



Win-Medicare Private Limited

**WIN-MEDICARE
ANTI-BRIBERY AND
ANTI-CORRUPTION POLICY**

"ABACP"

WMPL Anti-Bribery and Anti-Corruption Policy (ABACP)

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Foreword

Win-Medicare Private Limited (“WMPL”) is committed to the highest standards of integrity and complying with applicable legal and ethical values. It is a policy of WMPL to conduct our business in an honest, ethical and legal manner and, as such, WMPL does not tolerate bribery, corruption or unethical behavior. WMPL is committed to professional and fair business conduct. This includes implementing and enforcing effective systems to counter bribery and corruption. Adherence to this Policy will help safeguard reputation and future of WMPL.

WMPL operates in a heavily regulated business environment, and its activities often require significant interactions with Government Officials (“**GOs**”) and Healthcare Professionals (“**HCPs**”). As such, WMPL has adopted the Anti-Bribery and Anti-Corruption Policy (“**ABACP**”) which supplements the WMPL Marketing Promotional Practices Principles (“**M3P**”), Policy on Interactions with Healthcare Professionals (“**IHCP Policy**”) and the WMPL Code of Conduct.

The **ABACP** demonstrates that WMPL strives to achieve highest compliance with all applicable Anti-Bribery and Anti-Corruption Laws. However, all national, more stringent, laws and regulations will take precedence.

Anti-Bribery and Anti-Corruption Laws usually set forth liability of both the provider of corrupt payments and the recipients of such payments. This Policy strives to not only protect the interests of WMPL and its employees, directors, and officers but to also protect the interests of WMPL’s business partners, especially those of HCPs. Violations of this Policy will be ground for disciplinary action including termination and can lead to civil and criminal penalties for individuals, including imprisonment and fines. If it is found to have taken part in bribery or corruption, WMPL could face criminal penalties, be excluded from tendering for public contracts and face damage to its reputation. WMPL, therefore, take legal responsibilities very seriously. Violations of such laws by individual employees can give rise to monetary fines and imprisonment, in which case WMPL will not be liable to pay any resulting fines or associated costs.

Please note that WMPL may revise any part of the ABACP at any time when deemed necessary or required by changes in law.

1. Introduction

1.1 Purpose

This Policy has been adopted to further compliance with the IHCP Policy, WMPL Code of Conduct as well as M3P, specifically to help ensure compliance with the prohibition on improper payments to any third party, in particular to GOs and HCPs.

The purpose of this Policy is to:

- make clear the responsibilities, and also those of any individual or organisation working for or with WMPL, in observing and upholding the position on bribery and corruption; and
- provide information and guidance to those working for WMPL on how to recognise and deal with bribery and corruption issues.

In addition to Anti-Bribery and Anti-Corruption Laws, the activities of the WMPL are governed by a broad range of other legal, regulatory and private standards, including:

- Country laws governing the advertising and promotion of medicinal, medical device products and nutritional products.
- Country laws governing the public tender process
- Country laws governing fair competition/anti-trust issues
- Industry association codes which are compulsory for compliance by WMPL due to a law, regulation or rule of a Government Authority or a binding contractual term (“**Mandatory Codes**”).

Activities undertaken in connection with WMPL business and on WMPL’s behalf, including interactions with GOs and private sector individuals and entities, must be conducted lawfully and with integrity. Likewise, Grants and Donations reflect our commitment to the communities in which we do business but can have Anti-Bribery and Anti-Corruption Laws implications if provided improperly or with improper intent. This Policy defines the standards applicable to WMPL Representatives when conducting such activities for or on behalf of WMPL.

1.2 Scope

This Policy applies to each:

- Employee (whether permanent, fixed term or temporary) of WMPL regardless of level or seniority including senior managers, officers, directors, consultants, contractors, trainees, seconded staff, casual workers and agency staff;
- Third-Party Intermediary (TPI) (as defined in section 3.2 below); and

(collectively referred to as “**Representatives**”)

This Policy is intended to supplement all national and international legislation and Mandatory Codes. Where local Applicable Laws or regulations or codes of conduct to which we ascribe are more stringent or specific than the provisions of these Principles, the stricter standards apply and must always take precedence. Otherwise, the rules and standards established in this Policy must be strictly followed, unless a written exception has been granted according to the “Exceptions Process” (as defined in **section 15.** below).

2. Definitions

- **Anti-Bribery and Anti-Corruption Laws** means all applicable laws addressing public or commercial bribery, including but not limited to the U.S. Foreign Corrupt Practices Act (FCPA), the UK Bribery Act, the Prevention of Corruption Act and Uniform Code for Pharmaceutical Marketing Practices (UCPMP).
- **Applicable Laws** means any and all laws, regulations and rules of any government or Government Authority and Mandatory Codes. For clarity, Applicable Laws includes Anti-Bribery and Anti-Corruption Laws.
- **Bribery** is any offer, promise, giving or receiving of a financial or any other advantage in connection with the improper performance of a position of trust, or for an advantage that should be obtained impartially. Bribe shall be interpreted accordingly. Bribes can take many different forms including cash payments, bank transfers, or any type of favour or benefit such as inappropriate Gifts, Hospitality, Entertainment, travel expenses, access to opportunities, Grants and Donations.
- **Conflict of Interest** is a situation in which an entity or individual’s ability to make objective and fair decisions potentially becomes influenced because of a clash between personal or self-serving interests

and professional duties or responsibilities.

