

Zenith Health Science – FZCO

Anti-Bribery and Anti-Corruption (ABAC) Policy

Document Name	Policy
Abstract	The Anti-Bribery and Anti-Corruption emphasizes Zenith’s zero tolerance approach to bribery and corruption. It guides us to act professionally, fairly and with utmost integrity.
Security Classification	Internal
Location	Dubai, United Arab Emirates

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1. Purpose

1.1. This policy emphasizes company's zero tolerance approach to bribery and corruption. It establishes the principles with respect to applicable Anti-Bribery and Anti-Corruption laws.

1.2. The policy provides information and guidance on how to recognise and deal with bribery and corruption issues.

1.3. It guides us to act professionally, fairly and with utmost integrity in all our business dealings and relationships, wherever we operate.

2. Governance

2.1 Any changes to this Policy shall be tracked and documented for future reference and all changes shall be performed only after prior approval of the board.

2.2 Associates are responsible for the successful implementation of the principles set forth in this policy and should ensure they use it to disclose any suspected concern or wrongdoing.

2.3 Any violation of this policy may have significant consequences, including potential prosecution, fines and other penalties for improper conduct including termination of the concerned.

3. Scope and applicability

The principles set forth in this policy are applicable to all Associates and Business Partners of Zenith Health Science. It is therefore, the responsibility of all Associates and Business Partners to follow and adhere to all elements described in the Policy.

4. Policy Framework

4.1. Bribe, Facilitation Payments or Kickbacks

4.1.1. Zenith Health Science prohibits all forms of bribery and corruption whether involving, but not limited to, Government Official or a private sector person or company and whether directly or indirectly.

4.1.2. Zenith Health Science conducts its business lawfully and ethically and expects everyone associated with it to conduct its business with integrity regardless of the existence of any local customs or traditions that may question integrity.

4.1.3. No Associate shall ever:

- Directly or indirectly offer or pay, or authorize an offer or payment, of money or anything of value to a government official, Healthcare Professionals, or any other person or entity (including in the private sector), which is:
 - Intended to influence the judgment of the recipient in exercising his or her job responsibilities, or
 - Intended to secure preferential treatment or an improper advantage for company or
 - Intended as gratification for the recipient having made a decision or acted in a way that benefited Zenith Health Science.
- Directly or indirectly request or accept any money or item of value, which is:
 - Intended to influence the judgment or conduct of an Associate in his or her job responsibilities, or

- Intended as gratification for a decision or act in a way that benefits the person or entity giving the item of value.

4.1.4. Zenith Health Science (or any of its Associates) does not make or accept, Facilitation Payments or Kickbacks of any kind. All Associates must avoid any activity that may lead to, or suggest that a Facilitation Payment or Kickback will be made or accepted by Zenith Health Science.

4.1.5. If any Associate is asked to make a payment on behalf of Zenith Health Science, he/she should always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided. Associate should always ask for a receipt that details the reason for the payment. If case of any suspicion, concern or query regarding a payment, raise these with director

4.1.6. Following are few indicative examples of bribe which any Associate should refrain from exercising:

- Offering a bribe: You offer tickets to a potential client of a major sporting event, but only if they agree to do a business with us. This would be an offence as you are making the offer to gain a commercial and contractual advantage. Zenith Health Science may also be found to have committed an offence because the offer has been made to obtain business for us. It may also be an offence for the potential client to accept our offer.
- Receiving a bribe: An agent gives your nephew a job, but makes it clear that in return they expect you to use your influence in Zenith Health Science to ensure we continue to do business through them. It is an offence for an agent to make such an offer. It would also be an offence for any Employee to accept the offer to gain a personal advantage.

4.1.7. Any “red flags” or potential “red flags” (illustratively as defined in Annexure 1) observed by any Associate should be notified to the director as soon as possible. This should cover both actual or suspected conflict with the compliance principles, set forth in this policy.

4.2. Government Officials (GO) and Potentially Influencing Government Officials (PIGO)

4.2.1. It is our responsibility to conduct operations and activities in compliance with applicable Antibribery and Anti-Corruption Laws, which prohibits improper/ unethical payments to Government Officials. Any payment or benefit conveyed to a GO must be fully transparent, properly documented, and accounted for.

