

APPROVED BY

Director of Polmed LLC

T. Bukreeva

07.09.2023

(amendments:

Order No. 35-OD dated 07.09.2023)

**ANTI-CORRUPTION POLICY**

**POLMED LLC**

Minsk, 2023

## **1. PURPOSE**

- 1.1. This Anti-Corruption Policy (hereinafter referred to as the Policy) is the basic document of Polmed LLC (hereinafter referred to as the Company) which defines the key principles and requirements aimed at preventing corruption and ensuring compliance with the applicable anti-corruption legislation by the Company, members of its governing bodies, employees, and other persons who may act on behalf of the Company.
- 1.2. This Policy has been drafted in accordance with the legislation of the Republic of Belarus, the Articles of Incorporation and other in-house regulations of the Company, with due regard to the requirements of generally accepted principles and norms of international law and international treaties.
- 1.3. This Policy takes into account the fact that, in the Republic of Belarus and in other countries of the world, "corruption", "corrupt practices", "corrupt activities" are generally defined as giving or receiving bribes, mediation in giving or receiving bribes, abuse of official position or authority, commercial bribery, payments to facilitate formalities, illegal use by an officer of its position to obtain benefits in the form of funds, valuables, other property, services, any rights for itself or for other persons or illegal provision of benefits or rights to this person by other persons.

## **2. OBJECTIVES**

- 2.1. This Policy reflects the commitment of the Company and its management to high ethical standards and the principles of open and fair business conduct, as well as the Company's desire to improve its corporate culture, adhere to the best corporate governance practices and maintain its business reputation at an appropriate level.
- 2.2. The Company's objectives are as follows:
  - To minimize the risk of the Company, the Company's Director and employees irrespective of their position (hereinafter collectively referred to as Employees) to engage in corrupt activities.
  - To create a uniform understanding among contractors, representatives of governing bodies, Employees, and other parties of the Company's policy of zero tolerance towards corruption in any form or manifestation.
  - To summarize and clarify the basic requirements of the anti-corruption legislation of the Republic of Belarus that may apply to the Company and its Employees.
  - To finalize the obligation of the Company's Employees to be aware of, and comply with, the principles and requirements of this Policy, the key provisions of applicable anti-corruption legislation and adequate anti-corruption procedures.

### **3. SCOPE AND OBLIGATIONS**

- 3.1. All Employees of the Company shall follow this Policy and strictly comply with its principles and requirements.
- 3.2. The Director General of the Company shall be in charge of all measures aimed at implementing the principles and requirements of this Policy, including the appointment of persons in charge of the development of anti-corruption procedures, their implementation and follow-up.
- 3.3. The principles and requirements of this Policy shall apply to contractors, Company's representatives, the members of the governing bodies and Employees of the Company, as well as to other persons, to the extent the respective obligations are set out in contracts with them, in their in-house regulations or directly arise out of the law.

### **4. APPLICABLE ANTI-CORRUPTION LEGISLATION**

- 4.1. Belarusian anti-corruption legislation. The Company and all Employees shall comply with the provisions of the Belarusian anti-corruption legislation such as those established, without limitation, the Criminal Code of the Republic of Belarus, the Code of the Republic of Belarus on Administrative Offenses, the Republican Anti-Corruption Law and other regulations, which provide for the following basic requirements:
  - 4.1.1. prohibition on giving bribes, i.e. giving or promising to give any financial or another benefit/advantage with the intention of inducing a person to perform its official duties improperly;
  - 4.1.2. prohibition on receiving bribes, i.e. receiving or agreeing to receive any financial or another benefit/advantage for the improper performance of one's official duties;
  - 4.1.3. prohibition on bribing public officials, i.e. giving or promising to give (either directly or indirectly) a public official any financial or another benefit/advantage with the intention of inducing a person to perform its official duties improperly in order to obtain or retain a business or provide a competitive or other advantage for a business entity;
  - 4.1.4. failure of a business entity to prevent a related party from bribing another person on behalf of such business entity, i.e. if a business entity fails to prove that it has adequate procedures in place to prevent bribery, such entity shall be liable for giving a bribe by a person providing services for the business entity or on its behalf (such as, without limitation, an agent, a subsidiary, or an employee of the entity) to obtain or retain a business or provide a competitive or other advantage for the business entity;
- 4.2. In view of the foregoing, all Employees of the Company shall be strictly prohibited from being engaged, either directly or indirectly, personally or through third parties, in corrupt practices, offering, giving, promising, requesting or receiving bribes or making payments to facilitate administrative, bureaucratic or other formalities in any form, including funds, goods, services or other benefits, to and from any persons or entities, including business entities, government and local authorities, public officials, private sector entities and their representatives. When paying to contractors, cash payments are not allowed.

