

## Piramal Pharma Limited

<b>Policy Title</b>	Anti-Corruption and Anti-Bribery Policy
<b>Policy No.</b>	2021/01
<b>Total Page(s)</b>	7
<b>Effective Date</b>	July 20, 2023
<b>Review period</b>	Annual
<b>Owners</b>	Legal and Compliance team

## **I. PURPOSE**

Piramal Pharma Limited (hereafter known as “Company”, including all subsidiaries) is committed to acting professionally and conducting its business fairly and with utmost integrity toward its patients, employees, suppliers, customers and stakeholders, and in compliance with applicable laws, wherever we operate. This Anti-Corruption and Anti-Bribery Policy (the “Policy”), which is a supplement to the Company’s Code of Conduct, prohibits Government Bribery as well as Commercial Bribery (each as defined in this Policy). The Policy is intended to ensure that each employee and each individual acting on behalf of Piramal Pharma Limited conducts its activities ethically and in compliance with all applicable laws, rules and regulations, whether local, national or international. This Policy emphasizes Company’s zero tolerance approach to bribery and corruption.

This Policy is intended to outline the risks related to bribery and corruption, to highlight your responsibilities under applicable laws and internal policies, and to provide you with the tools and support necessary to identify, avoid and address bribery and corruption risks.

Employees (as defined in this Policy) who fail to follow the Policy may be subject to adverse employment action, up to and including termination of employment.

Any questions regarding the applicability or effect of the Policy and applicable anti-corruption laws to any transaction or activity by Piramal Pharma Limited or by any of its employee or representatives should be directed to your supervisor, the legal and compliance teams, the Human Resources Department or any member of the leadership team. In addition, any concerns in connection with this Policy or reporting of any suspected violations can be made by contacting [ppl.complianceofficer@piramal.com](mailto:ppl.complianceofficer@piramal.com). We have an anonymous reporting hotline, SpeakUp, for reporting of corrupt and fraudulent practices including misconduct of any form (<https://www.speakupfeedback.eu/web/piramal/>).

## **II. SCOPE**

This Policy applies to and must be complied with by all Piramal Pharma Limited legal entities worldwide, whether owned, directly or indirectly, including all operating units, subsidiaries, and affiliates (collectively, “Piramal”), and all members of the Boards of Directors, officers, and employees (whether regular, fixed term, temporary, interns or trainees) of the Company (collectively, “Piramal Employees”). In addition, this Policy applies to individuals or organizations working on behalf of the Company, including suppliers, distributors, business contacts, business partners, agents, advisers, consultants, contractors, (collectively, “Business Associates”). This policy is also applicable to vendors and third parties with whom PPL deals with or has business transactions.



### III. DEFINITIONS

**Bribe or Bribery:** Under this Policy, bribe or bribery is defined as the offering, promising, authorizing or providing Anything of Value to any Government Official, customer, business partner, vendor or other third party in order to improperly influence, induce or reward for any act, omission or decision on their part, or to gain an Improper Advantage, with respect to the Company's business.

**Government Bribery:** The Company through its Employees and Business Associates, are prohibited from giving, promising, offering, or authorizing a Bribe or Anything of Value to any Government Official to obtain or secure an Improper Advantage, or to improperly influence a Government Official's or Healthcare Professional's (where applicable) actions.

**Commercial Bribery:** In addition to the prohibitions relative to Government Officials discussed above, Employees are prohibited from offering or providing a Bribe or Anything of Value to, or accepting the same from, private persons, businesses or entities, including Healthcare Professionals, or their respective family members of the foregoing, to secure an Improper Advantage.

**Government Official:**

- Any official or employee of a government or any of its agencies or a government corporation, including any political party, administrative agency, or government-owned business;
- Any person acting in an official capacity on behalf of a government entity;
- Employees or agents of a business that is owned or controlled by a government;
- Any person or firm employed by, or acting for or on behalf of, any government;
- Any political party official, employee or agent of a political party, or candidate for political office (or political party position); or
- Any family member or other representative of any of the above.

**Healthcare Professional:** This means members of the medical, pharmacy or healthcare community and any persons who, in the course of their professional activity, are qualified or permitted to prescribe, supply, administer, purchase, recommend, reimburse, pay for or acquire medication, including managers, administrative or clinical support staff.

**Anything of Value:** This means any financial or non-financial benefit, such as cash or cash equivalents, services, contributions, offers of employment, access to resources or information, business opportunities, favorable contracts, gifts, travel or entertainment.

**Improper Advantage:** This includes anything that would improperly:

- Influence a decision, obtain or secure an action or business by, or secure a commercial advantage from, a Government Official, Healthcare Professionals, or private individuals, business or entities;



- Induce or affect a decision by a Government Official, Healthcare Professional, or private individuals, business or entities, or use their influence or position to affect the actions or decisions of someone else, including a failure to perform their official functions; or
- Induce the purchase, use, prescription or ordering, or the use or pricing, of the Company's products or services, by a Government Official, Healthcare Professional, or other private individual, business or entity.