4.2.2. Zenith Health Science imposes special requirements, including determination as to whether a Government Official is a PIGO, and if so, additional evaluation and approvals are required. Additional data may also be needed when a transaction is proposed with a PIGO that has the ability to influence decisions to purchase any drug on a national/regional level or the inclusion of any drug within Government sponsored programs.

4.2.3. Examples of decisions made by PIGOs include, but are not limited to:

- approval of product registration or licenses or marketing authorizations,
- approval of pricing or reimbursement of a product,
- awarding public tenders for government sales or contracts
- including products within drug or product formularies or rotation schedules,
- recommendations for any drug to be included in government sponsored programs, and
- granting licenses or permits required to operate or conduct business (i.e., by regulatory agencies).

4.2.4 Any “red flags” or potential “red flags” (illustratively as defined in Annexure 1) observed by any Associate should be notified to the director as soon as possible. This should cover both actual or suspected conflict with the compliance principles, set forth in this policy

4.3. Gifts, Hospitality and Entertainment

4.3.1. Zenith Health Science acknowledges that exchange of nominal gifts and sharing of entertainment is customary in many parts of the world during national, cultural and religious occasions.

4.3.2. The giving or receipt of gifts by Associates is not prohibited, if following requirements are met:

(a) No quid pro quo – There must always be a legitimate business purpose to support gifts related expenses. Customary gifts, meals, entertainment, travel or lodging may never be given or received in return for a favour/ favourable treatment or to refrain from doing something disadvantaging Zenith Health Science.

(b) It complies with all applicable Anti-bribery and Anti-corruption laws;

(c) It is given under the brand name of Zenith Health Science, and not in the name of any Associate;

(d) It does not include cash or a cash equivalent (such as gift certificates or vouchers);

(e) Considering, the reason and nature of the gift, it is of an appropriate type and value and given at an appropriate time;

(f) It is given openly, not secretly; and

(g) Gifts should not be offered to, or accepted from, GO or representatives, or politicians or political parties without seeking an opinion of the director.

4.3.3. The test to be applied is whether in all the circumstances the gifts, hospitality and entertainment is modest, desirable, reasonable, and not viewed as lavish regardless of actual monetary value and justifiable.

4.3.4. Associates cannot accept any gifts in cash or kind, except owing to the customary or religious practices followed by any third party. Associates need to exercise professional judgment in identifying inappropriate, frequent or material gifts and entertainment and shall avoid the same to maintain integrity and independence.

4.3.5. This policy does not intend to prohibit normal and appropriate hospitality (offered and received) to or from third parties, only if Associates or personnel of the third party organisation offering the hospitality are in attendance. Hospitality limited to meals, drinks and other such sustenance may be offered without prior approval if it is reasonable and justifiable in all the circumstances, taking into account reason and nature, appropriate type, value, given at an appropriate time and not made with the intention of influencing a third party to obtain or retain business or a business advantage, or to reward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favours or benefits.

4.3.6. Hospitality involving attendance at sporting events or private boxes at sporting events should not be offered or accepted.

4.3.7. We recognise that in relation to gifts and hospitality referred to above, what is considered acceptable will vary from country to country and from region to region and what may be normal and

acceptable in one country/region may not be in another. In countries where there are specific limits of monetary value prescribed under local law or policies defined, Associates should obtain prior approval from the director.

4.3.8. In case any Associate receives or offers a hospitality or gift, it should be declared via a written record for review by the director.

4.4. Extortion

4.4.1. When a payment is extorted by an imminent threat to the safety of an Associate or his/her family members, the demanded payment may be made. However, once the immediacy of the situation has been resolved, the payment must be reported to the director, including information on the circumstances and amount of the payment. Any such payment always must be accurately and completely recorded.

4.4.2. Personnel will not be in breach of this policy in respect of any payment made for reasons of personal safety and security. Where possible any such payment should only be made after consultation. Where not possible, such payment should be reported subsequently.