4.3. The Company and its Employees shall comply with the generally accepted principles and norms of international law and international treaties of the Republic of Belarus, anti-corruption laws of the Republic of Belarus, as well as the principles and requirements of this Policy, in any country of the world.

## **5. KEY PRINCIPLES**

### **5.1. Mission of the Top Management**

The Director and senior officials of the Company shall facilitate forming high ethical standards of zero tolerance of any form and manifestation of corruption at all levels, providing a personal model and familiarizing all employees and contractors with this Anti-corruption Policy.

The Company establishes the principle of zero tolerance of corruption in all forms and manifestations (zero tolerance principle) in its day-to-day activities and strategic projects, including in its interactions with shareholders, investors, contractors, representatives of government and local authorities, political parties, its Employees, Companies, members of their governing bodies, employees, and other persons.

### **5.2. Regular Risk Assessment**

The Company shall regularly identify, consider and evaluate corruption risks specific to its operations in general and for certain areas in particular.

### **5.3. Adequate Anti-Corruption Procedures**

The Company shall develop and implement adequate procedures to prevent corruption, which reasonably correspond to the risks identified, and monitor compliance therewith.

### **5.4. Due Diligence**

The Company shall make reasonable efforts to minimize the risk of business relationships with contractors that may be involved in corrupt practices by checking the contractors' tolerance towards bribery, including checks of availability of their own anti-bribery procedures or policies, their commitment to comply with this Policy and to include anti-corruption provisions (clauses) in their contracts, and to provide mutual assistance for the purposes of ethical business conduct and corruption prevention.

### **5.5. Information sharing and training**

The Company expressly declares its zero tolerance towards corruption, encourages and stimulates compliance with the principles and requirements of this Policy by all contractors, its Employees, Companies, members of their governing bodies, employees and other persons.

The Company enhances efforts to strengthen anti-corruption culture by informing and systematic training of employees in order to maintain their awareness of the company's anti-corruption policy and master the methods and techniques of applying anti-corruption policy in practice.

#### **5.6. Monitoring and control**

Due to potential changes over time in corruption risks and other factors affecting business operations, the Company monitors the adequate procedures implemented to prevent corruption, monitors compliance with them, and revises and improves them as necessary.

#### **6. Gifts and Representation Expenses Charity and sponsorship**

6.1. The standard definition of "gifts" includes items of any value, such as promotional items, merchandise, wine, spirits, food, vacation allowance, travel expenses, and tickets to sporting, entertainment, or similar events that are provided free of charge or at price below market.

6.2. The Company or its employees may not give or receive gifts in any form. Gifts may not be given to any persons, including public officials, private individuals, and healthcare professionals.

As used herein, 'healthcare professionals' shall mean persons employed in the healthcare sector who have the right to prescribe, purchase or influence the prescription or purchase of Company's products and/or services, which are regulated and registered as medicinal products, medical devices or medical equipment, or which are or are subject to reimbursement from the government or third parties.

6.3. Representation expenses are allowed, including business hospitality, provided that:

- that are not in conflict with the principles and requirements of this Anti-Corruption Policy, business ethics standards, other regulations of the Company, in particular, the Regulations on representation expenses of Polmed LLC and the applicable legislation.
- they are directly related to legitimate business objectives of the entity, such as presentation or completion of business projects, successful execution of contracts, or to public holidays, commemorations, anniversaries;
- they are reasonably justified and adequate;
- they do not constitute a covert fee for a service, action, omission, connivance, patronage, granting of rights, making a certain decision on a transaction, agreement, license, authorization, etc. or an attempt to influence the recipient for another illegal or unethical purpose;
- they do not pose a reputation risk to the Company, employees or other persons in the event of disclosure of information about representation expenses.

