

# DORC Anti-Bribery and Corruption Policy

October 1st 2017

## 1. Purpose

Our Global Code of Conduct states that we do not tolerate any form of bribery or corruption. We do not bribe any public official or private person, and we do not accept bribes. This Policy sets out the principles and rules, and describes how they must be implemented.

International anti-bribery and corruption legislation, particularly the US Foreign Corrupt Practices Act (FCPA) and the UK Bribery Act (UKBA), is stringent. The consequences of non-compliance with these and other laws are severe and could have serious consequences for the company, its corporate officers and stakeholders. A breach of FCPA or UKBA is a criminal act and can lead to personal liability including imprisonment. Other sanctions include heavy fines, lawsuits, exclusion from public contracts and reputational damage.

DORC does not tolerate any violation of anti-bribery and corruption laws. Any concerns or suspicions relating to anti-bribery and corruption compliance must be reported immediately (see paragraph 1.1.2 below).

## 1.2 Scope and Applicability

This Policy applies to all DORC employees, distributors, independent contractors, or any other third parties conducting business for or on behalf of DORC.

## 2. Basic Rules Principles and Rules

Employees must not bribe and they must not use intermediaries, such as agents, consultants, advisers, distributors or any other business partners to commit acts of bribery. DORC does not distinguish between public officials and private persons as far as bribery is concerned: bribery is not tolerated, regardless of the status of the recipient.

Always ask yourself before offering, giving or promising anything of value to any person if what you are considering could be viewed as having an illegitimate purpose. If the answer is yes, you must not proceed. If you are in any doubt, consult the Legal or Compliance Department before proceeding.

## 3. Gifts, hospitality and entertainment

Gifts, hospitality, and entertainment must be modest, reasonable and infrequent as far as any individual recipient is concerned. Gifts, hospitality and entertainment must never be promised, offered or provided with the intent of causing the recipient to do something favouring DORC, to reward such behaviour, or to refrain from doing something disadvantaging DORC.

The giving of any gift, regardless of value, is potentially a breach of local anti-bribery and corruption regulations. For guidance on this topic please refer to the training you have received or in the case of further doubt, please seek further guidance from the Compliance Department.

Cash and gifts that are cash equivalent (e.g. gift vouchers) must never be given. Do not provide entertainment to any participant at DORC business meetings, congresses or comparable events, unless the entertainment is an appropriate and incidental part of such events. Do not pay for any side or extended trips. Do not pay for the entertainment, hospitality, or travel costs of anyone who accompanies an invitee to a DORC business meeting, congress, or comparable event.

Before giving a gift or providing hospitality or entertainment to anyone, consider whether the reputation of DORC, yourself, or the recipient is likely to be damaged if news of the gift, hospitality, or entertainment appeared in the media. If this would embarrass either DORC or the recipient, do not proceed.

For additional information on relationships with Healthcare Professionals (HCPs) and Healthcare Organisations (HCOs), please refer to training and guidance on “Interactions with Healthcare Providers” for the applicable country or region.

#### 4. Grants, Donations and Sponsoring

Grants and donations may only be given, if DORC does not receive (and is not perceived to receive) any tangible consideration in return. At the same time, grants and donations must never reward (or be perceived to reward) any tangible consideration.

Requests for grants or donations must be handled with special caution, in particular those from requesters who are able to affect the sales of DORC or may benefit personally if the request is granted. For instance, grants or donations must not be given to obtain a marketing authorization or any other approval, or to directly increase the sales of a DORC product in return.

Sponsoring must not be used (or perceived to be used) to receive an improper commercial advantage in return. At the same time, sponsoring must never reward (or be perceived to reward) an improper commercial advantage. Grants, donations and sponsoring may not be provided to individuals.

Approval for all grants, donations and sponsorship must be sought from and given by the Compliance Department and documented appropriately.

For additional information on relationships with HCPs and HCOs, please refer to training and guidance on “Interactions with Healthcare Providers” for the applicable country or region.

#### 5. Public Officials

DORC does not distinguish between public officials and employees of private sector organizations so far as bribery is concerned; however, it is important to recognize that public officials are often subject to rules and restrictions that do not apply to persons who operate in the private sector. Any relationship with public officials 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 public officials or that have been imposed by their employer) and any benefit conveyed to a public official must be fully transparent, properly documented, and accounted for.

Exceptionally, a small facilitation payment may need to be paid to a public official to expedite or to secure the performance of a routine governmental action. However, no such payment may be made without the prior consultation and approval in writing of the Compliance Department.

#### 6. Political contributions

DORC does not make political contributions.

#### 7. Facilitation payments

DORC prohibits facilitation payments, except where permitted by local law.

#### 8. Third Parties

DORC must only engage Third Parties if all of the following requirements are met:

- There is a legitimate need for the services or the goods that they provide
- The services and goods are priced at no more than market value
- The Third Party is suitable from an anti-bribery perspective after assessment in a robust Due Diligence process
- There is a written contract or other written document with a similar legal effect (e.g. Purchase Order combined

with Order Confirmation)

The receipt of services or goods must be documented and in line with the requirements stipulated in Section 10 of this Policy.

