities, organizations, judicial or governing bodies, agencies or municipalities, or the society at large.

This policy applies to everyone at Acino – including all employees, managers, executive officers, and members of the board of directors (all of whom are included in the term “employees” as used in the remainder of this policy). This policy also applies to those who represent Acino or act on its behalf ("**Third Parties**"), such as distributors and other third parties providing any marketing, promotion and third party sales force services. It also includes consultants, agents and certain service providers and suppliers when acting on behalf of Acino. Where a Third Party has its own policy with which Acino is satisfied as to meeting the requirements of this policy, then the Third Party will not be required to adopt this policy.

## 2. Executive Summary

- It is strictly forbidden to directly or indirectly offer, promise, grant, or authorize the giving of money or anything of value to someone in order to unduly influence the performance of the recipient's (or someone else's) professional duties or to obtain or retain an undue business advantage.
- Heightened sensitivity is required when interacting with representatives of the public sector and in relation to public procurement and governmental decision making. Benefits should never be offered to public sector representatives, their associates, or any other party with the intent of influencing an award of a bid or any other decision.
- Adequate third party risk assessment procedures and contractual warranties are required to mitigate anti-bribery risks.
- Violations of ABAC Laws can result in substantial monetary penalties, imprisonment and severe reputational harm to Acino and its employees. Violation of this policy may subject employees and Third Parties to disciplinary or corrective actions, up to and including termination.
- Contact the Compliance Officer if ever in doubt about whether a specific benefit such as a meal, gift, event, or similar benefit is permissible and report any concerns that a violation of this policy may have occurred through the process outlined in the Whistleblowing Policy.

### **3. Fundamental Requirements**

The business operations of Acino are to be performed in accordance with all applicable laws and regulations and in such a way that high ethical standards are upheld. Acino does not seek or accept business advantages based on illegal, improper, or unethical behaviour.

No employee will suffer retaliation, demotion or other adverse consequences for refusing to pay bribes or for complying with this policy, even if it may result in Acino losing business.

If a request for a payment of a bribe is made to an Acino employee or anyone acting on behalf of Acino, you should always refuse to pay. Instead, you should:

- Explain that Acino as your employer/principal has a prohibition on making such payments;
- Explain that violating that prohibition would jeopardize your employment status;
- If the requestor insists the payment is legitimate and official, ask for a copy of a document or public charter setting out the relevant fees, if available; and
- If not official, the fees under request are likely to be unacceptable and you should then refuse to pay them and report the request to the Compliance Department as soon as possible.

### **4. Expected Conduct**

#### **4.1 Key Principles**

Acino adopts a zero-tolerance policy against any form of bribery or corruption. It is strictly forbidden to directly or indirectly offer, promise, grant, or authorize the giving of money or anything of value to someone in order to unduly influence the performance of the recipient's (or someone else's) professional duties or to obtain or retain an undue business advantage. It is irrelevant whether the recipient of the improper benefit is acting within the public or the private sector – improper benefits are always prohibited.

The same applies to receiving benefits. It is forbidden for anyone acting on behalf of Acino to accept, accept a promise of, or request an improper benefit for the performance of professional duties.

In relation to public procurement and governmental decision making, benefits should never be offered to public sector representatives, their associates, or any other party with the intent of influencing an award of a bid or any other decision, even if you are informed this is allowed by the laws of that particular jurisdiction. It is a violation of Swiss law to bribe not only Swiss officials but also foreign officials.

## 4.2 The Definition of an Improper Benefit (or Bribe)

What is considered proper or improper depends on a number of different factors and circumstances. The professional duties of the parties involved are one factor, where certain professional duties are more sensitive to undue influence than others. The nature and value of the improper benefit itself is another factor to take into account, with one-time benefits of negligible value generally presenting a lesser risk of being deemed improper.

An improper benefit (or bribe), may take different forms, and the parties involved may classify the bribe as a “purchase price” or a “consultancy fee” in order to hide the true nature of the transaction. For example, a bribe can be in the form of improper or ill-intentioned: gifts, stand-alone entertainment, or invitations to events or seminars; travel and accommodation; use of property or equipment; job offers or work placements for the bribed individual or for connected persons; charitable or political donations; or services, favours, or benefits for family or friends.

## 4.3 Interaction with Healthcare Professionals

A Healthcare Professional (“HCP”) shall be defined to include any person who can prescribe, recommend, purchase, supply or administer an Acino product, or an employee of that person (e.g. in some countries, physician assistant or nurses are considered to be HCPs). Examples of HCPs include medical doctors or physicians, and pharmacists. An HCP also may be defined as any individual that can, in his or her professional capacity, influence the use, purchase, prescribing or recommendation of Acino products, or affect the formulary or other preferential or qualifying status of Acino products.