6.4. Charity (donations), grants and sponsorship shall be allowed only provided that the Company does not receive any significant compensation in return (and is not perceived to have received such compensation). Charity (donations), grants and sponsorship shall not serve as a compensation (and not be perceived as compensation) for a service in return or for improper commercial advantage.

Involvement in charity and sponsorship shall not be permissible unless such charity and sponsorship are not aimed at gaining commercial advantage in specific projects of the Company and are in compliance with business ethics standards, other regulations of the Company and applicable legislation, in particular, Decree of the President of the Republic of Belarus dated July 1, 2005 No. 300 "On Provision and Use of Gratuitous (Sponsor) Support", Decree of the President of the Republic of Belarus No. 169 of 10.05.2019 "On Disposal of Public Assets".

Polmed LLC shall make sure that any donations and sponsorship at events do not violate any provisions of anti-bribery and anti-corruption legislation, this Policy or the Code of Conduct. Any donations made by Polmed LLC shall be approved by the General Meeting of Members.

Any donations made by Polmed LLC shall be checked as follows:

1. by a legal counsel: whether the recipient of the donation/sponsorship conforms to the Due Diligence criteria;
2. by the chief accountant: whether the documents submitted by the recipient comply with accounting and tax accounting requirements;
3. by the legal counsel: whether the donation/sponsorship will have a positive impact on the company's reputation;
4. by the legal counsel: whether the donation/sponsorship is compliant with the applicable anti-corruption legislation.

The director shall be notified about any risks identified in the course of the checks conducted in accordance with this Policy so that the director can make a final decision regarding the permissibility of such donations and sponsorship. Information about charitable donations/sponsorships made by Polmed LLC may be posted on the company's official website.

6.5. Charitable donations, grants and sponsorships to individuals shall not be allowed.

6.6. In case of any requests regarding donating AstraZeneca products or providing AstraZeneca products as sponsorship, such donation/provision of AstraZeneca products shall be approved by AstraZeneca's representatives. The legal counsel shall be responsible for such approval. Within three business days, the legal counsel shall give a notice to the AstraZeneca representative that the request for donation of AstraZeneca products has been made. Such donation shall not be allowed unless AstraZeneca approves donating AstraZeneca products or providing AstraZeneca products as sponsorship.

6.7. It is prohibited to pay any expenses when interacting with government authorities, public officials, officials of foreign states and their close relatives, public contracting authorities (and to make payments in their interests), for the purpose of obtaining commercial advantages in specific projects of the Company, including paying expenses for transport, accommodation, meals, entertainment, PR companies, etc., or receiving other benefits at the Company's expense. Any interactions of the Company, its managers and employees shall interact with such persons shall be in compliance with the business ethics standards, other regulations of the Company, and the applicable legislation.

## **7. INVOLVEMENT IN POLITICAL ACTIVITIES**

7.1. The Company shall not finance political parties, organizations or movements for the purpose of gaining commercial advantage in specific projects of the Company and the Companies.

## **8. INTERACTION WITH PUBLIC OFFICIALS**

8.1. . The Company shall refrain from paying any expenses on behalf of public officials and their close relatives (or for their benefit) in order to obtain commercial advantages in specific projects of the Company and the Companies, including expenses for transportation, accommodation, meals, entertainment, campaigns, etc., or to obtain other benefits at the Company's expense.

8.2. All interactions with public officials shall be documented in the Government Interaction Tracking Register. The Register shall have the following fields:

- date of interaction;
  - name of the organisation;
  - public official's full name and position;
  - matter at issue;
  - purpose of the interaction;
  - note of the person in charge on control of compliance with the Anti-Corruption Policy (date, signature).
- The objectives of such interactions shall be monitored by the legal counsel and included in the monitoring program.

## **9. INTERACTION WITH EMPLOYEES**

9.1. The Company requires its Employees to comply with this Policy by informing them of its key principles, requirements and sanctions for violations and imposing official duties of Employees of the Company on them.

