

Corporate standard

POLICY

Title

CORPORATE POLICY ON ANTI-BRIBERY RULES

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1 Purpose

The adverse economic and social consequences of bribery and corruption are a major deterrent to development, everywhere in the world.

Zentiva has zero-tolerance for bribery. Zentiva has been engaged for many years in fostering throughout its organization, but also in its relationships with external stakeholders, an ethical culture aiming at reaching the highest standards in terms of responsibility and business integrity.

The purpose of this Policy is to establish guidance for Zentiva Employees and Third Parties interacting with Zentiva to comply with applicable Anti-corruption and Anti-bribery Laws and Regulations, as well as to promote a culture of ethics and integrity.

This policy also aims at protecting Zentiva and Zentiva Employees’ reputation and at avoiding potential civil and criminal fines.

2 Scope

This policy applies to Zentiva world-wide and to all Zentiva Employees and Third Parties engaged in activities with Zentiva. This policy defines minimum requirements that must be complied with. Where local laws, regulations or contracts impose a higher standard, the higher standard must be followed. The requirements of this document also apply to subcontractors, such as consultants, vendors, or other partners involved in such activities supported by Zentiva.

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3 Supervision

The Legal Department – Head of Compliance is authorized and instructed to control compliance with the provisions of this policy.

4 Glossary & Abbreviations

Affiliate: any person that at such time is controlled by or is under common control of AI Sirona (Luxembourg) Acquisition S.a.r.l, Company No. B223382, with its seat at 5, rue des Capucins, L-1313 Luxembourg, Grand Duchy of Luxembourg. The term 'control' (and its grammatical variations) shall mean (i) possession, direct or indirect, through one or more intermediaries, of the power to direct the management or policies of a person, whether through ownership of voting securities, by contract relating to voting rights or otherwise, or (ii) ownership, direct or indirect, through one or more intermediaries, of more than fifty percent (50%) – or any other percentage as per any applicable law which enables to exercise the Control – of the outstanding voting securities or other ownership interest of such person.

Anti-corruption and Anti-bribery Laws and Regulations: any applicable national and/or international law or regulation addressing corruption and/or bribery, including, without limitation, the U.S. Foreign Corrupt Practices Act (FCPA) and the U.K. Bribery Act 2010 (UKBA), as well as applicable international conventions, including without limitation, the Organisation for Economic Co-operation and Development (OECD) Anti-Bribery Convention and the United Nations (UN) Convention against Corruption.

Bribe: anything of value. It is an act of offering, promising or giving a financial or other advantage or benefit to another person with the intent to induce improper performance of a business or public function, especially to do or not do something within the scope of, or facilitated by, their job or position.

Zentiva Code or Code: Code of Ethics

Compliance Officer: Head of Compliance, Compliance Officer, acting Compliance Officer or the designated person identified by the Head of Legal or Head of Compliance in cooperation with Head of Affiliate (General Manager/Country Manager) in a country where there is no Compliance Officer.

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Facilitating Payments: Payments to any Government Organization or Government Official, made in order to expedite or secure performance of non-discretionary, routine governmental actions (e.g.: processing a visa, customs invoice, or other governmental paper).

Government or Government Organization: any ministry, department, administration, or agency owned or controlled in whole or in part by the government, any public international organizations and their agencies or instrumentality/institution of a government (including a government-controlled enterprise), and any organization/institution considered to be a government department or administrative office under any local law.

Government Official: individuals, even working part time, in the following categories:

- Any officer or employee (including any person nominated or appointed to be an officer or employee) of a Government or a Government Organization;
- Any person acting in an official capacity on behalf of a Government or a Government Organization;
- Any officer or employee of a company or business owned in whole or part by a Government or a Government Organization;
- Any officer or employee of a public international organization, such as the World Health Organization, World Bank or the United Nations;
- Any officer or employee of a political party or any person acting in an official capacity on behalf of a political party; and/or
Any candidate for political office.

Healthcare Organisations (HCO): A healthcare, medical or scientific association or organisation (irrespective of the legal or organisational form) such as a hospital, clinic, foundation, university or other teaching institution, or learned society. Also, any entity through which one or more Healthcare Professionals provide healthcare services. Wholesalers, distributors, and similar commercial intermediaries are not considered Healthcare Organisations. Pharmacy businesses are always healthcare organisations, even if they are retailers and regardless of their ownership or ownership structure.

Healthcare Professional (HCP): a member of the medical, dental, pharmacy or nursing professions or any other person who, in the course of their professional activities, may prescribe, dispense, purchase, supply, recommend or administer a medicinal product. It includes any official or employee of a government agency or other organisation (whether in the public or private sector) who may purchase, supply, recommend or administer medicinal products. It also includes any employee of a pharmaceutical company whose primary occupation is that of a practising healthcare professional. It excludes other employees of pharmaceutical companies, and wholesalers or distributors of medicinal products. Individual pharmacists are healthcare professionals.