4.6. Donations

Zenith Health Science may make charitable donations that are legal and ethical under local laws and practices. Associates may, in their personal capacity, make donations that are legal and ethical under local laws and practices. It is recommended that all such donations or contributions are documented with a receipt.

4.7. Business Partners

4.7.1. We understand that various applicable anti-corruption and anti-bribery laws make Zenith Health Science responsible for the acts of our Business Partners. Therefore, no Business Partner, acting on behalf of Zenith Health Science may engage in any act that could be construed as bribery or corruption

4.7.2. While engaging with Business Partners, Associates should ensure that they comply with Zenith Health Science's Anti-Bribery and Anti-Corruption Policy.

4.7.3. If any Associate becomes aware that Business Partner is engaged in bribery or corruption, that Associate should immediately report his/her concern.

5. Books, Records and Internal Controls

5.1. Zenith Health Science is required to keep accurate books and records and to maintain internal controls to prevent and detect potential violations of our policies or of applicable laws. Internal controls are processes that monitor compliance with the company's policies.

5.2. All Associates must ensure that all payments and transactions of the Zenith Health Science regardless of value, are recorded accurately with appropriate documentation. For example, in connection with every transaction, you must ensure that all required supporting documents are maintained and recorded properly.

5.3. If any Associate realizes that he/she mistakenly failed to provide complete information about a transaction or expense, he/she must escalate it to his/her Supervisor immediately. Trying to hide this mistake or falsifying of records should be avoided by Associates. It is best to be open and honest about the issue and work transparently with a manager in trying to correct it properly in books and records.

If an Associate becomes aware that company's books and records do not accurately reflect a transaction or expense, Associate must report this issue immediately.

5.4. Records and documents generated in connection with the principles set forth in this policy, including, but not limited to, any diligence files and contracting documents, must be maintained and stored for the required period.

6. Raising a concern and Protection

6.1. All Associates are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage. If they are unsure whether a particular act constitutes bribery or corruption, or if they have any other queries, these should be raised with the director. An Associate who refuses to accept or offer a bribe, or those who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. Zenith Health Science aims to encourage openness and will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken.

6.2. Zenith Health Science will ensure that no one will suffer any detrimental treatment as a result of refusing to take part in bribery or corruption, or because of reporting in good faith their suspicion that an actual or potential bribery or other corruption offence has taken place, or may take place in the future. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern.

7. Exception(s)

All exceptions to this policy must be approved by the director.

8. Glossary

Term	Definition
Associates	Associates stands as a collective term for all individuals working at all the levels and grades, including senior managers, officers, directors, employees (whether permanent, fixed-term or temporary), consultants, contractors, trainees, volunteers, service providers, seconded staff, casual workers and agency staff, agents, or any other person associated with the Cipla Entities or their Associates, wherever located.
Business Partner	Business Partner is a collective term used for Consultants, vendors, contractors, agents, intermediaries, API manufacturers etc. and Associates of such third parties with whom Cipla Entities enters into contract(s).
Bribery	"Bribery" means the offering, promising, giving, receiving, soliciting or accepting of a financial or other advantage, or any other thing of value, with the intention of influencing or rewarding the behaviour of a person in a position of trust to perform a public, commercial or legal function to obtain or retain a commercial advantage. Bribery includes any attempt to do any of the foregoing as well. Bribes are payments made in the form of money or anything else of value in return for a business favour or advantage.
Government Officials	Government Official means any of the following: (i) Official (elected, appointed, or career) or Associate of a federal, national, state, provincial, local, or municipal government (or federal) or any department, agency, or subdivision thereof;