- **Corruption** is the misuse or abuse of a public or private office or power for personal gain.
- **Donations** are contributions, typically in the form of funding, services or products, to support charitable or humanitarian purposes, provided to a recipient who is lawfully authorised to receive such support.
- **Entertainment** is an event, performance or activity designed primarily for amusement, such as sports or cultural events, city tours, musical or theatrical performances, etc.
- **Fair Market Value** is the price at which a transaction (for services or goods) takes place between willing parties who are not under any compulsion to conduct the transaction, and where both parties have reasonable knowledge of relevant facts.
- **Gifts** are items partially or wholly for the personal benefit of an individual or their family members, such as watches, jewellery, clothing, Entertainment tickets, or personal services.
- **Government Authority** means any governmental or intergovernmental entity, and any department, agency, commission, board, bureau or court, HCOs, or any other organisation that is government-owned, controlled or funded in whole or in part, in any country or jurisdiction.
- **Government Official (GO)** is as defined in Section 3.

Grants are contributions, typically in the form of funding, services or products, that are provided for a specific purpose, project or activity that is performed without WMPL 's control or influence.

- **Healthcare Organisation (HCO)** is an organisation comprised of HCPs and/or that provides healthcare or conducts healthcare research, for example a hospital or general practice surgery.
- **Healthcare Professionals (HCPs)** is as defined in Section 3.
- **Hospitality** includes meals, refreshments, travel, and accommodation.
- **Money Laundering** is the process by which funds obtained from criminal activities (including Bribery, tax evasion and fraud) are disguised to appear legitimate.
- **Third Party Intermediary (TPI)** is as defined in Section 3.

3. Interactions

3.1 Identification of, and Interactions with Healthcare Professionals (HCPs) and Government Officials (GOs)



Before entering into business transactions, it is essential to understand with whom WMPL is about to do business.

WMPL does not distinguish between GOs and employees of private sector organisations so far as bribery and corruption is concerned. However, it is important to recognise that GOs are often subject to additional rules and restrictions that do not apply to persons who operate in the private sector.

Any relationship with GOs must be in strict compliance with the rules and regulations to which they are subject (i.e. any applicable rules or regulations in the particular country relating to GOs or that have been imposed by their employer) and any benefit conveyed to a GO must be fully transparent (and might be subject to his employer's approval), properly documented and accounted for.

WMPL is differentiating between 3 (three) important business partner categories:

- Category 1: HCP
- Category 2: HCP-GO (HCP, who because of his/her particular responsibilities, will be considered to be a GO under Anti-Bribery and Anti-Corruption Laws)
- Category 3: GO as defined under the respective local Applicable Laws (including one who may be a HCP)

I. Identification of HCPs

WMPL must determine whether or not an individual or entity is an HCP or GO before committing to enter into any transaction with that individual or entity. For the purpose of this Policy, an HCP is defined as:

- a) Any registered or otherwise certified members of the medical, dental, pharmacy or nursing professions;

- b) Any other individual, institution, or entity that has the ability to prescribe, dispense, acquire, or influence the prescription or acquisition of the WMPL products and/or services at issue, which are
 - i. Regulated or registered as medicinal products, nutritional products or medical devices in the applicable country; or
 - ii. Subject to reimbursement by government or third parties; and including
- c) Other Healthcare Providers, such as hospital administrators, who support HCPs in the fulfilment of their duties.

II. Identification of HCPs who are considered GOs (HCP-GO)

The definition of a GO includes any official or employee of a Government Authority (national or local), political party, party official or candidate, or public international organisation (e.g. WHO or UNICEF). The US Department of Justice has concluded that officers and employees of government-owned companies, or companies substantially controlled by such governments, are also GOs. Foreign government officials also fall within this definition.

The FCPA therefore applies to HCPs who are employed by or acting on behalf of a HCO, if that HCO is owned or controlled by a Government Authority. Examples would include HCPs who work at public hospitals or public universities. WMPL is obliged to consider these HCPs as GOs – even where they are not considered GOs under local Applicable Laws.

III. Identification of, and Interactions with GOs

The laws and regulations that govern interactions with GOs may vary by local jurisdiction, by regulating entity within the government, and sometimes by the seniority or status of the GO.

As a general rule, GOs include any individual:

- Encountered while working at a Government Authority (examples include but not limited to Ministries of Health, product and pricing regulators, military hospitals, government or publicly run hospitals);
- Representing himself or herself as a GO, for example, a customs official, inspector, auditor, investigator, elected official, or employee of a government ministry or agency. Note that this definition includes agents or employees of some non-governmental organizations where those organizations perform quasi-governmental services such as distribution of drugs and medical devices or delivery of health care services;
- Who is an agent or consultant to a Government Authority;
- Who provides a primary business address at a government facility;
- Who supplies an e-mail address associated with a Government Authority;
- Who uses a military title or rank;
- Who is otherwise known or believed to be a government or public employee.

Health Ministries and government-owned hospitals often employ HCPs who may be GOs under local Applicable Laws. Sometimes a private HCP may provide consulting services or otherwise act as an agent of the government. These individuals should be considered GOs for the purpose of this Policy.