Engagement of Third Parties, including HCPs and HCOs, must never be used to create an incentive, or to reward or to secure any improper business advantage for DORC.

## 9. New business and joint ventures

Before entering into an agreement for new business or entering into a joint venture, adequate anti-bribery due diligence must be completed. In addition, a remediation plan should be developed and implemented to address identified issues.

## 10. Books and Records/Internal Controls

DORC must prepare and maintain books and records that accurately and in reasonable detail document the source and use of DORC revenues and assets. 'Off-the-books' accounts and false or deceptive entries in DORC books and records are strictly prohibited. All financial transactions must be documented, regularly reviewed and properly accounted for in the books and records of the relevant DORC entity. All relevant financial controls and approval procedures must be followed. The retention and archive of DORC records must be consistent with DORC standards and tax and other applicable laws and regulations.

## 11. Implementation

### 11.1 Training and Awareness

Employees must familiarize themselves with this Policy and participate in periodically held training sessions, e.g. by e-learning. Managers should additionally be trained on their specific responsibility to evaluate and effectively address potential bribery and corruption issues. Attendee lists should be signed, retained and archived for every mandatory training event.

### 11.2 Reporting Potential Misconduct/Non-Retaliation

Any employee who learns of a potential violation of applicable laws or this Policy is required to report his or her suspicion promptly in accordance with the DORC Speak-Up Policy.

Employees who report potential misconduct or who provide information or otherwise assist in any inquiry or investigation of potential misconduct will be protected against retaliation. However, an employee who makes a report of potential policy violations is not automatically immune from disciplinary procedures, if he/she is involved in misconduct.

### 11.3 Breach of this Policy

Breaches of this Policy will not be tolerated and can lead to disciplinary and other actions up to and including termination of employment.

### 11.4 Responsibilities and Implementation

It is the responsibility of every DORC Manager to adhere to this Policy within his or her area of functional responsibility, to lead by example, and to provide guidance to those employees reporting to him or her.

All employees are responsible for adhering to the principles and rules set out in this Policy.

## ANNEX A: DEFINITIONS

### Bribery

Bribery means offering, giving or promising (or authorizing someone to offer, give, or promise) an improper benefit, directly or indirectly, with the intention of influencing or rewarding the behavior of someone to obtain or retain a commercial advantage.

Bribery can take a variety of forms: offering or giving money or anything else of value. In fact, even common business practices or social activities, such as the provision of gifts and hospitality, can constitute bribes in some circumstances.

Situations when employees receive, agree to receive, request or accept a financial benefit or anything else of value are also regulated by the DORC Conflicts of Interest Policy.

### Gifts

Gifts are benefits of any kind given to someone as a sign of appreciation or friendship without expectation of receiving anything in return. They include 'courtesy gifts', which are small gifts given at culturally recognized occasions (e.g. weddings, funerals) or special times of the year (e.g. religious festivals, New Year). Hospitality generally includes refreshments, meals, and accommodation. Entertainment generally includes attendance at plays, concerts and sporting events.

### Grants and donations

Grants and donations are benefits given by DORC in the form of money and/or in kind contributions (e.g. the supply of a DORC product for free or at a reduced price). DORC provides grants and makes donations for a variety of legitimate purposes, including funding research or measures to improve health care systems and supporting charitable projects. The main difference between grants and donations is that grants are given for a specific purpose (e.g., research or education) while donations address humanitarian needs, including emergency and natural disaster situations (e.g. earthquake). Sponsoring is an agreement with a reputable institution, company or other third party under which the institution, company or other third party will, for payment, take measures to enhance the general image or reputation of DORC.

### Public Officials

The term 'public official' has been extensively interpreted by regulators and includes:

- Any elected or appointed officer or employee of a government or government department, government agency, or of a company owned or partially owned by a government
- Any elected or appointed officers or employees of public international organizations, such as the United Nations
- Any person acting in an official capacity for or on behalf of a government or a government department, government agency, or of a public international organization
- Politicians and candidates for a political office
- Any other person who is considered to be a public official according to applicable laws, regulations and industry codes

Medical and scientific personnel qualify as public officials, when they work at a hospital, clinic, university or other similar facility owned or partially owned by a government.

In some countries, doctors, pharmacists, clinical trials investigators, nurses, etc., are public officials irrespective of whether they are working at a government institution.

### Political Contributions

Political contributions are monetary or non-monetary (e.g. resources, facilities, etc.) contributions to support political parties, politicians or political initiatives.

### Facilitation Payments

Facilitation payments are payments to public officials to expedite the performance of duties of a non-discretionary nature. These payments are intended to influence only the timing of the public officials' actions (e.g. payments to expedite the issuance

of a visa or clearing goods through customs), but not their outcome.

### **Third Parties**

A Third Party is any natural person or legal entity with whom DORC interacts.

### **New Business and Joint Ventures**

New business means any transaction involving a Third Party business or individual, or the merger of a DORC business with another company or business. Joint venture means any type of joint agreement or arrangement between DORC and one or more third parties to own and operate an enterprise as a separate business for the mutual benefit of DORC and the third party or parties.

### **Books and Records**

Books and records include accounts, invoices, correspondence, papers, CDs, tapes, memoranda and any other document or transcribed information of any type.