	<ul style="list-style-type: none"> (ii) Officer or Associate of a federal-owned or controlled enterprise or an organisation (e.g., a Health Care Professional practicing at a federal-owned or - controlled hospital or clinic); (iii) Officer or Associate of a public international organisation (e.g., UN, World Bank, EU, WTO, NATO); (iv) Individual acting for or representing federal or any of the Organisations referred to above, even if he/she may not be an Associate of such federal or organisation; (v) In many countries, physicians who serve as consultants or scientists, participating in clinical trials, may be Associates of public institutions and thus considered Government Officials; (vi) HCPs who are employed by, teach at, or have privileges at a Government hospital or Public University are Government Officials even if they only work there part-time. (vii) Individual who is considered to be a Government Official under applicable local law. In many countries, particularly those in which the Government owns or controls many healthcare providers and pharmacies, virtually all HCPs may be considered Government Officials under the applicable Anti-bribery and Anti Corruption Laws.; (viii) Candidate for political office; (ix) Official of a political party; and (x) Family member of any of the Government Officials described in this definition.
Healthcare Professionals	Health Care Professional means members of the medical, dental, pharmacy, and nursing professions and any other persons who, in the course of their professional activity, are qualified or permitted to prescribe, supply, administer, purchase, recommend, reimburse, pay for or acquire a medicine, or influence or authorize any of the foregoing. The term also includes health service managers and administrative or clinical support staff who provide support to HCPs, as well as any Associates of any entity that is owned by or comprised of HCPs. Examples of Health Care Professionals are physicians, nurses, medical assistants, pharmacists, paramedics, product formulary committee members, clinical investigators, and public and private hospital Associates.
Facilitation Payments	Facilitation payments are unofficial payments made to secure or expedite a routine government action by a government official.
Kickbacks	Kickbacks are typically payments made in return for a business favour or advantage.
Potentially Influencing Government Official (“PIGO”)	<p>A Potentially Influencing Government Official (“PIGO”) is an individual who is either:</p> <ul style="list-style-type: none"> (i) connected to a Key Decision Making Entity (“KDME”) as a member of its management or governance body, as an Associate, or as a consultant, or (ii) in a position where he or she could make a decision that will significantly impact Cipla’s business, other than, if applicable, merely as a practicing HCP.
Cross Border Transactions	<p>Cross-border transactions are any interactions or transactions involving a Government Official or HCP where:</p> <ul style="list-style-type: none"> (i) An Associate is in a country other than the home country of the Government Official or HCP, or (ii) The interaction or transaction is reasonably expected to occur in a country other than the home country of the Government Official or HCP.

9. Abbreviations

Acronym	Full form
FCPA	Foreign Corrupt Practices Act
GOs	Government Officials
HCPs	Health Care Professionals
KDMEs	Key Decision Making Entities
PIGO	Potentially Influencing Government Official

Annexure-01: Potential risk scenarios: “red flags”

The following is a list of possible red flags that may arise during the course of employment or association of Associates or Business Partners with the Zenith Health Science and which may raise concerns under various antibribery and anti-corruption laws. The list is not intended to be exhaustive and is for illustrative purposes only.

If any Associate or Business Partner encounter any of these red flags, they must report them promptly using the procedure set out in our “Whistle Blower Policy”:

You become aware that a third party engages in, or has been accused of engaging in, improper business practices;

- I. 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 or officials involved in the pharmaceutical licence application process;
- II. A third party insists on receiving a commission or fee payment before committing to sign up to a contract with us, or carrying out a government function or process for us;
- III. 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;
- IV. A third-party request that payment is made to a country or geographic location different from where the third party resides or conducts business;
- V. A third-party request an unexpected additional fee or commission to “facilitate” a service;
- VI. A third party demands lavish entertainment or gifts before commencing or continuing contractual negotiation or provision of services
- VII. A third-party request that a payment is made to “overlook” potential legal violations;
- VIII. A third-party request that you provide employment or some other advantage to a friend or relative;
- IX. You receive an invoice from a third party that appears to be non-standard or customised;
- X. A third party insists on the use of side letters or refuses to put terms agreed in writing;
- XI. You notice that we have been invoiced for a commission or fee payment that appears large given the service stated to have been provided;
- XII. A third-party request or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to us; n) You are offered an unusually generous gift or offered lavish hospitality by a third party;
- XIII. A doctor employed by a government owned hospital or university requests a payment to provide a glowing report of the medicine you are applying to have licensed;

XIV. A foreign government official suggests a contribution should be made to his favourite charitable organisation and in return he would be able to influence the decision-making process for licence approvals;

A handwritten signature in blue ink, appearing to read 'UP', with a stylized flourish underneath.

Signing Authority
Umang Patel
Director, Zenith Health Science