

# ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

## INDEX

1. PURPOSE
2. RATIONALE
3. SCOPE
4. DEFINITIONS
5. RESPONSIBILITIES
6. THIRD PARTY INTEGRITY CHECKS
7. RECORD-KEEPING
8. PROHIBITED CONDUCT
9. POTENTIAL RISK SCENARIOS
10. PERMITTED CONDUCT
11. GIFTS AND HOSPITALITY
12. DONATIONS
13. GOVERNMENT OFFICIALS INTERACTION
14. LOBBYING ACTIVITIES
15. CONSEQUENCES OF NON-COMPLIANCE
16. REPORTING PROCEDURES
17. TRAINING AND COMMUNICATION
18. MONITORING AND REVIEW

## PURPOSE

The purpose of this policy is to:

1. To highlight intolerance of Sperco International Limited towards bribery and corrupt practices in its business;
2. To set out responsibilities for employees and third party representatives in observing and upholding Sperco International Limited position on bribery and corruption;
3. To provide information to employees and third party representatives on how to recognize and deal with bribery and corruption issues.

## RATIONALE

Sperco International Limited is committed to conducting its business in an honest and ethical manner.

For us as organization, failure to prevent bribery or corruption issue may result in a damage to our reputation, exclusion from tendering for public and private contracts, or a financial penalty.

For employee or third party representative, bribery or corruption issue may lead to fine and even imprisonment, due to the criminal nature of such issue.

Therefore, zero-tolerance approach to bribery and corruption is key.

## SCOPE

This Policy applies to all Sperco International Limited employees and third party representatives, wherever located, both in their relations with private sector and public sector counterparties and partners.

## DEFINITIONS

**Bribe:** money or other valuable consideration, given or promised in order to influence the judgment or conduct of a person in a position of trust.

**Bribery:** the giving or offering of a Bribe.

**Corruption:** dishonest or illegal behavior by those in power, typically involving Bribery, for private gain.



## RESPONSIBILITIES

**Sperco International Directors:** commit to comply with this ABAC Policy, overall responsibility for ensuring the ABAC Policy complies with legal and ethical obligations of the company and that Compliance Officer is empowered enough to implement the Policy.

**Sperco International Employees and Third Party Representatives:** read, understand and commit to comply with the content of the ABAC Policy, including prevention, detection and reporting of Bribery and Corruption.

**Sperco International Compliance Officer:** implement this Policy, monitor its use and effectiveness, deal with any queries about it, audit internal control systems and procedures to ensure they are effective in countering Bribery and Corruption, provide and update training on ABAC Policy to employees and third party representatives.



## THIRD PARTY INTEGRITY CHECKS

The process of selecting, contractually committing and monitoring third parties must be free from any conflict of interest.

Third parties must, moreover, be subject to appropriate and proportionate control formalities prior to their commitment and, where appropriate, throughout the term of the contractual relationship.



## RECORD-KEEPING

Employees and third party representatives of Sperco International must keep financial records, and have appropriate internal controls in place, which will evidence the business reason for making payments to third parties.

Employees and third party representatives of Sperco International must submit all expenses claims relating to payments to third parties and record the reason for expenditure.

All accounts, invoices, and other records relating to dealings with third parties should be prepared with strict accuracy and completeness. Accounts must not be kept "off-book" to facilitate or conceal improper payments.



## PROHIBITED CONDUCT

It is strictly prohibited to:

- give, or promise, or offer to give any Bribe with the expectation or hope that a business advantage will be received, or to reward any business advantage already given in return;
- give, or promise, or offer to give any Bribe during any commercial negotiations or tender process, with the aim to influence the outcome;
- accept, or promise or offer to accept any Bribe from a third party, that you know or suspect is offered with the aim to get business advantage for them or anyone else in return;
- accept hospitality from a third party, which is unreasonably excessive, lavish or extravagant under the circumstances, and could be perceived as influencing your current or future decisions;
- offer or accept a gift to or from government officials or representatives, or politicians or political parties, without the prior approval of Sperco International Compliance Officer;
- threaten or retaliate against another individual who has refused to commit a Bribery offence, or who has raised concerns under this Policy;
- engage in any other activity that will or might lead to a breach of this ABAC Policy.