In many cases, HCPs will qualify as Government Officials (please see definition below). Therefore, any interactions with HCPs will present a higher risk of violation under ABAC Laws. The particular areas of risk include:

- Sponsorships of HCPs to attend Third Party Conferences, Congresses and other Meetings (e.g. training and educational events) e.g. when conditioned to increase of demand for our business;
- Charitable Donations e.g. when associated with a commercial arrangement (e.g. to fund third party research and developments activities);
- Fee for Service Arrangements e.g. when unauthorized by the employing body and/or for amounts above *fair market value* when engaging HCPs - e.g. as a consultant or speaker for Acino);
- Acino Organized Meetings and Events with HCPs (e.g. invitations to lavish venues for meetings and events which end up translating into undue transfers of value to HCPs).

For all interactions with HCPs, Acino's separate Policies and SOPs for these areas, should be complied with, in addition to complying with this policy.

#### **4.4 Red Flags**

Be aware of any “red flags” which are facts or circumstances that serve as a warning signal that a Third Party may be acting or attempting to act inappropriately. A red flag is not necessarily an issue but will usually require further verification to ensure it does not materialize into a compliance violation. Some examples of red flags include:

- (i) A sales agent begins negotiations with a Government Official and then informs you that he or she needs a higher commission.
- (ii) A Third Party approaches Acino around the time of a contract or procurement decision and explains that he or she has a special arrangement with a Government Official.
- (iii) A consultant wants to be paid in hard cash or refuses to issue a receipt.
- (iv) A Third Party demands an unusually high commission or fee for services.
- (v) An agent shows a lack of transparency in business dealings or records.
- (vi) A contractor requests to be paid through a shell company.
- (vii) Government Officials, or their relatives, appear to be connected to the distributor’s business.
- (viii) A government Official has a financial interest in the consultant’s business.
- (ix) The country where an agent works has a reputation for corruption.
- (x) An agent requests payment outside the country where his business is located.
- (xi) Other questionable practices.

This list is not intended to be exhaustive. Anyone encountering these situations should first discuss the appropriateness of Third-Party business dealings with their manager and, if necessary, consult the Compliance Officer.

#### **4.5 Public vs. Private Sector**

Benefits given to those working in the public sector are more likely to be considered improper and illegal than benefits given to those working in the private sector. For this reason, heightened sensitivity is required when interacting with representatives of the public sector or Government Officials.

As used in this policy, the term “public sector” includes not only employees and representatives of government agencies, courts, and other public authorities, but also publicly owned (by the state or any form of local government) companies and private companies that perform the functions of a public authority or are otherwise largely financed by tax proceeds, such as public hospitals. The term “public sector” also includes politically exposed persons as well as international organizations such as the United Nations (UN), World Health Organization (WHO), etc.

The term “**Government Official**” for the purposes of this policy can be one of the following:

- Any officer or employee of a government-owned or government-controlled company. This includes companies that operate in the commercial sector but are partially-owned by a government or government agency;
- Any person engaged in public duty in a government agency. This includes any elected or appointed official or employee of a government, at any level including national or local government entities. This includes members of legislative, administrative, and judicial bodies, as well as low-level employees of government agencies, such as office workers;
- Any officer or employee of a public international organization (such as the United Nations, the World Bank or the International Monetary Fund);
- Any person acting in an official capacity for a government, government agency, or state-owned enterprise (for example, an administrator, doctor or pharmacist employed by a state-owned hospital or clinic), and even individuals receiving public healthcare funding; and
- Any political party, official of a political party, and any candidate for political office.

For a company to be considered part of the private sector, it is required that there is no significant element of public ownership or other public interest in the company’s operations.

#### **4.6 Gifts & Hospitality’s “basic test”**

The basic question for each person to ask themselves when considering whether a proposed gift and instance of hospitality (whether to be offered or received) could be considered an illegal bribe is: 'Is the gift or hospitality: (i) proportionate, reasonable and not extravagant or lavish given the circumstances; and (ii) offered in a transparent manner, not solicited and not intended to create any feeling of obligation on the part of the recipient or otherwise influence the recipient in an improper manner?' (the “Basic Principle Test”). If the answer is 'Yes' to both questions, such gift or hospitality is unlikely to breach ABAC Laws. However, Acino should consider in all circumstances whether the gift or hospitality is permissible under local laws and regulations, such as healthcare laws.

