

 SHIONOGI	
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Anti-Bribery & Corruption Policy	

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1. Document history

Version Number	Effective Date	Author	Reason for Change
1.0	Refer to Flag Page Header	Clare Shepherd	New expanded policy to replace previous ABC Policy

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2. Objective

Shionogi Europe is committed to acting fairly and with integrity in all of its business dealings and relationships and to complying with all applicable anti-bribery and corruption laws in the countries in which we operate.

The objective of this Policy is to:

- (i) set out Shionogi’s position on bribery and corruption;
- (ii) detail your responsibilities in respect of bribery and corruption;
- (iii) provide information and guidance as to how we expect those working for us to conduct themselves in respect of bribery and corruption; and
- (iv) set out how and when to raise concerns.

3. Scope

This Policy applies to all individuals working for or on behalf of Shionogi’s legal entities in Europe (including but not limited to Shionogi B.V, Shionogi S.L.U, Shionogi S.R.L, Shionogi GmbH and Shionogi SAS (collectively referred to as “Shionogi” “Shionogi Europe”, “We”, “Us”), including employees, workers, casual and agency staff, contractors and volunteers (referred to as, “You” and “Your” in this Policy).

4. Responsibility

Person(s)	Responsibility
You	You are responsible for complying with this Policy. This means taking into account the requirements of this Policy in all of Your business interactions with all third parties. You must complete all mandatory training in relation to anti-bribery and corruption. You are responsible for reporting any concerns relating to bribery and corruption in accordance with the Speak Up Policy (please see details below).
Functional Area Heads and General Managers	In addition to complying with this Policy (including, but not limited to, the approval of gifts and hospitality), the Functional Area Heads and General Managers are responsible for ensuring awareness of, and compliance with, this Policy in their respective areas and teams and for ensuring that those working in or for their teams have sufficient understanding of anti-bribery and corruption law to enable them to carry out their role in compliance with this Policy. This includes ensuring that all team members have completed mandatory training. Functional Area Heads and General Managers are also responsible for making sure that any other stricter and specific standards or controls relevant to their functional area or the countries in which they operate are followed.
SEU General Counsel	The SEU General Counsel is responsible for overseeing and regularly reviewing this Policy. The SEU General Counsel is also available to respond to any questions about this Policy, anti-bribery and corruption and any concerns.

Disciplinary action may be taken against You for failing to comply with this Policy, up to and including the termination of Your employment or contract. If You breach this Policy you may also be breaching the law.

5. Procedure

5.1 What Is Bribery and Corruption?

Corruption is dishonest or fraudulent conduct by an individual which includes bribery. A bribe is anything of value that is offered or given with the intention to influence the behaviour or actions of another person. It is not only an offence to give or offer a bribe but also to ask for or receive a bribe in return for your own improper conduct.

Bribery and corruption can take many different forms – for example, a cash payment or other financial reward, a promise to give something, an inflated invoice, a fake agreement, a donation, lavish hospitality or entertainment, a job offer. It is still a violation of this policy even if the bribe is not ultimately paid or if it is unsuccessful

A bribe is still a bribe, even if it is paid indirectly (i.e., through a third party such as a consultant or a distributor). We cannot ask someone else to do something we cannot do legally ourselves.

Specific care should be taken when dealing with government officials. Government officials include:

- employees of state-owned enterprises or of a government agency or regulatory authority which includes many healthcare professionals who work for government funded healthcare providers;
- employees of an international public organisation such as the United Nations, the World Bank or International Monetary Fund;
- political party officials;
- individuals who hold or perform the duties of an appointment, office or position created by custom or convention, including some members of royal families;
- police officers; and
- children or other relatives of a government official.

If you are in doubt as to whether a person is a government official or an entity is a government owned enterprise, you should consult Shionogi Europe Legal.

However, in terms of application of this policy there is no difference between bribery of government officials and bribery of those working in private companies. Shionogi Europe prohibits all forms of bribery.

5.2 What are the consequences of Giving/Receiving a Bribe or Corrupt Behaviour?

We are subject to laws that prohibit bribery. Bribery (and/or the allegation or perception of bribery) exposes both Shionogi and the individuals involved to significant penalties (including criminal charges). It increases the cost of doing business and can cause significant damage to Shionogi's reputation, exclusion from government contracts and public tenders, significant cost due to investigations and other adverse impacts on day to day business operations.

5.3 Shionogi prohibits all forms of bribery and corruption

Shionogi's position on bribery and corruption is simple.