Interactions:

- Representatives who are authorised to do so as part of their job responsibilities may interact with GOs for legitimate and necessary business reasons, including applying for licenses and product registrations, transporting WMPL products (including customs clearance), managing tenders, etc.

- All dealings with GOs must only:
 - (a) Utilise official channels of communication, such as government-authorised email addresses and telephone numbers, tender portals, tax electronic-filing systems, on-line application processes for licenses and permits, etc.; and
 - (b) Be with the Government Official assigned to the matter concerning WMPL and follow the appropriate chain of command (unless that GO is engaging in activities that would violate this Policy, such as demanding improper payments, in which case the matter must first be reported internally to Compliance).
 - (c) Where not otherwise prohibited by this Policy or other WMPL policies, Representatives may provide or receive Hospitality to or from Government Officials where the Hospitality meets all the following requirements:
 - It is not prohibited by law, regulation, Mandatory Codes or the internal policies of the recipient's employer.
 - It is necessary to facilitate and provided/received only as part of legitimate and necessary Government Authority activities, such as regulatory inspections of a WMPL site or directly related to a legitimate business discussion.
 - It is infrequent.
 - It is modest in appearance and reasonable in cost (meals must not exceed the lesser of the limits under internal policy of WMPL for HCPs or the internal policies of the recipient's employer);
 - For Hospitality provided to Government officials it is provided in a WMPL facility or hospitality venues pre-approved by Compliance;
 - For Hospitality received from a Government Official it is received in the business facility of the Government official;
 - It will not have the effect or appearance of creating a Conflict of Interest or otherwise improperly influencing a decision or action (such as a tender, license application or inspection); and
 - It is accurately documented in a location and format required by WMPL.
 - d) Representatives must not enter into paid or unpaid consulting arrangements or otherwise engage as a service provider any individual who currently qualifies as a GO or who held a GO position within the previous 12 months (or longer period if mandated by local laws, regulations, or Mandatory Codes), unless the individual is an HCP who is engaged as a service provider in accordance with the IHCP Policy.

IV Working with non-Government Officials

- The following Representatives are prohibited from accepting Gifts, Entertainment, Hospitality or other items of value or favours from /private sector individuals or entities with whom WMPL conducts business or from parties seeking to conduct business with WMPL:
 - (a) Representatives employed in the Procurement function; and
 - (b) Representatives who are involved in, or can otherwise influence, an upcoming decision on behalf of WMPL regarding the individual or entity giving the item.
- Where not otherwise prohibited by this Policy or other WMPL policies, Representatives may give or receive Gifts, Entertainment and Hospitality in connection with legitimate business engagements to or from private sector individuals or entities if the Gift, Entertainment and/or Hospitality meets all the following requirements:
 - (a) They are not prohibited by Applicable Laws or the internal policies of the recipient's employer;
 - (b) They are given or received in connection with a legitimate business relationship;
 - (c) They are given or received infrequently;
 - (d) They are modest in appearance and reasonable in cost (meals must not exceed the lesser of the limits under internal policies of WMPL for HCPs or the internal policies of the recipient's employer);
 - (e) They are not offered, promised, or given in a time period that is so close to a decision or action by the recipient that it could have the effect or appearance of creating a Conflict of Interest or otherwise improperly influencing that decision or action; and
 - (f) They are accurately documented in a location and format required by WMPL.

3.2 Third Party Intermediary (TPI)



A TPI is any party retained to represent WMPL in respect of any transaction or relationship with an end customer or any other third party or any individual or organisation come into contact with during

the course of work for WMPL, and includes actual and potential customers, suppliers, distributors, business contacts, agents, advisers, HCPs and local and foreign Government Authorities, including their advisers, representatives and officials, politicians and political parties.

Where possible and feasible, WMPL should conduct all payment related activities with any third parties directly and not through Intermediaries. Where direct payments to third parties are not possible or not feasible, WMPL might use a TPI to conduct business. TPIs that interact or transact business with HCPs and/or GOs on WMPL’s behalf (“in-scope TPIs”) require additional due diligence measures as described in **section 5.2** below.

TPIs under this Policy shall be classified into the categories “High Risk TPIs” and “Low Risk TPIs”; examples for TPIs belonging to the category “high risk” may include, depending on the (contractual or factual) circumstances:

- Distributors/Agents;
- Lobbying agencies;
- Regulatory consultants;
- TPIs that may have a significant interest (direct or indirect) to influence HCPs (especially GOs) in order to meet contractual obligations (e.g. distributors and Clinical Research Organizations (CROs));
- any party acting on behalf of WMPL to secure or maintain registration, pricing or reimbursement of WMPL products, or
- persons interacting with local and foreign GOs on behalf of WMPL

High risk TPIs could expose WMPL to civil or criminal penalties, or damage reputation of WMPL, if they behaved improperly when working on behalf of WMPL.

In order to know with whom WMPL is doing business, appropriate due diligence must be carried out on TPIs.

In addition, the Legal Department should be consulted to ensure appropriate contractual provisions are put in place.

