



**OriginPharma**


# **ANTI-BRIBERY POLICY**

Approved: Administration

version 2

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ORIGINPHARMA SA is a portuguese company of reference in the Pharmaceutical Industry sector dedicated to the national distribution and export of medicines, cosmetics and body care products and food supplements for human use, medical devices, biocidal products and veterinary medicines to different international markets, namely European, African and Asian, also has its own brand products, increasing its projection at national and international level. The development of its business areas directly contributes to the national economy, adding and promoting its value, employment and consolidation.

It is for our employees, partners and customers that we develop our daily activities, permanently seeking continuous improvement in complying with the requirements established, within the scope of the Integrated Quality Management and Anti-Bribery Management System, in order to achieve pre-determined objectives, in order to achieve pre-determined goals.

## **1. Object**

This Policy aims to implement the principles of action and the duties set out in the Originpharma Code of Conduct in terms of honesty and integrity, and establishes rules of action with the aim of preventing illegal conduct that constitutes the practice of acts of corruption and to guard against potential conflict of interest situations.

## **2. Scope**

This Policy is applicable to all Originpharma employees and business partners.

Corruption is prohibited in any business interactions, regardless of whether we are dealing with people in the public or private sector. Specific guidelines for dealing with public employees are presented below.

The Anti-Bribery Policy must be applied in a manner compatible with national laws and regulations and applicable legislation in the markets where we operate. If national and international laws and regulations prove to be more stringent than the rules established in this Policy, the former must be complied with.

### 3. Definitions

For the purposes of interpreting and applying this Policy, the following definitions are considered:

- Tort: any act or omission, willful or negligent, voluntary or involuntary, that violates any mandatory legal provision.
- Employee: any person hired by Originpharma, whether under an individual employment contract, provision of services or in any other capacity, even if provisionally or temporarily, for remuneration or free of charge, including management positions or on a mandate basis, on a permanent or temporary basis, or as an intern or minor apprentice.
- Corruption: abuse of power entrusted to someone to obtain undue advantages for himself or for a third party, whether in the public or private sector and including in international trade, regardless of its designation (eg bribery), which may consist of obtaining patrimonial or non-patrimonial advantages. In particular, acts of corruption are considered:
  - The promise, offer or delivery, directly or indirectly, of undue advantages of a patrimonial or non-patrimonial nature to an employee, for the latter or for a third party, so that the employee performs or refrains from performing an act in the exercise of his/her duties;
  - The request or acceptance, directly or indirectly, of undue advantages of a patrimonial or non-patrimonial nature, by an employee, for him or for a third party, so that the employee practices or abstains from performing an act in the exercise of his/her duties;
  - The improper offer or delivery of an equity or non-equity advantage.
- Professional courtesies: liberalities, gratuities, gifts, gifts, benefits, offers, payment of expenses, entertainment, acts of hospitality or participation in events.
- Family member or family relationships: the spouse or de facto partner, ascendants, descendants and other relatives and the like up to the 4th degree in the direct or collateral line (includes, namely, brothers, brothers-in-law, in-laws, nephews and cousins).
- Facilitation payment: any payment intended to encourage or expedite the performance of an act, to obtain an omission or refusal, or to obtain favorable treatment, even if in an attempted form, contrary or not to the duties of the respective positions or functions. In a normal or routine situation, there would never be any payment of any value for the execution of the task or for obtaining the result in question.

- Business partner: any person, natural or legal, who, not being a collaborator, participates in activities promoted by Originpharma or who has a commercial or similar relationship with it, as a service provider, consultant or supplier of goods or services, directly or indirectly.

## 4. Anti-Bribery Measures

At Originpharma there is zero tolerance for any situation of corruption, influence peddling, undue receipt of advantage or payment of any benefits contrary to the Code of Conduct, this Policy and the applicable legal and regulatory rules. Facilitation payments are expressly prohibited.

### 4.1. Offers and Hospitality

The exchange of moderate gifts and the giving or acceptance of hospitality (meals, invitations) may form part of a friendly business relationship with persons who are not public contributors.

#### **Allowed actions:**

- They must be socially appropriate, taking into account the position of the beneficiary, the occasion and the relationship maintained with the beneficiary;
- They must be reasonable and adequate in accordance with local regulations;
- They must be exchanged transparently and allocated at the appropriate time;
- They must be awarded on behalf of Originpharma and not on behalf of a person.

#### **Actions not allowed:**

- They must not be of an inappropriate nature (such as drugs or invitations to red-light districts or other inappropriate places such as men's clubs).
- They must not be used as incentives to favor Originpharma in business;
- Offers must not be exchanged and hospitality must not be provided between the same persons at unjustified intervals;
- Offers and invitations must not be sent or received to private addresses;
- Offers must not be monetary in nature or convertible into cash (such as a voucher or gift card);
- Spouses, friends or family members should not be invited.

## 4.2. Travel and accommodation costs

From time to time, you may be required to pay travel and accommodation expenses relating to third parties – that is, to attend multi-day business meetings. Likewise, payment of travel and accommodation costs may be offered to us by third parties. Originpharma may reimburse travel and accommodation expenses, as well as accept payment from third parties, if and to the extent that this proves appropriate.