We do **not** offer, give, demand or accept any financial or other favour to, or from, any person in order to obtain an advantage. It does not matter what the situation is, who is involved, or the value. We also do not ask third parties to do this on our behalf.

We do **not** give or offer anything which may be seen to improperly influence in any way the approval, administration, consumption, prescription, purchase, recommendation, reimbursement, sale, supply or use of any of our products.

If you become aware of any allegation of bribery involving Shionogi You must report it immediately to the SEU General Counsel.

5.4 Facilitation Payments and Kickbacks

Facilitation payments are also known as "*back-handers*" or "*grease payments*" and are typically small, unofficial payments made to secure or expedite a routine or necessary action or waive a process (for example by a government official).

We do not make facilitation payments. However, if a payment has to be made due to a direct or imminent threat to personal safety or wellbeing, and no alternative exists, then such a payment can be considered provided it is recorded appropriately and reported as soon as possible to the SEU General Counsel.

Kickbacks are payments that are made by one party in return for a business advantage.

We do **not** make, or accept, kickbacks of any kind.

5.5 Gifts and Hospitality

Gifts and hospitality include any benefits given or received but not paid for by the recipient. These can include money, vouchers, meals and entertainment, travel and accommodation. It includes benefits given, enjoyed or received by family members of the recipient.

Such benefits can be perceived as improperly influencing business decisions and be seen as a bribe. The perception that we give or accept inappropriate benefits can erode trust with our employees, customers, business partners, and other stakeholders.

Gifts/hospitality may only be given/received if:

- The benefit is permitted by local laws, regulations or applicable code of conduct/practice;
- The giving of the benefit does not breach the recipient's internal policies and procedures;
- The benefit is transparently given or received in good faith without implied conditions or the expectation of anything in return;
- There is a legitimate business purpose for the benefit;
- The benefit is tasteful, appropriate and consistent with generally accepted standards of professional courtesy; and
- The nature, value and frequency must be appropriate to the circumstances in which it is given and to the position or role of the recipient

All gifts/hospitality offered or received by You (irrespective of whether the gift/hospitality is ultimately accepted), must be approved by Your Line Manager or ,if you work in an affiliate,

Your affiliate General Manager and must be in line with any local policies and procedures in relation to giving/receipt of gifts.

It is never acceptable to request, accept, offer or provide gifts (of any kind and irrespective of value), or hospitality designed to induce, support or reward improper conduct in respect of current or future business activities.

Even if the benefits are given at Your own expense, if the intention is to influence business decisions then it is a breach of this policy and may also be a breach of the law.

Gifts and hospitality involving Healthcare Professionals and Healthcare Organisations

Shionogi's relationships with healthcare professionals, healthcare organisations, and other relevant decision makers are subject to specific requirements set out in industry codes of conduct. These codes of conduct include strict requirements in order to ensure that, for the benefit of patients, all interactions, including the giving of gifts and hospitality, are appropriate and do not influence the prescription or purchase of medicines.

If You are considering offering or receiving a gift/hospitality to or from a healthcare professional, healthcare organisation or any other relevant decision maker, You must consult the Healthcare Compliance Policy, Your local policies and procedures and Your local medical director.

5.6 Sponsorship, Donations and Grants

Sponsorships, donations and grants provide a way for Shionogi to strengthen and promote its corporate brand. Sponsorships include a contribution of anything of value towards an event, organization, or institution owned or run by a third party. In the case of a sponsorship, there is an expectation that Shionogi will receive some business value in return by way of branding, marketing or advertising rights.

Donations are a way for Shionogi to contribute to worthy causes which reflect our standing as a responsible corporate citizen. The recipient can be a charity or other organization and the donation can be a financial or an in-kind benefit. Shionogi receives nothing tangible in return and evaluating financial 'returns-on-investment' of such activities is not appropriate.

Grants are a way for Shionogi to help further scientific research in areas which it is interested. Grants can be a financial or an in-kind benefit such as the provision of free product. All grants should be for bona fide research only.

Sponsorships, donations and grants can create problems if they are made to improperly influence business decisions or if they are given with implied conditions. They can be perceived as forms of corruption (for example, 'sponsoring' or 'donating' to what appears an independent third party but is in reality linked to a customer or supplier).

Any commercial sponsorship, donation or grant must:

- Not be offered or given with implied conditions or to improperly influence business decisions or obtain favours or for the purposes of inappropriately influencing in any way the approval, administration, consumption, prescription, purchase, recommendation, sale, supply or use of any of our products;
- Be transparent and documented to clearly identify the recipient, value and purpose;
- Go through an approved review process; and

- Be justified by a legitimate business purpose.