Please note that it makes no difference whether the gift or hospitality is paid out of Acino’s funds or from an individual’s (employee or 3<sup>rd</sup> party’s) pocket, to be later reimbursed by Acino or not. For example, if an Acino employee bribes in his direct personal interest to achieve a goal and to increase chances of receiving a promotion or higher remuneration (e.g. “bonus”), it does not matter if he used his own money, since his actions are being carried out on behalf of Acino.

For more details on gifts and hospitality, please refer to the specific section below and any Acino Policies and SOPs as they are in future implemented from time to time on this topic.

#### 4.6.1 Hospitality

"Hospitality" includes invitations to sporting, entertainment or similar events, meals, and related travel and accommodation costs. Although some of these types of hospitality are recognised as appropriate ways of developing business relationships and promoting the Acino brand, certain types of hospitality can constitute bribery. You must be certain that the offering and receipt of hospitality does not give rise to even an appearance of impropriety.

*Offering hospitality to the public sector.* Hospitality in the form of lunch or dinner is generally allowed if not contrary to the local laws, regulations and industry codes, and provided that the expenditure is reasonable and that the hospitality does not coincide with an on-going matter such as public procurement or other governmental decision making, business negotiations, or legal proceedings. Luxury restaurants are not allowed. Wine and beer are allowed as table drink, but in moderation. Spirits are never allowed.

*Offering hospitality to the private sector.* Hospitality in the form of lunch or dinner is generally allowed if not contrary to the local laws, regulations and industry codes, and provided that the expenditure is reasonable. Wine, beer, and spirits are allowed as table drink, but in moderation.

Any hospitality offered to the public or private sector must be fully documented and supported by original receipts; and accurately recorded in Acino's books and records.

*Accepting hospitality.* The same standards apply as when offering hospitality.

#### 4.6.2 Gifts

The typical definition of "gifts" include(s) anything of value, such as merchandise, goods, wine, spirits, food, vacations, trips and tickets to sporting, entertainment or similar events, which are provided free of charge or below market rate.

The giving and receipt of gifts is discouraged by Acino. Though gifts are recognized as appropriate ways of developing business relationships and promoting the Acino brand, and while in certain circumstances it may be appropriate to give or accept gifts in line with local custom or as a matter of courtesy, gifts can in certain occasions constitute bribes and we must ensure that the offering, solicitation and receipt of gifts does not give rise to even an appearance of impropriety.

*Offering gifts to the public sector.* Gifts, including anything of value, are never allowed in connection with the public sector unless it is clear that the giving of gifts is a well-established and legally permissible local practice of the relevant region; does not violate any relevant local or related foreign laws, including healthcare and ABAC Laws; and the gift is of nominal value (e.g. the giving of Acino branded pens of nominal value to a healthcare professional who is also a government official, when permissible by local laws, regulations and industry codes).

*Offering gifts to the private sector.* Reasonable business expenditures related to company activities are allowed. For example, promotional gimmicks/items are usually acceptable when offered in connection with a corporate event or company visit, such as the use of Acino-branded paper notepads, pencils and other similar memorabilia of nominal value. Any gifts of



more than a nominal value are discouraged; The acquisition of any gifts must be fully documented and supported by original receipts; and accurately recorded in Acino's books and records.

*Accepting gifts.* Please also remember that the acceptance of the gift by your counterpart may also be prohibited under local laws. Employees may only accept gifts from third parties and business partners if appropriate in nature and intent and does not exceed a minimal value.

For Swiss based employees a limit of 20 CHF has been established as a guideline as of what to accept from a third party in the form of a gift. This could be a physical gift or in the form of a meal, gift certificate and / or any other object of value.

For other Acino affiliates the 20 CHF limit shall be considered a maximum limit, but can of course make local rules below this limit.

The Compliance Department in collaboration with each Acino location or business partner may supplement this Policy by publishing acceptable limits for meals, cultural courtesy gifts, medical utility items, sponsorships and any other forms of transfer of value.

#### **4.7 Meetings & Events**

Meetings and Events, such as seminars or courses organized or attended by anyone acting on behalf of Acino, must have a legitimate business purpose.

An invitation to an event organized by Acino or its representatives must be drafted in such a way that the relevant business purpose is evident. It should be clear from the invitation that by accepting the invitation recipients confirm that participation is in compliance with applicable corporate policies and has been sanctioned by their principal, when this is required by laws and regulations in the relevant country. "Plus-one-invitations", that is to say, invitations where the participant is allowed to bring a spouse or an extra guest, are never acceptable.