4. Underlying Anti-Bribery and Anti-Corruption Key Principles



In accordance with the Anti-Bribery and Anti-Corruption Laws, no WMPL Representative may “corruptly” offer, pay, promise to pay, reward or promise to reward or authorize the giving of anything of value (“payments”), directly or indirectly, to any third party for the purpose of:

- Persuading, inducing or influencing any act or decision within the scope of authority of that third party, including (but not limited to), if applicable, selecting which products to purchase, prescribe or use;
- Persuading, inducing or influencing such third party (1) to do or refrain from doing any act in violation of his or her lawful duty or (2) to abuse his or her position to influence any act or decision;
- Securing any improper advantage; or
- Giving unwarranted benefits or preference to such third party.

Such payments are prohibited without regard to the question whether there is a pending, a future or a concluded business matter between WMPL and the third party.

A “corrupt” payment is one made with an improper motive, involving the intent to achieve an unlawful objective or to achieve a lawful objective through unlawful means.

This Policy applies to any direct relationship (WMPL - third party) or indirect relationship (WMPL - TPI - third party).

This Policy also prohibits WMPL Representatives from receiving corrupt payments in connection with WMPL’s business as further set forth in WMPL’s Code of Conduct.

In other words, WMPL will not offer, promise or provide any inducements, such as payments or other things of value or perceived value. The key principles can be summarized as follow:

- No Inducements in any of our business transactions or interactions;
- Legitimate purpose and proper motive for everything we do;
- Transparency and accurate documentation of all interactions with third parties (especially HCPs, GOs);
- Reasonableness of value, amount and frequency.

4.1 General Rules

WMPL enters into a wide variety of scientific, sales, promotional and marketing arrangements with both public and private entities and individuals (including HCPs). A broad range of laws and regulations aimed at preventing bribery and corruption exist, and the WMPL must always comply with these. Under these laws and regulations, the terms GOs and HCPs have specialised meanings that are defined in **section 3.1**.

As not every business situation can be captured in a policy, WMPL has created this Policy that provide general guidance for business situations and activities that are not specifically described in an existing policy or other guidance document.

The following guidance needs to be observed in direct and indirect interactions (i.e., through a TPI) with individuals or entities.

1. Totality of the Circumstances: Consider the Entire Relationship

The appropriateness of a specific interaction between an HCP or GO and WMPL must be considered in light of the entire relationship. An individual service to an HCP or GO may be permissible in isolation or as a standalone transaction, but may raise questions if there are other significant financial ties with that HCP or GO and WMPL.

2. Potential to influence WMPL product sales

The more ability an HCP or GO has to influence the use or sale of WMPL products or services, the more scrutiny the relationship should receive.

3. Fair Market Value

In all transactions, it is important to ensure that the amount of compensation is consistent with the Fair Market Value (FMV) of the products or services provided.

4. Nature of Activity

Funding and support activities provided to third parties (especially HCPs or GOs) should be based on a justifiable legitimate purpose to WMPL (other than increased product sales or increased prescription of WMPL products).

5. No Reliance on Product Recommendations

Funding or support activities provided to an HCP or GO must not depend on the HCP's or GO's agreement or promise to purchase or recommend the use of WMPL products and services.

6. No "De Minimis" Transactions

Under the FCPA and most other Anti-Bribery and Anti-Corruption Laws, there is no "de Minimis" rule or exception for small funding amounts. Nevertheless, the greater the value provided to an HCP or GO, the greater the degree of care that must be taken when considering the proposed arrangement.

7. Unfair Competition

Arrangements which could provide unfair competitive advantages, or which otherwise hinder competition may raise concerns. The Legal- or Compliance Department should be consulted on any anti-competitive concerns.

8. Accurate Documentation and Recordkeeping

WMPL must maintain sufficiently detailed documentation to meet legal requirements and other applicable policies and standards (e.g. tax, accounting, etc.). As such, each transaction entered into by WMPL must have proper supporting documentation, internal authorisation and approval. All expenditures, including (but not limited to) expenditures for Gifts, Hospitality or Entertainment, must be accurately reported and recorded, and all accounting records, expense reports, invoices, vouchers and other business records must be accurately completed and properly maintained. False or misleading entries and undisclosed or unrecorded payments or accounts are strictly prohibited, as are any acts intended to circumvent or frustrate the operation of WMPL's internal accounting controls and Internal Audit Function ("IAF").

9. Substance Prevails over Form

The real intent of an interaction will always determine the applicable rules. WMPL Representatives may not try to avoid complying with applicable rules by changing descriptions of interactions and arrangements.

10. WMPL Liability

WMPL and its Representatives do not protect themselves from liability by acting through third parties. In case that a conduct would be improper or illegal, if done directly, WMPL would be held liable for the same conduct performed by a third party (i.e., TPI, Sub-TPI, etc.) on its behalf.

Also, Representatives cannot undertake an impermissible payment or activity by using their personal funds or acting during non-working hours.

If a Representative feels that they must make a payment or other transfer of value in violation of this Policy in order to protect themselves or others from imminent physical harm or other tangible danger, these must be reported promptly to Legal or Compliance.

11. Transparency

In order to comply with existing transparency requirements, WMPL should, where applicable, provide prior written notification to an HCP's supervisor, manager, or other designated authorities, fully disclosing the purpose and scope of the interactions and obtain prior written approval, where required by local Applicable Laws or other applicable regulations.