9.2. To develop an appropriate level of anti-corruption culture, new Employees undergo introductory training on the provisions of this Policy and related documents; in addition, periodic information seminars are held for current Employees, both in person and/or remotely.

9.3. The Company shall conduct specialized (targeted) trainings. That means, training is carried out for employees holding certain positions, performing functions with a high degree of corruption risks or participating in certain anti-corruption procedures. The training is aimed at mastering the techniques and skills required to apply the anti-corruption policies and procedures in practice by each trainee.

9.4. Compliance by the Company's Employees with the principles and requirements of this Policy shall be taken into account when forming a pool of candidates to higher positions, as well as when imposing disciplinary sanctions.

## **10. INTERACTION WITH INTERMEDIARIES AND OTHER PERSONS**

10.1. The Company and its Employees may not engage intermediaries, partners, agents, joint ventures or other persons in performing any actions that do not conform to the principles and requirements of this Policy or applicable anti-corruption laws.

- 10.2. The Company shall provide for the procedures to check intermediaries, partners, agents, joint ventures and other persons to prevent and/or identify the above violations in order to mitigate the risks of the Company's involvement in corruption practices.
- 10.3. In order to comply with the principles and requirements set out in the Policy, the Company shall include anti-corruption terms and conditions (reservation clauses) in contracts with intermediaries, partners, agents, joint ventures and other persons. Anti-corruption terms and conditions (reservation clauses) shall contain information on the Policy and the system of anti-corruption procedures in place at the Company, provide for the Policy as an annex to contracts where necessary and define the liability of counterparties for failure to comply with the principles and requirements of the Policy.

## **11. KEEPING BOOKS AND RECORDS**

- 11.1. All financial transactions shall be elaborately, correctly and in sufficient detail recorded in the Company's accounting records, documented and be available for inspection.
- 11.2. The Company has designated Employees responsible under the applicable legislation of the Republic of Belarus for the preparation and presentation of full and fair financial statements within the timelines prescribed by the applicable legislation.
- 11.3. Misrepresentation or falsification of the Company's financial statements shall be strictly prohibited and be treated as fraud.

## **12. WHISTLEBLOWING**

- 12.1. Any Employee or another person, in the event of any suspicion of illegality of their actions, as well as the actions, omissions or suggestions of other Employees, contractors or other persons who interact with the Company, or non-compliance thereof with the purposes, principles and requirements of this Policy, may report this suspicion to the Company's Director or to their direct manager and/or to the authorized body (authorized person), which/who, if necessary, will provide recommendations and clarifications regarding the current situation.

## **13. WAIVER OF RETALIATORY MEASURES AND SANCTIONS**

- 13.1. The Company declares that no Employee will be subject to sanctions (including dismissal, demotion, loss of bonus) if they report an alleged act of corruption or if they refuse to give or receive a bribe, to commit commercial bribery or to mediate a bribe, including if such a refusal results in a loss of expected profit or a commercial and competitive advantage for the Company.



#### **14. AUDIT AND CONTROL**

- 14.1. The Company shall, on a regular basis, conduct internal and external audits of financial and economic activities and control the completeness and correctness of accounting reports and compliance with the requirements of applicable legislation and in-house regulations of the Company, including the principles and requirements set forth in this Policy.
- 14.2. As part of the in-house control procedures, the Company shall make checks of the key business activities, including spot checks of the legality of payments made, economic feasibility thereof, the feasibility of expenses, such as, without limitation, checks to substantiate them by the primary accounting documents and to confirm compliance thereof with the requirements of this Policy.

#### **15. REPORTING**

- 15.1. The authorized body (authorized person) shall, on a regular basis, review the reports of the heads of the business units of the Company on the results of measures aimed at ensuring compliance of the Company's operations and activities of the Company's Employees with the principles and requirements of this Policy and the norms of applicable anti-corruption legislation.

#### **16. AMENDMENTS**

- 16.1. If any provisions of this Policy or related anti-corruption procedures of the Company are found to be inadequate, or in case of any changes in the requirements of the applicable legislation of the Republic of Belarus or other countries of the world, the Director of the Company shall arrange for the development and implementation of a strategy to review and amend this Policy and/or the anti-corruption procedures.