**Facilitation Payments:** Facilitation payments are typically small payments requested by and paid to Government Officials to expedite or facilitate non-discretionary actions or services, such as obtaining an ordinary license or business permit, processing government papers such as visas and customs clearances, providing telephone, power or water service, or loading or unloading cargo. Though facilitation payments may be allowed in certain jurisdictions, such facilitation payments are prohibited in many of the other jurisdictions that Piramal operates. If you have routinely made facilitation payments or encounter a situation that you believe may require a facilitation payment, contact the legal and compliance teams immediately.

#### **IV. RISKS AND/OR CONSEQUENCES OF NON-COMPLIANCE**

Virtually every country in which we operate prohibits Bribery and Corruption. The Company, including its Employees and Business Associates, must abide by all applicable anti-bribery and anti-corruption laws, including the Prevention of Corruption Act, 1988, Foreign Corrupt Practices Act ("FCPA"), the UK Bribery Act of 2010 ("UKBA"), and the local laws in every country in which we do business. A violation of relevant anti-corruption and anti-bribery laws can lead to severe civil and criminal penalties and reputational harm to Piramal, including exclusion or debarment from participating in public contracts or bids. Employees who violate these laws can also face severe civil and criminal penalties, including imprisonment. Bribery or engaging in corrupt conduct is never an acceptable business practice, whether by Employees or Business Associates.

Accordingly, Employees who fail to follow this Policy, Company's Code of Conduct or applicable anti-corruption and anti-bribery laws, whether expressly stated in this Policy or otherwise, may be subject to adverse employment action, up to and including termination of employment.

#### **V. THIRD PARTIES**

The Company is dedicated to the dynamic, ethical and profitable expansion of its operations worldwide. The Company will compete for all business opportunities vigorously, fairly, ethically, and legally and will negotiate contracts in a fair and open manner. This practice of fairness and professionalism must extend to the activities of Business Associates. Anti-corruption laws do not always differentiate between the conduct of Company Employees and the conduct of its Business Associates, which can put the Company at risk if they do not follow ethical business practices or applicable laws.



Therefore, Business Associates and their subcontractors or representatives are subject to this Policy when acting on Company's behalf. Employees should be careful to avoid situations involving Business Associates that might lead to a violation of this Policy and should ensure that Business Associates are aware of this Policy when engaging or entering into an agreement with a potential Business Associate. We have an obligation to "know our partners" and to ensure that Business Associates with and through whom the Company conducts business, agree to comply with the principles of this Policy and the applicable anti-bribery and anti-corruption laws in the countries they are operating.

In negotiating any business relationship or prior to engaging or executing an agreement with a Business Associate, the Business Associate should provide appropriate assurances, representations or warranties regarding ethical conduct and compliance with applicable anti-bribery and anti-corruption laws. All agreements with Business Associates that interact with Government Officials must be memorialized in writing and include appropriate language, as approved by the Legal Department, regarding compliance with applicable anti-bribery and anti-corruption laws.

All relationships with our Business Associates should be monitored for red flags. A "red flag" is a fact or circumstance which requires additional consideration and extra caution and may appear in many forms, including, without limitation, the following:

- Being aware that a third party engages in, or has been accused of engaging in, improper business practices;
- Refusal to provide appropriate assurances of compliance with ethical business practices, anticorruption and/or anti-bribery;
- Unusual payment patterns or requests, including payments to third parties, payment requested to be made in cash, and payments made to bank accounts outside the relevant country;
- Learning that a third party has a reputation for paying Bribes or requiring that Bribes be paid to them;
- Use of a shell or holding company that obscures ownership without credible explanation;
- Family or business relationships with a government or a Government Official;
- Requests for payments "up front" or statements that a particular amount of money is needed to "get the business," "make the necessary arrangements" or similar expressions;
- Whether the Business Associates have been recommended by a Government Official; Requests to be able to make agreements without the Company's approval; and Requests that agreements or communications be kept secret.

Any red flags should be brought promptly to the attention of your business manager or the legal and compliance team and must be addressed to the satisfaction of the Company's legal and compliance team prior to entering into or continuing the relationship with a Business Associate.



## **VI. GIFTS, MEALS, TRAVEL & ENTERTAINMENT**

Employees must be particularly careful that gifts and entertainment are not construed as Bribes, kickbacks or other improper payments under this Policy or applicable laws. Neither this Policy nor the Code of Conduct prohibits normal business hospitality however such gifts and entertainment must be reasonable, appropriate, modest, and bona fide in furtherance of legitimate Company interests. It is never permissible to provide gifts, meals, travel, or entertainment to anyone in exchange for any Improper Advantage. In addition, gifts of cash or cash equivalents, such as gift cards, are never permissible.

