

SINCLAIR

ANTI-BRIBERY &  
CORRUPTION POLICY

GLOBAL



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DEFINITIONS

# 1 INTRODUCTION

In this policy references to '**Sinclair**' or 'us/we/our' mean **Sinclair Pharma Limited** and all companies and branches within the Sinclair group. We believe that honest, ethical, and transparent business conduct is crucial to our continued growth, long-term success, and good reputation in all our operations throughout the world. Integrity is at the core of ethical behaviour, and Sinclair expects that you act with integrity in all your business dealings every day.

Most countries have laws prohibiting bribery and corruption. As a global business, Sinclair requires your compliance with all applicable laws and regulations on bribery and corruption including the UK Bribery Act 2010 and the local laws in every country in which we do business.

Sinclair adopts a zero-tolerance approach to corruption and bribery. Bribery and corrupt acts expose Sinclair, its board of directors, individual employees and any third parties associated with Sinclair (such as distributors, suppliers and even customers) to significant legal and reputational risks, including unlimited fines and possible imprisonment.

Unfortunately, bribery and corruption still takes place throughout the world, and in some regions and business sectors, it is likely more commonplace than others. Certain factors may make the risk of corruption higher, such as the locations in which we do business, the use of third parties or intermediaries (such as distributors or agents), interactions with government officials, such as customs or regulatory authorities and a business which frequently organises events and provides hospitality. We must assess the risks posed by our business operations and take measures to minimise these risks. The provision of this policy is one such way to achieve this.

At Sinclair, we want our business to prosper but we want prosperity that we can all be proud of. We will not tolerate any illegal or unethical behaviour under any circumstance by you or anyone acting on our behalf: this includes where carried out to retain existing business, to gain new business, or to secure any kind of business advantage. Our reputation, and the trust our customers place in us, is one of our most important assets. Accordingly, **this policy must be followed at all times, without exception.**

## 2 PURPOSE & SCOPE

The policy applies globally to Sinclair's directors, senior management, employees (permanent and temporary) and contractors, irrespective of job role or function, together with any third parties authorised to act for or on Sinclair's behalf. Sinclair prohibits all such parties from engaging in any form of corruption or bribery.

The policy outlines Sinclair's risks related to bribery and corruption, makes clear your responsibilities and obligations and sets out some practical measures to help you in your day-to-day business, as well as what to do if you become aware of any wrongdoing.

You should also familiarise yourself with the Code of Ethics which sets out further guidelines about our ethical expectations, together with the Gifts and Hospitalities policy which sets out a framework for the giving and receiving of business gifts and hospitality and any reporting requirements. Compliance will publish FAQs in connection with this policy (and will update these at least annually). Other policies, such as the Travel and Expenses policy may also be relevant.

Understanding what is expected of you and the third parties we deal with helps to minimise our risk. Bribery and corruption can happen in any business, and we cannot mitigate the risk entirely, but we need to take all steps reasonably possible to prevent it and make it clear in all our dealings that bribery and corruption will never be acceptable. We understand that anti-corruption laws can be complex, and sometimes it may not be clear to you whether an action or behaviour is acceptable: if in any doubt we encourage you to contact the Compliance team at [compliance@sinclair.com](mailto:compliance@sinclair.com).





# HOW DOES THIS AFFECT YOU – SOME PRACTICAL EXAMPLES

Anti-corruption laws are some of the most actively enforced laws globally with some of the most serious consequences. It is important to understand that an authority may prosecute under the laws of one country for illegal behaviour or conduct that has occurred in a different country. It also does not matter whether the corrupt act is committed by Sinclair, an employee or someone working for or on our behalf: Sinclair can be held liable for corrupt acts conducted by others in connection with our business.

**If you have any doubt or concerns at all, seek help or guidance from the Compliance team**



## **You (or anyone working for or on our behalf) MUST NOT:**

- ⊗ Give or offer a bribe.
- ⊗ Accept, agree to accept, or request a bribe.
- ⊗ give or offer a facilitation payment to someone in any country to facilitate or speed up a routine or necessary procedure, such as to a regulatory or customs authority.
- ⊗ ask a third party to do something on our behalf that would be illegal or unethical for you to do directly.
- ⊗ disguise or dishonestly describe in our financial records payments made or received.
- ⊗ accept any reason or justification from anyone suggesting that corrupt behaviour is expected, acceptable, risk-free, standard in that country/sector or is the price of conducting business globally.