We do not make contributions to political parties.

Sponsorship, donations and grants involving Healthcare Professionals, Healthcare Organisations, Patients and Patient Organisations

Shionogi's relationships with healthcare professionals, healthcare organisations, patients, patient organisations and other relevant decision makers are subject to specific requirements set out in industry codes of conduct. These codes of conduct include strict requirements in order to ensure that, for the benefit of patients, all interactions including sponsorship, donations and grants involving patients, patient organisations, Healthcare Professionals and Healthcare Organisations are appropriate and do not influence the prescription or purchase of medicines.

If You are considering offering sponsorship, a donation or a grant to a healthcare professional, healthcare organisation, patient, patient organisation or any other relevant decision maker, You must consult the Healthcare Compliance Policy, Your local policies and procedures and Your local medical director.

Sponsorship, Grants or Donations must never be given as an inducement or reward for the prescription or recommendation of products.

5.7 Record keeping

All our financial books and records accurately reflect and disclose the business rationale, purpose, substance and legality of our local and cross-border transactions, payments and expenses.

Books and records include contracts, accounts, invoices, correspondence, papers, books and other documents of any kind, in any media. Examples of falsified books and records that violate our policies and anti-bribery laws include the payment of false or fraudulent invoices, the deliberate miscoding of an payments or a falsified expense report to disguise an improper payment, the deliberate mis recognition or mis recording of revenue with the intent to mislead, as well as contracts which do not reflect the goods/services provided or received, or are under the name of a different contracting party to the entity/individual that is being paid.

You are required to help ensure Shionogi Europe meets its obligations to keep accurate financial records of all transactions. This includes ensuring that for every payment made and received, there is an appropriate invoice and receipt describing the reason for making the payment. You must ensure that there is a signed contract/terms and conditions in place for each invoice that is sent to Shionogi for payment. You must ensure that the contract and the invoice are raised in line with the relevant contract.

You must truthfully report all transactions and ensure that payments are not paid on the basis of false entries or documentation.

The following are prohibited:

- Authorising or funding any transaction that is undisclosed or unrecorded in Shionogi's books, records and accounts;
- Approving, inducing or making any payment with the purpose or understanding that any of it will be used for anything other than what is described in the supporting documents;

- Omitting, falsifying or disguising entries in any of Shionogi's books and records or inducing or facilitating any third party to do so on their own;
- Paying expenses that are improper, unauthorised, and/or not supported by adequate documentation;
- Dealing with, possessing, concealing or assisting any other person to deal with or conceal funds, assets or property where there is knowledge or suspicion that they relate to an underlying crime or terrorist funding.

Accounts must not be kept "off book", for example by knowingly falsifying Shionogi Europe's books and records to cover up, facilitate or conceal improper payments.

Shionogi Europe does not induce third parties to make incorrect or misleading entries in their records, or ours.

We regard transactions with unusual terms or features, such as use of cash or use of shell companies or entities based in tax havens, as red flags. Payments should be made and received in the country where the third party is resident and in the currency agreed in the contract. We do not make or receive payments to or from unrelated third parties or countries.

If You have any concerns about any transaction or other records, You should raise this with Your Line Manager or in accordance with the Speak Up Policy. If You are unsure about how a transaction should be recorded, You should discuss this with a member of the SEU Finance Team.

5.8 What Should You Do If You have any Questions, require further information or are Concerned?

If You have any concerns about bribery or corruption, or You have any questions in relation to this Policy, You should speak to the SEU General Counsel or a member of the SEU Legal Team who will be able to provide guidance and assistance.

If You have received a request for a bribe, in any form, You must report it to your Line Manager **and** the SEU General Counsel.

Shionogi Europe's Speak Up reporting system, which is managed by a third party independent of Shionogi Europe, is an additional channel for reporting concerns. You can use the system to report concerns confidentially and, subject to local laws, anonymously. To access the online reporting system, and the contact numbers for reporting using the telephone, please go to: www.shionogieuropethicspoint.com. For further information about the Speak Up reporting system, please see the SEU Speak Up Policy

6. References

6.1 External References

6.2 Internal References

- SEU-MA-POL-001 Healthcare Compliance Policy

7. Definitions and Abbreviations

7.1 Definitions

7.2 Abbreviations

8. Appendices

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