12. Conflict of Interest

Representatives must declare all Conflicts of Interest in advance of engaging in an activity or decision that could be affected by the Conflict of Interest, and must ensure it is resolved, mitigated or otherwise approved in advance of the activity or decision.

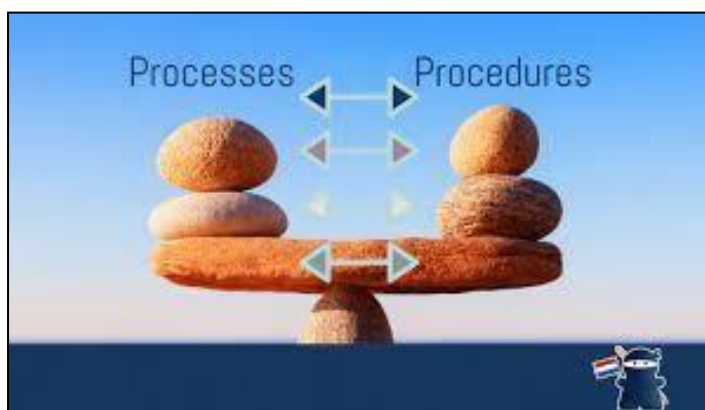
13. Payments

Payments made in the course of WMPL business should be made by electronic funds transfer or approved methods of payment as set out in WMPL policies. Where this is not possible, alternate forms of payment must be managed as an exception to this Policy, with the required approvals, in advance and in writing, from the Chairman.

4.2 Ensuring Fair Competition

WMPL accepts that not all competitors will necessarily adhere to the same standards. The failure of other companies to compete lawfully and ethically does not excuse similar conduct by WMPL. In cases that Representatives become aware of other companies' misconduct that may place WMPL at a significant competitive disadvantage, please bring the matter to the attention of the WMPL Legal Department.

5. Process and Procedures



5.1 General Information

Interactions between WMPL and any third party (especially GOs) of the sort addressed in this Policy (i.e. interactions involving possible payments to or on behalf of such third parties) must always comply with rules set forth in this Policy, M3P and IHCP Policy. Where appropriate, a business unit may develop its own formal written Standard Operating Procedures (SOPs) to address special circumstances applicable to that business unit, provided that this SOP is meeting all of the requirements set forth in this Policy or has been approved through the exception process as described in **section 15**.

5.2 Third Party Intermediaries (TPIs)

There are a number of situations where WMPL has to conduct business via TPIs for a variety of reasons (i.e. no direct operations of WMPL are available in a country, etc.). Typically, TPIs represent or act on behalf of WMPL for specific purposes.

Where WMPL conducts business through TPIs, it will oblige the TPI to continually report to WMPL on their interactions with third parties on behalf of WMPL in sufficient detail, focusing especially on payment activities.

However, improper behavior of TPIs may be attributed to WMPL and may thus expose WMPL to liability. Therefore, caution should be applied when selecting a TPI. TPIs that interact or transact business with HCPs and/or GOs (“in-scope TPIs”) require additional due diligence measures as described in below.

5.2.1 Scope and Frequency of Due Diligence

In-scope TPIs, as defined under **section 3.2**, include but are not limited to:

- Sales Intermediaries (including distributors)
- Logistics Intermediaries, including freight forwarders and customs brokers
- Tender Intermediaries or advisors
- Lobbyists/lobbying agencies
- Contract/Clinical Research Organizations (CROs)
- Regulatory consultants
- Event planners

- Travel agencies
- Media agencies
- Market research organizations
- Other functions that present significant corruption risk

WMPL must conduct a careful substantive review and evaluation of the proposed TPIs and its key employees.

A full due diligence is required only for in-scope TPIs which includes a full background check by open sources and by the used databases (e.g. Refinitiv World Check or similar data bases).

For other third parties that do not fall into the group of in-scope TPIs a reduced due diligence (“Due Diligence Light”) may be conducted.

Full due diligence on TPIs must be updated periodically, at least every 3 (three) years, with recertification every year in between.

Due Diligence on TPIs should also be updated:

- Whenever there is a major change in the ownership or organisation of the TPI (e.g., a merger with or acquisition by another company, a change in chief executive or bankruptcy, etc.),
- When there is a substantial change in the nature or geographic scope of work performed by the TPI, or
- Significant change in the use of Sub-Intermediaries to complete such work.

5.2.2 Use of Sub-Intermediaries

On occasion, a TPI engaged by the WMPL will itself engage one or more Sub-Intermediaries to interact with HCPs or GOs in connection with WMPL products or services. Unless prohibited under local Applicable Laws, WMPL will perform due diligence on “Covered Sub-Intermediaries”, defined as follows: “Covered Sub-Intermediary” means a Sub-Intermediary that has a substantial or important role in the overall arrangement for services, to be determined by an assessment of factors including whether:

- a) WMPL has a direct role in the selection, approval, management or supervision of the Sub-Intermediary or
- b) The Sub-Intermediary performs or is expected to perform a significant portion (approximately half or more) of the primary, Intermediary’s contractual obligations to the WMPL or
- c) The Sub-Intermediary generates or is expected to generate a significant portion (approximately half or more) of the primary Intermediary’s overall revenues.

These listed factors are not exhaustive and other relevant or unique aspects of a Sub-Intermediary’s relationship with the primary Intermediary and/or WMPL may be considered to determine an entity’s status as a potential “Covered Sub- Intermediary.”