## POTENTIAL RISK SCENARIOS

The following is a list of possible risk scenarios ("red flags") that may arise and may raise concerns under various anti-bribery and anti-corruption laws.

The list is not intended to be exhaustive and is for illustrative purposes only.

If you encounter any of such risk scenarios while working for Sperco International, please report it to Sperco International Compliance Officer, or your contact person at Sperco International in case you are not an employee:

- you become aware that a third party engages in, or has been accused of engaging in, improper business practices, such as Bribery or Corruption;
- you learn that a third party has a reputation for paying Bribes, or requiring that Bribes are paid to them, or has a reputation for having a "special relationship" with government officials
- a third party insists on receiving a commission or fee payment before committing to sign up to a contract with Sperco International, or carrying out a government function or process for Sperco International;
- a third party requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made;
- a third party requests payment to be made to a country or geographic location different from where the third party resides or conducts business;
- a third party requests an unexpected additional fee or commission to "facilitate" a service;
- a third party demands gifts or entertainment before commencing or continuing contractual negotiations with or provision of services for Sperco International;
- a third party requests a payment to be made to "overlook" potential legal violations;
- a third party requests that you provide employment or some other advantage to its friend or relative;
- you receive an invoice from a third party that appears to be non-standard or customized;
- a third party refuses to put/formalize terms agreed in writing;
- you notice that Sperco International has been invoiced for a commission or fee payment that appears large or inadequate given the service stated to have been provided;
- you are offered an unusually generous gift/hospitality by a third party;
- you are asked to give hospitality to persons who are not associated with Sperco International or third party organization, or you are offered hospitality non-related to Sperco International business;
- you have any personal, financial or other interest outside Sperco International, that might influence you while conducting business on behalf of Sperco International.



## PERMITTED CONDUCT

All acceptable practices should be in line with and permitted by applicable laws and regulations, and should be verified by Compliance Officer of Sperco International in case of any doubt.

The following list of acceptable practices is not intended to be exhaustive and is for illustrative purposes only.

Some points of the list may not be applicable in certain jurisdictions, and should be double-checked by Sperco International Compliance Officer respectively before any action performed on them.

None of the following points on acceptable practices should ever consider or target Corruption:

- Provision of samples/demonstration products to healthcare professionals, for legitimate educational or promotional purposes, as long as it complies with Sperco International policies and relevant laws;
- Reasonable compensation for bona fide services, such as consulting or speaking engagements, provided that such services are transparent, well-documented, and based on fair market value;
- Provision of modest meals or gifts to healthcare professionals, as permitted by applicable laws and regulations, if such items are of minimal value and do not intend to influence prescribing behavior;
- Transparent engaging into educational activities, such as sponsored medical conferences/seminars, provided they serve legitimate educational purposes and comply with industry standards;
- Reasonable and appropriate hospitality or entertainment, given to improve or maintain Sperco International image and reputation, if permitted under local laws.
- Practices which are appropriate when you are dealing with private parties, might not be appropriate or legal when you are dealing with government officials, as those officials are often subject to additional rules and regulations that do not apply to persons in the private sector.
- Dealing with government officials poses a high risk in terms of this Policy, and should be additionally discussed with Sperco International Compliance Officer.



## GIFTS AND HOSPITALITY

The giving or receipt of gifts and hospitality is not prohibited, if All of the following requirements are met:

- It complies with local law (you are free to check with Compliance Officer of Sperco International);
- You have disclosed it to your line manager, or contact person at Sperco International, in advance (where it is possible to do so, or as soon as possible afterwards);
- It is given in Sperco International name, not in your name;
- It is given openly, not secretly;
- It does not include cash or cash equivalents (such as gift certificates or vouchers);
- It is appropriate in the circumstances, taking account of the reason, timing and value (for example, small gift at Christmas time);
- It is not made with the intention of influencing, inducing or rewarding a third party or you, in order to gain any advantage through improper performance, or in explicit or implicit exchange for favors or benefits.