# HOW DOES THIS AFFECT YOU – SOME PRACTICAL EXAMPLES

## **You (or anyone working for or on our behalf) MUST:**

- ✓ refuse any bribe made to you or any suggestion or demand that you should pay or offer a bribe (including any facilitation payment). Explain that this is both illegal and against Sinclair policy, and report to the Compliance team immediately.
- ✓ think carefully before offering or receiving any gift or hospitality. Ensure it complies with the Gifts and Hospitalities and Expense and Travel policies. You may need to consider local laws or customs. Be mindful of how it may be perceived and ensure that it is provided for a legitimate business purpose only.
- ✓ be sensitive to the customs of different countries when conducting your day-to-day business and understand that some countries have different social or cultural customs to our own. This does not alter the applicability of the policy and is not a defence to an act of bribery or corruption but may be reason to contact the Compliance team for guidance.
- ✓ be mindful if dealing with a government/public official (such as a KOL working for an hospital or university): there are additional guidelines that will apply, especially in relation to the provision of gifts and hospitalities.
- ✓ consider whether working with a third party will raise any potential adverse PR or other issues and follow any internal procedures when appointing or engaging a third party.
- ✓ know your business and markets: pay attention to any rumours or reports such as reputational issues or corruption concerns.

# 4

## COMPLIANCE WITH THIS POLICY

Sinclair takes compliance with this policy very seriously. Failure to comply puts us all at risk, and as a result we will strongly enforce this policy.

Individuals may commit a **criminal offence** if they fail to comply with this policy and the personal consequences in law can be severe. Additionally, failure to comply with any requirement of this policy may lead to disciplinary action, including termination of employment. In circumstances where Sinclair is required to report the act to the relevant authorities, they may also decide to commence criminal proceedings against you. Any third party who breaches this policy may have their contract terminated with immediate effect.

Sinclair may ask you to certify on a regular basis (or upon induction or policy update) that you have received, read, and understood this policy, and to acknowledge that you will comply with it and any associated policies or procedures.

You must also undertake any training that you are requested to do.

# 5

## RECORD KEEPING

It is essential that we retain full and accurate records of all financial transactions made during our business operations. This includes employee expenses, and payments made or received in relation to gifts and hospitalities. Misleading, incomplete, or inaccurate financial records are a cause for concern and may be violations of anti-corruption laws.

# 6

## WHAT TO DO IF YOU SUSPECT A BREACH OF THIS POLICY

We all have a responsibility to speak up if we know or suspect that wrongdoing or misconduct has occurred or is occurring. Sinclair may also have a duty to report corruption and bribery to the relevant authorities.

If you are concerned about any potential misconduct relating to this policy, please contact the Compliance team – [compliance@sinclair.com](mailto:compliance@sinclair.com)

Or you can make a report via the Speeki service (anonymously where preferred) - <https://report.speeki.com> (for further details please see the [Speak Up Policy](#)).

**Sinclair prohibits retaliation against anyone who raises in good faith, or helps to address, a wrongdoing or misconduct concern, even if that allegation is subsequently found to be incorrect or unsubstantiated.**

# 7

## RESPONSIBILITY FOR THIS POLICY



Sinclair's CEO and its board of directors have overall responsibility for this policy. The Chief Legal Officer and Head of Compliance are responsible for monitoring adherence and ensuring the enforcement of this policy.



# ATTACHMENT 1

## DEFINITIONS

### What is corruption?

'Corruption' can take many different forms, but it always involves the **abuse of someone's position for personal gain**. Corruption involves unlawful **conduct by those in power or with decision-making capacity**, often taking the form of bribery and can include different types of crime, including embezzlement, theft, and fraud. It is closely linked with other criminal activities such as money laundering and tax evasion.

### What is 'bribery'?

The act of **offering, promising, giving or authorising** the provision of **something of value** with the **intent** of influencing the actions of another.

**OR**

The act of **requesting, agreeing to receive, soliciting, or accepting something of value** that persuades or encourages you or someone else to perform a function or activity.

In each case, this can be done directly or indirectly (through or via another person or entity).

### What is 'Something of Value'?

This can mean cash or a cash equivalent (such as gift cards) but it can also mean many other things. It is important to remember that it is something the recipient will find valuable, not necessarily the giver. This means it can include, but is not limited to, gifts, hospitalities (such as event tickets or meals), travel, charitable donations, medical expenses or job or internship offers

# ATTACHMENT 1

## DEFINITIONS

### **What are facilitation payments?**

'Facilitation payments', sometimes known as 'grease' payments are payments made to a government or public official (defined below) to encourage, secure, or speed up the performance of a routine or administrative duty or action. Facilitation payments are a type of bribe and are illegal.

### **What is a government or public official?**

A 'government or public official' can be broadly defined but is generally recognised as someone who serves in a public function or is paid with government funds. This can include individuals who are employed by local, state or national government, state owned or controlled companies or enterprises and employees of publicly owned or operated customs and regulatory authorities, hospitals, universities and research facilities, including employees of any rank or seniority. It may be difficult to determine if an individual is a public official and may not be immediately obvious, so if in doubt, contact the Compliance team.

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