5.2.3 Management of TPIs and covered Sub-Intermediaries

Effective management of TPIs and Covered Sub-Intermediaries within the scope of this document requires WMPL to have adequate processes and procedures including:

- An up-to-date inventory of TPI Relationships
- Risk based categorisation of in-scope TPIs
- FMV Assessment for each Intermediary category (and in case of FMV change compared to previous years)
- Documentation of Due Diligence Review
- Escalation procedure for “red flags”
- Appropriate Review and Approval Processes
- Written Agreement for each TPI retained (incl. appropriate Anti-Corruption clauses and a hand-out of these Principles)
- Training programs, including training certifications
- Testing-, Monitoring- and Oversight-Plans (risk based)
- Appropriate Documentation and Recordkeeping

5.2.4 Cross-Border Interactions

Many laws, regulations, or Mandatory Codes applicable to HCP interactions have extra-territorial application. Therefore, when an arrangement is made between parties located in different countries, one or more regulations may apply to the interacting parties. An assessment of the laws, regulations, and Mandatory Codes for all countries involved in a particular interaction is necessary. No two cross-border situations are alike; therefore, WMPL has established the following general rules for cross-border situations:

In the case of a WMPL organising an event outside its home country, the primary organising company is responsible for ensuring compliance of the event with applicable rules of all respective countries. That responsibility includes ensuring compliance of the event in the country in which it occurs, and ensuring that each invited attendee complies with her/his own country’s laws and codes of conduct.

- A cross-border process should be established that outlines responsibilities of WMPL.
- WMPL that is the primary organiser should also be the company entering into the contract with all third parties.
- Templates approved by the Legal Department must be used.
- Payments and reimbursements must be reasonable and in line with prevailing market rates (FMV), and only for services actually provided.
- Determination of the Fair Market Value (FMV) must be performed prior to event and the fee must be based on the applicable country’s FMV guidelines.

5.2.5 Tender Procedures

WMPL shall not make or offer any payment in value or in kind to any GO, either directly or indirectly, in order to obtain a favorable treatment in the tender process.

I. Introduction

In many countries, national, regional, or local health authorities (e.g. public hospitals) purchase medicinal products, nutritional products and/or medical device products through a public procurement process (“tenders”). Tenders typically are made through a formal bidding process, in which a number of companies submit offers for products and related services to the purchaser.

Employees of the purchasing authorities or institutions (including the individuals managing the bidding process) that are owned or operated by national, regional, or local governments, are considered GOs under this Policy and Applicable Laws. In certain jurisdictions, HCPs are appointed to represent the Government Authorities or institutions in the tender processes or otherwise participate in the process. These HCPs must also be considered GOs for these purposes.

WMPL and its Representatives may not seek to improperly influence the decisions of tender committee members. Furthermore, WMPL should require from all consultants to disclose whenever they attain a position to influence purchasing decisions of their employers (e.g., becoming member of a tender committee). Where such disclosure is not permitted WMPL must request the consultant who attains such position to fully disclose the financial relationship with the WMPL to their employer or tender committee who may take decisions on the purchase of WMPL products.

II. Tender Specifications and other Tender Conditions

In the pre-tender phase, no incentives may be offered or promised by WMPL. Only objective information that is directly responsive to the specific requests made, may be provided to the tender authority.

The principles of transparency, non-discrimination, and equal treatment need to be respected at all times. Once the tender notice is published, interactions with the tender authority should be done under full transparency with guidance from the Legal- or Compliance Department.

III. Product-Related Items and Services in Tenders

In some settings, tender authorities request additional services, which will be taken into account by the authorities to determine the best offers. In a “closed” tender (i.e. a tender where all specifications on product and requested services are determined by the tender authority), WMPL can include in its bid the services requested. In closed tenders, the conditions are the same for all bidders, and there is no room for negotiation. If unsure about the nature of the tender, please consult with the WMPL Legal- or Compliance Department.

In an “open” tender (i.e. a tender where the specifications for products are determined and additional services are requested by the tender authority but are not specified), WMPL may offer only those ‘additional’ services (so-called VAS: Value Added Services) that meet the requirements of this Policy. That is, they must be closely related to provision of the WMPL product and meet the other criteria set out in **section 5.2.5 V**. All services must be transparently disclosed during the tender process.

IV. Tenders and Anti-Trust Rules

WMPL must not enter into any discussions, or agree or collude with any other bidder(s) on whether or not to bid on a tender or agree on terms and conditions of a bid. This practice is also known as “bid rigging” and in most jurisdictions may result in criminal prosecutions and sanctions under anti-trust rules.

V. Product-Related Items and Services

Product-related items and services are sometimes referred to as value-added services in the context of tenders (see section III above).

The rules described in this section apply in the context of open tenders (i.e. where additional product or service offering is requested but not specified) and in general product sale situations.

WMPL may provide various forms of product-related items and services as part of their marketing and sales activities. Services or items that provide a general benefit to the customer or HCP, such as practice management consulting or office equipment, (e.g. copy machines or PCs) may not be offered for free or below market value cost.

Acceptable product-related items and services must meet all of the following six cumulative criteria:

(i.) Close relationship

A product-related item or service must be closely related to the specific WMPL product(s) that is being sold to the customer. For example, a product-related item or service may consist of patient educational materials about a disease that the WMPL product is being used to treat.