#### **17. LIABILITY FOR FAILURE TO COMPLY (IMPROPER COMPLIANCE) WITH THIS POLICY**

- 17.1. The Director of the Company and Employees of all business units of the Company, regardless of their position, shall be liable for compliance with the principles and requirements of this Policy, as well as for the actions (omissions) of their subordinates that violate such principles and requirements, under the applicable legislation of the Republic of Belarus.
- 17.2. Since the Company's employees can be held criminally liable in accordance with the Belarusian Anti-Corruption Law for the engagement of its Employees, contractors, Companies and other persons in corruption, official investigations shall be initiated for each reasonable suspicion or established fact of corruption, within the framework permitted by applicable law.
- 17.3. Persons guilty of violating the requirements of this Policy may be held disciplinarily, administratively, civilly or criminally liable at the initiative of the Company, law enforcement agencies or other persons in accordance with the procedure and on the grounds stipulated by the legislation of the Republic of Belarus, the Charter of the Company, local regulations and labour contracts.

17.4. For committing a disciplinary offense related to violation of the Anti-Corruption Policy, in accordance with Article 198 of the Labour Code of the Republic of Belarus, the Employer, Polmed LLC shall have the right to impose the following disciplinary sanctions:

- admonitory address;
- punitive reprimand;
- deprivation of all or part of the incentive payment for a period of up to twelve months;
- dismissal.

The Polmed Director shall choose the disciplinary sanction at their own discretion. When imposing a disciplinary sanction, the severity of the offense, the attending circumstances, as well as the previous behaviour of the Employee in the Company shall be taken into account. Employees who commit a disciplinary offence may, irrespective of the disciplinary measure, be deprived of bonuses, have their leave period changed and be subjected to other measures. The types and procedure for the application of these measures shall be determined by the internal labour regulations, collective contract, agreement and other local legal acts.

In accordance with par. 3, part 1, Article 43 of the Belarusian Anti-Corruption Law, the head of the organization, within his competence, shall take disciplinary action against employees who have committed corruption offenses or offences conducive to corruption, as well as those who have violated a written obligation to comply with the restrictions provided for by the Law, including their dismissal in the statutory manner.

## **18. HANDLING WHISTLEBLOWING COMPLAINTS**

18.1. Polmed LLC provides a possibility to its Employees of whistle blowing, acting in good faith or based on a reasonable suspicion, about any actual or alleged corruption offenses, professional misconduct, violations of competition laws or other offences using of feedback channels. Such channels may also be used by Business Partners, distributors and other persons.

18.2. An Employee, Business Partner or other party concerned who becomes aware of an actual, threatened or alleged violation of the provisions of the Anti-Corruption Policy, anti-corruption or antitrust legislation by another Employee, Business Partner or other person, shall immediately report about such violation, either openly or anonymously, using one of the following ways:

- filling out the Polmed feedback form at the Polmed official website at: <https://polmedpharm.com/>, tab page "Company" <https://polmedpharm.com/company>, feedback form "Send a whistleblowing complaint";
- sending a notice to a Polmed dedicated email address at: [antibribery@polmedpharm.com](mailto:antibribery@polmedpharm.com) or using any other available method.

18.3. Employees, Business partners and other persons (hereinafter referred to as whistleblowers) can report about their suspicions of violation of the Policy or anti-corruption legislation, anonymously without providing their personal data. However, if the whistleblower provides their identification data, the Company will be able to interact with them in the course of

the internal investigation and provide feedback on the results, which will increase efficiency in eliminating the violation.

18.4. By providing their personal data, the whistleblower confirms their consent to the data processing in accordance with current legislation.

18.5. Polmed LLC guarantees that the whistleblower's personal data, as well as the information provided, will be used confidentially only for the purposes of the official investigation and only by those persons who are directly involved in the necessary activities.

18.6. Polmed LLC undertakes to protect good faith whistleblowers, who report about such violations, against any sanctions. The whistleblowers, who report about such violations or who are involved in such investigations, shall not be prosecuted or tampered.