Gifts and/or hospitality should not be offered to, or accepted from, government officials or representatives, or politicians or political parties, without the prior approval of Sperco International Compliance Officer.



## DONATIONS

Sperco International only makes charitable donations that are legal and ethical under local laws and practices.

No donation must be offered or made without the prior written approval of at least one of Sperco International Directors.



## GOVERNMENT OFFICIALS INTERACTION

Dealing with government officials and government departments, is not the same as dealing with private parties, and poses a high risk in terms of this Policy. This is true whether the government is acting as a customer, a supplier, a consultant/service provider or a regulator.

Legitimate and lawful payments to government and public organizations are made in respect of taxes, permits, licenses, inspections and other fees. Official government receipts must be obtained to support such payments.

In the normal course of business, meetings may be scheduled with government officials for the purpose of discussing legitimate business. These meetings must be held in an open and transparent manner in order to avoid the perception of any corrupt activity taking place.

Occasionally, the company may host events and conferences and invite public officials and other third parties to participate. The event and the proposed participants must be approved by the Compliance Officer of Sperco International.

Except for services exclusively performed by government officials, other services performed by government officials for Sperco International are in general strongly discouraged. Engaging a government official would be allowed only if the official's knowledge and expertise are considered to be of unique value, and if allowed by local laws and regulations.

The granting of gifts of a symbolic value or any other advantages to government officials is only acceptable if All of the following requirements are met:

- it is allowed by applicable national laws;
- it is conformed to common courtesy and local business customs;
- it is properly registered in the company's books;
- the value of the gift or advantage does not raise any question of an obligation on the part of the recipient;
- it is pre-approved by Sperco International Compliance Officer.

All interactions with government officials should be documented properly, to ensure their transparency and monitoring.



## LOBBYING ACTIVITIES

We may from time to time, and with the best interests of the business in mind, conduct legitimate lobbying and information activities to promote legislation, regulations and government policy favorable to our legitimate business interests, both directly and indirectly through industry associations.

We shall report all lobbying information as required to the appropriate authorities.





## CONSEQUENCES OF NON-COMPLIANCE

Any employee, who breaches this Policy, will face disciplinary action, up to and including dismissal.

Any third party representative, who breaches this Policy, will make us take appropriate action, including relationship termination with him solely or organization he represents.



## REPORTING PROCEDURES

You are encouraged to raise your concerns about any issue or suspicion of Bribery or Corruption, relating to Sperco International Limited business, at the earliest possible stage.

This may be performed by notifying your manager and/or Compliance Officer of Sperco International. Upon necessity, even Sperco International Directors may be notified by you.

Employee or third party representative, who reports potential misconduct in good faith or who provides information or otherwise assists in any inquiry or investigation of potential misconduct will be protected against detrimental treatment and retaliation, by Sperco International Limited.



## TRAINING AND COMMUNICATION

Training on this policy forms part of the induction process for all individuals who work for Sperco International Limited, and regular training will be provided as necessary.

Training will be delivered face-to-face and/or via online training tools.

The content for training will be adapted to the nature of Bribery and Corruption risks, the positions occupied, the powers granted, and geographical areas of activity.

Sperco International Compliance Officer will keep the content for training up-to-date.



## MONITORING AND REVIEW

Sperco International Compliance Officer will monitor the effectiveness, implementation and use of this ABAC Policy, considering its suitability, adequacy and potential Bribery/Corruption risk scenarios.

Employees and third party representatives are invited to comment on this policy and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to Sperco International Compliance Officer.

Sperco International Limited reserves the right to vary and/or amend the terms of this policy from time to time at its absolute discretion.