*Meetings and Events involving the private sector.* The portion of the event that is of business relevance to all participating parties must be more prominent than the entertainment portion.

*Meetings and Events involving the public sector.* The element of entertainment (meal) must be kept to a minimum such as a lunch adjacent to the context of a scientific program. The event should be of business relevance to all participating parties. An invitation to an event may never coincide with an on-going matter such as public procurement or other governmental decision making, business negotiations, or legal proceedings.

*Attending Meetings and Events.* For an employee to attend, the portion of the event that is of business relevance to all participating parties must be more prominent than the entertainment portion.

Exceptions to any of the rules for *Meetings and Events* must be obtained from the Compliance Office in writing prior to the event.

In addition to the above basic principles, any Acino guidelines separately issued on this topic must also be complied with, as they may be implemented from time to time. For further questions, please consult with the Compliance Department.

## **4.8 Charitable Donations and Sponsorships**

Any charitable donations to be offered by Acino must be pre-approved in writing by the Compliance Officer.

Employees wishing to sponsor events or activities organised or attended by Acino customers, prospects, or others, must follow the same rules as for Gifts and Hospitality.

In addition to the above basic principles, the Acino guidelines issued separately on this topic must also be complied with. Specific policies addressing donations and sponsorships shall be issued in due course by the Compliance Department as part of the Acino Corporate Compliance Program.

## **5. Penalties**

Penalties for violations of ABAC Laws for Acino and employees can include fines and imprisonment, and settlements with authorities can range into the hundreds of millions of euros or dollars. Employees or anyone acting on behalf of Acino who violates ABAC Laws or the prohibitions in this Policy will be doing so individually and not under the instruction of Acino and may be subject to disciplinary action by Acino, including termination of contract or employment, without prejudice to prosecution by the relevant authorities in a court of law.

## **6. Business Partners/ Third Parties**

ABAC Laws prohibit improper benefits, whether given directly or indirectly. This means that Acino may incur liability where a Third Party engaged to represent or provide a service to, or on behalf of, Acino makes an improper payment or otherwise engages in improper conduct in the course of its work for Acino. This exposure may arise notwithstanding that the payment or conduct in question is prohibited by Acino and/or that Acino had no knowledge of this payment.

Acino may not only employ Third Parties who refuse to adhere to this policy (or their own equivalent policy, to be vetted by Acino).

Acino's approach to retaining, training and monitoring its Third Parties is "risk-based." This means that it takes into account a number of factors, including the corruption risk in the country in which the Third Party conducts its activities for Acino, the nature of Acino's relationship with the Third Party (for example, Third Parties who will interact with Government Officials on Acino's behalf will be more high risk from an anti-bribery perspective and should therefore be subject to higher scrutiny) and the value and prospects of Acino's relationship with the Third Party. In higher risk situations, enhanced due diligence, training and monitoring will be required.

All fees and expenses paid to Third Parties must represent appropriate, justifiable and proportionate remuneration, which is commercially reasonable under the circumstances, for legitimate services rendered by the Third Party.

All payments to the Third Party must be effected by electronic funds transferred directly into such bank account as the Third Party nominates in writing from time to time. The bank account must be in the Third Party's name and in the country in which the services are

provided. Payment must not be made through another party that has no contractual relationship with Acino. Accurate financial records of all payments must be kept.

All relevant third parties which received due diligence clearance for ABAC Laws must still contractually agree to comply with applicable Anti-Bribery Laws and this policy (or demonstrate to Acino's satisfaction that they have an equivalent policy in place), including audit rights.

It is important that the business activities and operations of each relevant (e.g. high risk) business partner of Acino are regularly monitored so that a reasonable bribery and corruption risk assessment can be carried out if circumstances change and there is a suspicion of bribery or corruption on the part of the Third Party (for example, they are subject to negative press or they begin operations in a high risk jurisdiction).

It is the responsibility of all Acino employees to ensure that Third Parties are properly overseen and to raise any suspicions of bribery and corruption during their course of dealings with any Third Parties through the appropriate channels.

In addition to the above basic principles, any Acino guidelines separately issued on this topic must also be complied with.

## **7. Do(s) and Don't(s)**

### **DO**

- Contact the Compliance Officer if ever in doubt about the permissibility of a specific benefit, such as a meal, gift, event, or similar benefit.
- Obtain written pre-approval by the Compliance Officer before initiating a charitable contribution (donation).
- Pay specific attention to the public sector and HCPs, including both Government Officials and politically exposed persons, and keep in mind the specific limitations may apply.
- Remember that this policy applies to everyone acting on behalf of Acino, including the board of directors, employees, and business partners (and their respective employees).
- Conduct third party risk assessments.
- Trust your instincts. If they suggest something is not right, consult with your Compliance Officer.

