



## Anti-Corruption Policy

- ▶ Distribution list: **All personnel of the Soho Flordis International Pty Ltd. group of companies**

Owned & approved by

*Arvinder Grover*

Arvinder Grover  
Group Head of HR  
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## Version Control

Version	Description	Author	Date
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## BACKGROUND

Soho Flordis International Pty Ltd. ("**SFI Health**") operates its business worldwide in line with the respective legal regulations and in compliance with its internal policies, including the Code of Conduct.

The above also applies when SFI Health faces business disadvantages such as in countries where corruption is viewed as "standard business practice".

For SFI Health employees, this means that employees of SFI Health shall not make or accept (or offer to make or accept) bribes (including kickbacks, payoffs and secret commissions), unlawful advantages or any similar payment or benefit, be it in transactions with authorities / public officials or in commercial transactions. Corruption cannot be justified by allegedly serving SFI Health business interests.

Each SFI Health employee is primarily responsible for compliance with the present ACP (responsibility for own actions and omissions). Furthermore, depending on the circumstances in each specific case, the direct and /or indirect superior of the employee concerned may be held jointly liable (responsibility for effective management, organization and controlling).

Any violations discovered / known and /or potential violations of this ACP reasonably suspected must be reported at their own initiative by all SFI Health employees to their respective superior without delay. Where a person hierarchically and/or functionally superior to the potential infringing party conceals violations from persons responsible for ACP issues, this may suggest that this person is also involved in the act of corruption committed by the employee.

Beside potential prosecution by the authorities for criminal offence, violation of this ACP may have internal consequences under labour law, including instant dismissal.

## EXPLANATORY NOTES

### a. Scope of Application

"**SFI Health**" includes Soho Flordis International Pty Ltd., as well as all affiliated, related and subsidiary companies of Soho Flordis International Pty Ltd worldwide.

"**Employees**" refers to all employees, contractors and agents of SFI Health. This ACP applies to all employees, contractors and agents of SFI Health .

### b. Prohibited Practices

The following practices are prohibited hereunder at all times and in any form in relation with:

- a public official at international, national or local level;
- a political party, party official or candidate for political office;

- an officer or employee of a government or public international organization or any of its departments, agencies, instrumentalities; and
- a director, officer or employee of another enterprise (i.e., distributors and/or agents, suppliers)

whether these practices are engaged in directly or indirectly, including through third parties and agents:

- 1. Bribery or a “corrupt payment”** is the offering, promising, giving, providing, authorizing or accepting of any pecuniary or other advantage or anything of value to, by or for any of the persons listed above or for anyone else in order to obtain or retain a business or other improper advantage, i.e., in connection with public or private procurement contract awards, regulatory permits, taxation, customs, judicial and legislative proceedings.

Bribery often includes: (i) kicking back a portion of a contract payment to government or party officials or to employees of the other contracting party, their relatives, friends or business partners, or (ii) using intermediaries, such as agents, subcontractors, consultants or other third parties, to channel payments to government or party officials, or to employees of the other contracting party, their relatives, friends or business partners.

- 2. Extortion or Solicitation** is the demanding of a bribe, whether or not coupled with a threat if the demand is refused.
- 3. Trading in Influence** is the offering or solicitation of an undue advantage in order to exert an improper, real or supposed influence with a view of obtaining from a public official an undue advantage for the original instigator of the act or of any other person.
- 4. Laundering the proceeds of the corrupt practices mentioned above** is the concealing or disguising the illicit origin, source, location, disposition, movement or ownership of property, knowing that such property is the proceeds of crime.

**c. Indications of Fulfilment of Prohibited Acts**

The following circumstances indicate that prohibited acts of corruption have been committed:

- Failure to have all purchasing decisions approved by at least two (2) authorized persons;
- Setting up and maintaining cash reserves not listed in the official accounts of SFI Health (i.e., illicit cash or bank accounts);
- Participating in a method of payment outside normal company practice;

- Paying fees or reimbursing costs of services where the services and its compensation are clearly not in reasonable and normal proportion to each other (violation of the equivalency and arm's length principle);
- Paying fees and/or reimbursing costs without any written documentation of the service;
- Reimbursing SFI Health employees' private expenses or expenses not documented as business expenses beyond the limit permitted by the approved SFI Health regulations
- Any of the following with respect to transaction with public servants/ officials:
  - Lack of written documentation of the transactions (violation of documentation principle);
  - Failure by the recipient to obtain the approval of the superior or the office on behalf of which the recipient carries out the official tasks (violation of transparency principle);
  - Favours, beyond reasonable thresholds for minor gifts, donations, prizes and hospitality to persons making purchasing decisions involving pharmaceutical products in the course of official tasks (violation of separation principle).

**d. Handling Doubts concerning the Interpretation of the ACP**

The descriptions of Prohibited Practices and other principles set forth in this ACP are not meant to be exhaustive or all-encompassing. Any questions or doubts regarding any of these matters or the interpretation of this ACP should be raised immediately by the employee.

The employee must carefully consider the implications of giving or accepting any gift, donation, prize or hospitality to ensure that it is not considered to be a bribe. This includes carefully considering whether the gift, donation, prize or hospitality is likely to improperly induce a business outcome or in any other way influence a business outcome.

The General Counsel is the contact person for an employee, via his/her superior, in the event of doubts about the interpretation of the ACP.

The employee raising the doubt must in principle wait for the reply/ decision of the General Counsel, before taking the dubious action and /or accepting the dubious benefit or availing him/herself of the dubious advantage.

**e. Relation of the ACP to Pharmaceutical Codes**

Compliance with industry codes on pharmaceutical marketing practices recognized by SFI Health and to which SFI Health is signatory party (e.g., Code of Conduct of the Pharmaceutical Industry) shall be guaranteed by and is the responsibility of all persons

designated from time to time by the Board of Directors or by the SFI Health Senior Executive Committee.

**f. Reference Documents**

This ACP supplements the SFI Health Code of Conduct, with respect to anti-corruption issues.

This ACP shall be supplemented by the ACP Implementation Procedure as well as any code of conduct for the pharmaceutical industry applicable to or recognised by SFI Health and to which SFI Health shall agree to comply with from time to time.

**g. Document Classification / Document History**

This ACP was approved by the Senior Executive Team of SFI Health on 20 February 2020 as a corporate policy to be binding on all SFI Health employees effective 1 January 2015 for all new employees, contractors and agents of Soho Flordis International Pty Ltd.

For the Senior Executive Team:

**Robert Hendriks**

*Chief Executive Officer*

**George Tan**

*Company Secretary*

**Arvinder Grover**

*Group Head HR*