(ii.) Normal overhead

A product-related item or service must fall within a WMPL normal marketing and sales expenses and should not be a cost that the customer usually pays as part of its overhead.

(iii.) Modest cost

The overall value of the product-related item or service must be modest in comparison to what the customers pay for the WMPL product being sold.

(iv.) Available without charge to all customers

An appropriate no-charge product or service must be available to all customers in a particular class without charge by WMPL. This means that the product-related item or service may not be substantially different for one customer in a class than another.

(v.) No provision of Services that are not solely related to WMPL Product

A product-related item or service may not customarily be performed by the customer's employees and may not serve to shift financial risk from the customer to the WMPL and/or to government payors.

(vi.) Not otherwise offered for Sale

A product-related item or service may not be provided to a customer or HCP in connection with WMPL products for free, if WMPL sells that same service to other customers for a price. Similarly, WMPL may not offer an item or service that another company typically sells for a price to that customer or HCP, such as office equipment, advertising or promotional services.

5.3 Interactions with Third Parties

In all cases, interactions between WMPL, or TPIs acting on behalf of WMPL, and HCPs, HCP-GOs and GOs (e.g. distributors or their employees, GOs etc.) must be consistent with all Applicable Laws and regulations, Mandatory Codes, the WMPL Code of Conduct and other applicable WMPL principles and policies, including M3P, IHCP Policy and any applicable SOP.

5.3.1 Medical Ghost-Writing

Special attention shall be given to so-called “medical ghost-writing”, i.e. where pharmaceutical companies pay professional writers or agencies to produce scientific papers and then include the name of one or more HCPs in the list of authors of these papers before they are published in medical or scientific journals. Such practices are prohibited. For any kind of activities related to the development and approval of scientific information from WMPL sponsored clinical studies or other research performed by or under the direction of WMPL for publication in scientific journals/books and/or communication at scientific meetings shall be as per the rules set forth in the applicable SOP.

5.3.2 Grants and Donations

- General rules applicable to all Grants and Donations:
 - (a) Must not be offered, promised or given with the intent or effect of improperly influencing a decision or action for the benefit of WMPL;
 - (b) Must not be used as a marketing tool with respect to specific customer transactions
 - (c) May not be provided to individuals;
 - (d) No corporate funds, facilities or services of any kind may be paid or furnished to any political candidate for public office, to any political party or to any political initiative, referendum or other form of political campaign or for any religious purpose except in accordance with local Applicable Laws;
 - (e) May not be provided to organisation that limit membership or services based on race, national origin, religion, colour, gender, sexual orientation, age, or other discriminatory factors;
 - (f) Multi-year commitments, multiple Grants or Donations to the same Organization for the same or similar purpose, and/or single-source funding by WMPL are discouraged;
 - (g) The WMPL should have no control or influence over the use of the funds by the recipient organisation (other than ensuring the funds are used for a proper purpose);
 - (h) May only be provided to organisations that are:
 - (i) Reputable, as confirmed by appropriate due diligence conducted by WMPL in advance of providing the Grant or Donation;
 - (ii) Lawfully established and legally entitled to receive Grants or Donations in the respective country; and
 - (iii) Not involved in a pending commercial, regulatory or other decision or action that could positively or negatively impact WMPL.
 - (i) All such expenditures must be approved in advance by the Compliance Department and the Chairman; and
 - (j) Must be documented in a written agreement, using a template approved by WMPL.
- Funding, products, equipment, or other approved support may only be delivered:
 - (a) Upon evidence of approval by the Compliance Department and the Chairman , and a written agreement recording the specifics of the Grant or Donation;
 - (b) To the recipient organisation, or to an agreed third party service provider, specified in the written

agreement; and

- (c) By electronic funds transfer (for monetary funding), whenever possible, and only to the authorised bank account of the recipient organisation specified in the written agreement.

5.3.4 Facilitation Payments

“Facilitation Payments” are payments made to induce a GO to expedite or secure performance of a routine governmental action that is non-discretionary. Even though this practice can be found in some cultures, Facilitation Payments are strictly prohibited.

6. Anti-Money Laundering



- 1.1 As part of WMPL’s efforts to prevent Money Laundering, Finance is responsible for conducting the following prior to authorising or processing a payment to/from an third party:
 - (a) Ensure that the third party is a legitimate entity that is legally established in the country in which the payment is being made;
 - (b) Verify that the bank account to be paid is the bank account of the intended recipient; and
 - (c) Ensure that the payment is being made in the country where the third party resides or is legally established and performing the relevant services, and in the respective currency.
- 1.2 “Off-shore” payments (payments to a different country than where the third party resides or is legally established and/or performing the relevant services) must be approved in advance by Corporate Finance.

7 Complying with this Policy

7.1 Violations of this Policy, Reporting and Investigation

Everyone must ensure to read, understand, undergo training on and comply with this Policy.

The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all working for and of those working on behalf of WMPL. All Representatives are required to avoid any activity that might lead to, or suggest, a breach of this Policy.

WMPL Representatives are required to report any suspected or actual violation of this Policy in accordance with the procedures set forth; TPIs must be contractually obliged to do so as well. Under no circumstances will a

report of such information made in good faith be the basis for retaliatory action against the individual making the report.