### **DON'T**

- Offer, promise, or authorize the giving of money or anything of value to anyone with the intent to unduly influence the performance of the recipient's (or someone else's) professional duties or to retain or obtain an undue business advantage.

- Accept, accept a promise of, or request money or anything of value from someone other than Acino for the performance of your own professional duties as an employee or representative of Acino.
- Offer gifts of any kind to anyone within the public or private sector unless it is clear that the giving of gifts of nominal value is a well-established and legally permissible practise of the relevant country and applicable foreign law, including local healthcare laws and ABAC Laws; Gifts should generally be limited to Acino branded items and other company gimmicks of nominal value.
- Either offer, promise, or authorize – or accept, accept a promise of, or request – hidden discounts, commissions, bonuses, or kickbacks which are not foreseen or pre-approved by Acino’s commercial policy.
- Make “facilitation payments”. The term facilitation payments (or “grease payments”) refers to small payments made to secure or accelerate the performance of a routine, non-discretionary act that an official in the public sector is obligated to perform. Under some very limited circumstances in some jurisdictions, facilitation payments are exempted from ABAC laws. Acino, however, does not apply any such exemption. Facilitation payments are thus strictly prohibited within Acino or by anyone acting on behalf of Acino.

## **8. Reporting & Record Keeping**

Acino must make and keep books, records and accounts that accurately, fairly and in reasonable detail reflect all payment, expenses, transactions and disposition of Acino assets. Acino must also maintain an adequate system of internal accounting controls.

In relation to Acino's books and records, all employees must:

- not intentionally cause company documents to be incorrect in any way;
- not create or participate in the creation of any records that are intended to conceal anything that is improper;
- properly and promptly record all disbursements of funds; and
- not make unusual financial arrangements with a client or a supplier (such as over-invoicing or under-invoicing) for payments on their behalf to a party not related to the transaction.

Employees who suspect that a violation of Anti-Bribery Laws has occurred at Acino are required to follow the standard reporting process or the reporting process described in the Whistleblowing Policy.

All unusual activity such as excessive gifts and hospitality must be reported to the Compliance Officer, who must take action upon receipt of the information, as well as record the relevant action taken with written instructions (e.g. assign the gift assigned to a “gift pool” for all employees or ask the employee to return the gift to the person who offered it).

## **9. Anti-Money Laundering**

Money laundering is the process by which one conceals the existence of an illegal source of income and then disguises that income to make it appear legitimate. Use by Acino of proceeds tainted by illegality can give rise to liability in the countries in which Acino operates. Employees who become aware of suspicious circumstances leading them to believe that any transaction might involve the payment or the receipt of proceeds of any unlawful activity should report this to the Compliance Officer.

## **10. Training**

Acino will provide adequate training for all employees consistent with the Acino's risk profile and connection to the employee's responsibilities, as well as refresh it from time to time, as may be directed by the Compliance Department.

## **11. Audits**

The Head of Compliance is responsible for conducting objective, comprehensive audits of the Corporate Compliance Program, including anti-bribery/anti-corruption, on a periodic basis in light of the Company's specific areas of operations, geographic locations, and legal obligations.

## **12. Contact Information for Responsible Officers**

The Chief Legal & Compliance Officer is responsible for the overall oversight and implementation of the Corporate Compliance Program. The Head of Compliance is responsible for Acino's day-to-day compliance with this policy and ABAC Laws. Should you have any questions or need further assistance, please feel free to contact the Head of Compliance.

## **13. Related Documents**

This policy should be read in connection with the following documents.

- Code of Conduct.
- Whistleblowing Policy.
- Global Gifts and Hospitality Tables.
- Local Travel and Expense policies.
- Local laws and regulations.

## **APPENDIX 1**

### To the Anti-bribery and Anti-corruption Policy

By signing this form or by equivalent electronic attestation, I hereby confirm that I have read, understood and shall comply with the Anti-bribery and Anti-corruption Policy.

Name

Signature

Date

Once signed, please return this form to your office's Human Resources business partner no later than your 5th (fifth) working day including your initial day of work at Acino or acting on behalf of Acino, or the subsequent working day if offices are closed on the deadline. The same deadline applies in case you are already working for Acino at the time of launch of this policy, counting from the date of receipt.