No gift, travel, entertainment or promotional expenditure should ever be offered, given or provided or accepted by any Employee or a Business Associate unless it:

- Is reasonable and not extravagant and is appropriate under the circumstances;
- Serves a valid business purpose;
- Is customary and appropriate under and the applicable local customs;
- Is not being offered for any improper purpose, or intended to or have the appearance of any improper influence, and could not be construed as a Bribe, kickback or payoff;
- Is not intended to induce a Government Official to misuse his position or to obtain an Improper Advantage are prohibited, regardless of their value;
- Does not violate any Company policy, including the Code of Conduct;
- Does not violate any applicable laws or regulations; and
- Is accurately described in your expense or other reports so that it can be reflected in Company's books and records.

All gifts and entertainment may be received only on recognized special occasions, within the limits of responsible and customary business practice in the pharmaceutical industry. You may not accept a business gift or entertainment if doing so would make it difficult or appear difficult to make a fair and objective business decision on behalf of the Company.

All gifts and entertainment given should be within the limits of responsible and customary business practice in the pharmaceutical industry. However, souvenirs / nominal gifts received up to a value of INR 1,000 or 15 USD or 10 British Pound, which are customarily given and are of commemorative nature for special events, will not be considered as an instance of conflict of interest. For accepting any gifts or souvenirs above the value of INR 1,000 or 15 USD or 10 British Pound, prior written approval from the Department Head or the Senior Management is necessary.

## **VII. CHARITABLE CONTRIBUTIONS**

The Company is committed to the communities in which it does business and permits reasonable donations to charities. Charitable contributions on behalf of the Company must only be made only by the Corporate Social Responsibility Committee if constituted, and with the express approval of the Board of Directors of the Company and should be made without demand or expectation of business in return. No



Employee can make charitable contributions on behalf of the Company. It is never permissible to provide a donation to a charitable organization in order to improperly influence a Government Official, or in exchange for any Improper Advantage. It must be ensured that the beneficiaries of such charitable contributions are not related to the employee or to any person working for or on behalf of Company's business interests.

#### **VIII. POLITICAL CONTRIBUTIONS**

The Company is committed to and supports the institutions and governance systems of the countries in which it operates. Company shall not support any specific party or candidate for political office. It is never permissible to provide a political contribution to improperly influence a Government Official or in exchange for any Improper Advantage. Subject to the limitations imposed by this Policy or the Code of Conduct, each Employee is free to engage in outside political activities that do not interfere with the performance of their responsibilities or otherwise conflict with Company's interests. However, Employees must not use their position or title within the Company, or any other Company equipment, supplies or facilities, in connection with outside political activities, nor may they do anything that might infer sponsorship or support by the Company of such political activity, unless such use has been approved in writing by the legal and compliance team.

#### **IX. RECORDS AND INTERNAL ACCOUNTING CONTROLS**

The Company is required to maintain accurate and complete books, records and accounts so that they fully and fairly reflect all transactions. This Policy requires that each Employee and Business Associate keep records and maintain detailed, accurate descriptions of all payments and expenses along with supporting documents

Accordingly, Employees must follow all applicable standards, principles, laws and Company practices for accounting and financial reporting. In particular, Employees must, and ensure Business Associates shall, complete and timely submit all reports and records required by the Company. Prior to paying or authorizing a payment to a Government Official, Employees and Business Associates must ensure that no part of such payment is to be made for any purpose other than the purpose fully and accurately described in Company's books and records. No undisclosed or unrecorded accounts are to be established for any purpose. False or fabricated entries are not to be made in the books and records of Company for any reason. Finally, personal funds must not be used to accomplish what is otherwise prohibited by this Policy or any other Company policy.

#### **X. TRAINING COMMITMENT**

In order to ensure that each Employee is fully apprised of their obligations and the Company's requirements under this Policy, Company will provide comprehensive training. The content of this training



is designed to address the corruption risks relative to the positions occupied and geographical and commercial areas of activity of each Employee.

## **XI. REPORTING VIOLATIONS**

Every Piramal Employee is responsible to ensure that Company's reputation is protected and to prevent violations of applicable laws and this Policy. Employees should therefore immediately report suspected violations of applicable laws or this Policy by contacting [ppl.complianceofficer@piramal.com](mailto:ppl.complianceofficer@piramal.com) or SpeakUp hotline (<https://www.speakupfeedback.eu/web/piramal/>). All reports of potential or actual violations of any applicable law or this Policy shall be treated as confidential to the full extent permitted by applicable laws.

Employees can contact the legal and compliance team to seek advice on anti-bribery and corruption issues or to make suggestions for how we could improve this Policy or related anti-bribery and corruption procedures.

The Company encourages openness and will support anyone who raises genuine concerns in good faith under this Policy, even if they turn out to be mistaken. The Company will not allow any retaliation or detrimental treatment against any Employee who acts in good faith in reporting any violation of this Policy. Reports of suspected violations will be governed by Company's Whistleblower Policy.

## **XII. AUDIT & REPORT TO BOARD**

The Company shall monitor compliance with this Policy through various means, including periodic internal audits. Each Employee is required to cooperate with and never interfere with or obstruct audits or investigations conducted in furtherance of this Policy.