WMPL reserve the right to terminate the contractual relationship with personnel (who are not employees) should they breach or are suspected of breaching this Policy.

7.2 Point of Contact for Questions or Concern

WMPL Representatives are encouraged to discuss, in a timely manner, with their supervisor and management questions or concerns that relate to issues covered by this Policy. The Legal- or Compliance Department is responsible for furnishing advice with respect to the interpretation of Applicable Laws and this Policy. The Legal- or Compliance Department shall also ensure that WMPL Representatives are informed and trained, as appropriate, with respect to this Policy. Upon notification of a suspected violation, they will ensure that an appropriate investigation is performed in accordance with the procedures set forth for such investigations and that remedial action is taken, if appropriate.

8. Record-Keeping



WMPL keep transparent financial records and have appropriate internal controls in place, which will evidence the business reason for making payments to third parties.

Representatives must declare to the Compliance Officer, who shall keep a written record, all Hospitality or Gifts accepted or offered from/to third parties. In the case of Hospitality for or the giving of promotional or educational items to HCOs, Representatives should refer to Mandatory Codes and/or laws and our specific internal policies and procedures for these activities.

WMPL ensure all expense claims relating to Hospitality, Gifts or expenses provided to third parties are submitted in accordance with internal procedures and specifically document the reason for the expenditure.

All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as customers, suppliers and business contacts, should be accurate and complete. No accounts must be kept "off-book" to facilitate or conceal improper payments.

All pre-approvals and corresponding documentation must be kept for a minimum period of five years, or as required by local laws, regulations, and Mandatory Codes. If there is a conflict between local laws, regulations, and Mandatory Codes, the longest retention period should be applied.

9. How to Raise a Concern

Concerns should be raised about any issue or suspicion of malpractice at the earliest possible stage.

Such concerns can be reported through:

- immediate line manager;
- the Business Head;
- the Legal/Compliance Officer; or
- Human Resources.

Alternatively, concerns may be reported anonymously through the Ethics Compliance Hotline (Toll free contact number and email), as described in the WMPL Code of Conduct.

10. What To Do If Are a Victim of Bribery or Corruption?

It is important that report of this should be done, as described above, or call the Ethics Compliance Hotline (Toll free contact number and email) as soon as possible if are offered a bribe by a third party, are asked to make one, suspect that this may happen in the future, or believe that are a victim of another form of unlawful activity.

11. Protection

Representatives who refuse to accept or offer a bribe, or who raise concerns or report another's wrongdoing are sometimes worried about possible repercussions. WMPL encourages openness and will support anyone who raises genuine concerns in good faith under this Policy, even if they turn out to be mistaken.

WMPL is committed to ensuring no one suffers any detrimental treatment as a result of refusing to take part in bribery or corruption, or because of reporting in good faith their suspicion that an actual or potential bribery or other corruption offence has taken place, or may take place in the future. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavorable treatment connected with raising a concern. If believe to have suffered any such treatment, should inform WMPL immediately.

12. Training and Communication



Training on this Policy forms part of the induction process for all new personnel. All existing Representatives will receive regular, relevant training on how to implement and adhere to this Policy.

WMPL zero-tolerance approach to bribery and corruption must be communicated to all TPIs at the outset of our business relationship with them and as appropriate thereafter. They should be provided with a copy of this Policy and receive training on this Policy.

13. Who Is Responsible For This Policy?



The board of directors has overall responsibility for ensuring this Policy fulfils our legal and ethical obligations, and that all those under their control comply with it.

All Representatives have day-to-day responsibility for adhering to and monitoring this Policy.

Management at all levels are responsible for ensuring that those reporting to them are made aware of and understand this Policy and are given adequate and regular training on it.

14. Monitoring and Review



The Compliance Committee will monitor the effectiveness and review the implementation of this Policy regularly, considering its suitability, adequacy and effectiveness. Any improvements identified will be made as soon as possible. Internal control systems and procedures will be subject to regular audits to provide assurance that they are effective in countering bribery and corruption.

All Representatives are responsible for the success of this Policy and should ensure they use it to disclose any suspected danger or wrongdoing.

15. Exception Process

15.1 In General

The Principles established under this Policy might be more rigorous than what certain local Applicable Laws require. From time to time, there might be circumstances that do not fit into the Principles established by this Policy or where further clarity is needed.

Where the rules described in this Policy are more stringent than Applicable Laws and regulations, those rules should be regarded as binding on WMPL unless local Applicable Laws or regulations expressly permit the activity. In circumstances where local Applicable Laws or regulations expressly permit the activity in question, the practice is permissible upon completion of the required approval process described in this section.

It is generally not sufficient that local Applicable Laws or other standards are simply silent regarding the practice in question. In those circumstances, the practice is not permitted unless expressly approved following completion of the required approval process described in this section.

Exceptions should be rare and limited in time and scope and must be properly documented. “Standing exceptions” should not be authorised.

15.2 Authority to grant Exceptions

An exception to this Policy must be approved by Chairman of the Company.

A request for exception must have sufficient details (incl. requested business practice, rationale for exception request, custom in local market, etc.) and a written copy or reference of the local Applicable Laws/regulation expressly permitting the requested practice must be submitted as well.