Joint-Venture / Partnership: means an entity in which Zentiva has direct or indirect ownership of fifty percent (50%) or less of the equity having the power to vote on or direct the affairs of the entity.

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Kickback Payments: Negotiated bribes hidden in a fraudulent or inflated payment/invoice (generally for goods or services which were not needed, of inferior quality, or both), paid to a recipient as compensation or reward for providing favourable treatment or services to another party.

Political Contributions: a financial or in-kind (e.g. resources, facilities or employee time) contribution made to support political activities, politicians or electoral candidates (either directly or indirectly, at local, national or international level).

Soft dollars practices: any in-kind payment made by an entity or individual to its service providers. Instead of paying the service providers with cash (i.e. hard dollars), the entity/individual pays in-kind (i.e. with soft dollars) by passing on business to its service providers.

Third Party: any person who has or may have, due to his/her functions or responsibilities, an influence in any capacity to take or not a decision relating to any existing or future Zentiva product or to any Zentiva activities. For the purposes of this Policy, a distinction is made between two main categories of Third Parties:

- Third Parties from the private sector, such as suppliers, distributors, consultants, etc.
- Third Parties who are considered under this policy and/or under more detailed or stringent local laws as Government Officials.

Zentiva: any Affiliate solely and/or all Affiliates together.

Zentiva Employee: any employee of Zentiva whether full time or part time, temporary or trainee and any other employee category according to local law.

Zentiva products: over-the-counter medicines and prescription-only medicines in case Zentiva is their marketing authorisation holder.

5 Responsibilities

5.1 GENERAL RESPONSIBILITIES

This policy defines standards, as a minimum requirements to be followed by Zentiva world-wide. The localisation, communication, dissemination, training and compliance with this policy are under the responsibility of each Affiliate with support and in cooperation with the Compliance department.

Fostering a culture of integrity throughout the organization and clearly communicating on Zentiva’s expectations contribute to reduce the risk of bribery and corruption. Managers are responsible to contribute to the understanding by all members of their teams of what bribery is, as well as, how to prevent it.

Each Affiliate is obliged to implement this policy. Local standard Operating Procedure (“SOP”) based on this policy should be developed only in those cases when necessary to implement special requirements of local laws, applicable regulations, and codes of practice.

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When implementing own local SOP, the Head of Compliance must approve in writing any exceptions or waivers to this policy. In case the amendments are driven by a local legislation requirement, the Head of Compliance shall be at least informed prior to SOP approval.

Each Zentiva Employee is responsible to comply with this Policy and is expected to take part in the trainings made available by the Compliance Department.

All applicable anti-bribery and anti-corruption trainings should be completed by an employee within 3 months upon assignment/onboarding.

Each Affiliate is responsible for facilitating and evidencing regular trainings (as frequently as required by local law, however, at least once a year) for Zentiva Employees on anti-bribery regulations at least within the scope stipulated in this Policy.

Each Zentiva Employee has a duty to prevent breaches of this Policy by reporting any questionable situation according to the Zentiva Global Policy on Speak-up.

Zentiva expects all Zentiva Employees to demonstrate an exemplary conduct and to fully comply with the provisions herein. Failure to comply with the terms of this policy may be subject to disciplinary actions in accordance with applicable labour law(s).

5.2 FINANCIAL AND ACCOUNTING CONTROLS

In accordance with all relevant rules, regulations and internal procedures, Zentiva requires that all books, records, and accounts are kept in reasonable detail to accurately and fairly reflect all transactions and dispositions of assets and that adequate internal controls are maintained to provide reasonable assurance that management is aware of, and directing, all transactions ethically and in compliance with applicable Zentiva policies and internal standards.

5.3 CONSEQUENCES OF NON-COMPLIANCE WITH THIS POLICY

Violations of Anti-corruption and Anti-bribery Laws and Regulations may result in civil and criminal penalties for Zentiva and Zentiva Employees, in addition to disciplinary actions against Zentiva Employees according to the internal regulations and the Zentiva Global Policy on Speak-up.

6 Requirements

6.1 GENERAL REQUIREMENTS

Zentiva seeks competitive advantage through high-quality products, services and performance, but never through unethical or illegal business practices. All Zentiva Employees must comply with all existing Anti-corruption and Anti-bribery Laws and Regulations.

Zentiva, Zentiva Employees and Third Parties are prohibited from giving, promising to give or offering to give anything of value (e.g. cash, gifts, employment offers, donations or

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contributions etc.), to any person for the purpose of influencing any act or decision of the person, and/or the entity the person represents, in order to secure an improper advantage or to otherwise obtain or retain business for Zentiva.

The above prohibition also applies to indirect provision of anything of value to any person, including but not limited via the use of intermediaries or relatives of the person. Zentiva, Zentiva Employees and Third Parties are prohibited from making, offering to make, or authorizing a payment to any person or entity (e.g., suppliers, agent, distributor or intermediary) with knowledge that all or part of the payment will be offered or given to a person to secure an improper advantage or to obtain or retain business.

The prohibition set forth in this Policy also applies should Zentiva Employees use their own personal funds or assets.

Zentiva prohibits Facilitating Payments, even when permitted under local law.

Zentiva, Zentiva Employees and Third Parties are prohibited from receiving, making, offering to make, or authorizing any Kickback Payments from or to any person or Third Party.

Zentiva has zero tolerance to corruption and bribery. Bribes can take many forms such as gifts, entertainment kickbacks, facilitating payments, any portion of contract payments, soft dollar practices, political or charitable contributions. Even the promise or offer of a bribe in any form is prohibited.

Moreover, significant legal restrictions may apply in countries where Zentiva operates. Therefore, Zentiva Employees must ensure their full understanding of all such restrictions and associated policies and procedures before acting on behalf of Zentiva.

6.2 PERMITTED INTERACTIONS

In order to promote a culture of ethics and integrity, as well as to comply with all applicable Anti-corruption and Anti-bribery Laws and Regulations, Zentiva has implemented a comprehensive set of policies and standards defining clear rules that must be complied with by Zentiva and all Zentiva Employees and, when applicable, by Third Parties.

These policies and standards govern certain activities to ensure they are implemented for genuine and legitimate business reasons and include specific provisions aiming at preventing bribery and corruption.

Among others, these policies and standards cover the following areas:

- Zentiva and Third-Party Events
- Procurement process
- Interactions with Third Parties
- Scientific Engagement with Healthcare Professionals
- Conducting Anti-Bribery Due Diligence on Third Parties
- Conflict of Interest
- Interactions with Patient, Patient Advocate and Patients' Organizations
- Supplier Code of Conduct

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This set of policies and standards is continuously assessed, updated and complemented if needed, to ensure adequacy with the evolution of the legal and regulatory framework, as well as, of the risk associated with the Zentiva activities.

These policies and standards are not meant to be exhaustive in addressing all the circumstances that may arise. If a particular situation is not covered or the provisions of the policies and standards are not clear to a Zentiva Employee, he or she must consult his or her manager and or the Compliance Department.

6.2.1 Anti-bribery Due Diligence on Third Parties

As described in Zentiva Corporate Guideline on Due Diligence Process, Zentiva conducts risk-based anti-bribery due diligence on Third Parties to avoid or to mitigate the risk of Third-Party corrupt conduct.

Furthermore, appropriate anti-corruption and anti-bribery due diligence must be conducted, in accordance with relevant business practices and Zentiva policies and procedures, in advance of making any investment in a non-Zentiva business entity or entering into any Joint-Venture/ Partnership agreement.

6.2.2 Political contribution

No Contributions or Sponsorship intended for a political purpose shall be granted without a written approval of the Zentiva CEO.

6.2.3 Charitable contributions and sponsorships

Contributions or Sponsorship shall not be intended to inappropriately influencing HCPs or HCOs and must not influence decisions on research programmes and/or of persons benefitting from the Contributions or Sponsorship.

Contributions or Sponsorship cannot be provided to:

- recipients that discriminate on the basis of race, colour, creed, gender, sexual orientation or national origin;
- organizations or programs designed to solely influence legislation or to elect candidates to public office, unless specifically approved by Zentiva CEO; or
- religious organizations, except when proposed project is specifically related to (1) health; (2) public services; (3) educational institutions; (4) art; and (5) sports, but not for religious purpose.

Contributions, however, cannot be provided to individuals, and for-profit organisations.

Regarding the process, please refer to the Corporate Policy on Interactions with third parties.

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7 Temporary provisions

Not applicable

8 Summary of revisions

Document version	Change description
1	New document
2	<p>4 Glossary & Abbreviations</p> <ul style="list-style-type: none"> • Affiliate • Compliance Officer • Zentiva Code or Code • Zentiva <p>5 Responsibilities</p> <ul style="list-style-type: none"> • 5.1 General responsibilities third an seventh article updated added the Article re to trainings.
3	<p>4 Glossary & Abbreviations</p> <ul style="list-style-type: none"> • Affiliate • Anything of value removed • Bribe • HealthCare Professional • HealthCare Organisation • Person – removed • Political contributions • Soft dollars practices • Zentiva • Zentiva Code or Code <p>5 Responsibilities</p> <ul style="list-style-type: none"> • Article 1, 6 and 7 updated • Article 5.2 and 5.3 updated <p>6 Requirements</p> <ul style="list-style-type: none"> • 6.1 General requirements Article 1, 2, 3, 6 and 8 updated Article 7 added • 6.2 Permitted interactions Article 1, 3 and 5 updated • 6.2.1 Anti-bribery Due Diligence on Third Parties updated • 6.2.2 Political contributions added

	<ul style="list-style-type: none">• 6.2.3 Charitable contributions and sponsorships added
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9 References

- Zentiva Code of Ethics

Other applicable Zentiva policies and standards covering areas as referred in the section 6.2.

10 Annexes

None.