### **Allowed actions:**

- Payment for and acceptance of non-local travel and accommodation requires prior written approval from the Administration. In the case of non-local travel and accommodation, it must be ensured that:
  - the invitation is directly related to the performance of a valid contract or other commercial activities;
  - the travel distance and duration of stay are justifiable on good faith business reasons;
  - the business objective could not be more economically accomplished without the trip or through another trip to a closer location;
  - appropriate costs include the costs of traveling by train, bus, private car, taxi and plane;
  - suitable costs include accommodation costs (suitable hotels).
- Prior approval is not required whenever - on the basis of a valid contract - Originpharma is required to bear adequate travel and accommodation expenses for meetings relating to the fulfillment of said contract.
- If travel plans do not comply with the provisions of this Policy, exceptions may be granted by the Administration

### **Actions not allowed:**

- Payment and acceptance of appropriate local travel costs require supplemental approval. Local travel is understood to be all travel within a distance of 300 km between the place of work/dwelling and the final destination. Appropriate costs include costs for traveling by train, bus, private car or taxi.

### 4.3. Sponsorships

Sponsorship activities take place in the areas of sport, arts and culture, education and science. Such activities may aim to: raise awareness of a particular topic, develop brands with a particular target population or encourage purchase.

#### **Allowed actions:**

- They imply a written request from the sponsored party;
- They must have a local connection to the Originpharma workplace;
- The sponsored event must be capable of reaching Originpharma's target groups,
- They must be based on a written contract detailing, in particular, the purpose of the sponsorship, the benefits offered by the sponsor, the promotional opportunities granted to the sponsor and the identity of the beneficiary.

#### **Actions not allowed:**

- They must not be related to events of a commercial, political or religious nature;
- They must not be related to professional or semi-professional sporting events;
- They should not be a substitute for public funding;
- They must not constitute incentives with a view to favoring Originpharma in business.

### 4.4. Donations

Donations are not intended to make a profit. Typically, the purpose of donations is to improve the quality and availability of health services, train individuals and families in healthy health practices, provide basic standards of living for people with lower incomes, serve people with greater risks of developing health problems or advancing knowledge in medicine, health and related sciences.

#### **Allowed actions:**

- They imply a written request from the potential beneficiary;
- They should only be granted if there is an objective need;
- Beneficiaries correspond exclusively to non-governmental charitable organizations;



- They must be well documented with: name and position of the promoter, the recipient's details, the amount of the donation and the specific purpose.

**Actions not allowed:**

- They shall not be awarded to support any political parties or candidates, religious groups or companies of a commercial nature;
- They must not consist of incentives with a view to favoring Originpharma in business;
- Money transfers to private or cash accounts are strictly prohibited.

## **4.5. Interactions with public authorities**

Dealing with public employees exposes Originpharma to a particularly high risk with regard to corruption, as anti-corruption laws in most countries are much stricter when involving the public sector. Thus, it will be necessary to carefully evaluate and take special care when dealing with public collaborators. Public collaborators are: ministers, civil servants, police officers, tax inspectors, judges, regulatory and customs authorities.

**Allowed actions:**

- Always send in writing the scheduled agenda for an event in advance, so that the public employee can request authorization from the respective manager/institution and analyze our invitation in order to verify that it complies with the laws and with the applicable internal guidelines of the respective institution;
- Ensure full transparency through documentation that contains, at a minimum, a brief and accurate description of the meeting (need, purpose and other relevant details).

**Actions not allowed:**

- Public employees must not, under any circumstances, receive any offers or advantages in cash;
- In general, travel and hotel costs incurred by public authorities are not reimbursed;
- Any facilitation payments are strictly prohibited. Any requests for facilitation payments must be reported immediately to the Administration via email ([compliance@originpharma.pt](mailto:compliance@originpharma.pt)).

#### **4.6. Relationships with suppliers, service providers, agents, consultants, intermediaries and others (“Third Parties”)**

Originpharma, in its relationships with suppliers, service providers, agents, consultants, intermediaries and other people with whom it starts business relationships, must ensure that they share the same ethical principles followed and provided for in the Code of Conduct and that they comply with applicable national and international provisions on the prevention of corruption. The hiring of Third Parties will observe the following criteria:

- There must be a legitimate need for the services or goods to be purchased;
- The price charged for the services and/or goods must correspond to the market value, unless there is a legitimate reason for not doing so;
- The Third Party must be considered adequate in terms of the degree of exposure to the risk of corruption;
- The best efforts must be made to ensure that an anti-corruption clause or agreement is included in the contracts to be signed and a copy of this Policy is attached.

In determining the degree of exposure to the risk of corruption of the Third Party, the following risk indicators must be taken into account:

- The transaction/deal involves a country known for corrupt payments;
- The Third Party has a close family, personal or professional relationship with officials (national, foreign or international organizations), holders of political positions (national or foreign) and holders of high public office;
- The Third Party opposes the insertion of anti-corruption clauses in the contracts to be signed;
- The Third Party requests unusual contractual conditions or payment agreements that raise doubts under applicable local legislation, such as phased payments in cash, payments in foreign currency or payments in high risk countries;
- The Third Party is suggested by a public official with competence to make a decision (or who can influence the decision-making) on which the feasibility or execution of the transaction/business depends;
- The Third Party's commission/remuneration, if any, exceeds the fair and reasonable compensation for the service to be performed.

All payments made to Third Parties must:

- Be carried out in accordance with Originpharma's policies and procedures and in compliance with applicable law;
- Be carried out in accordance with established payment systems and duly accounted for;
- Be carried out in accordance with the contracts concluded between the parties.

## **5. Monitoring and Control**

Originpharma maintains a system of internal control and monitoring of the operations carried out, which must be adjusted to the risks of corruption and conflict of interests specific to the activity carried out. Top management is responsible for promoting the implementation of adequate procedures and control systems to monitor compliance with this Policy and any other complementary rules approved and implemented by Originpharma to prevent corruption and conflict of interest situations. The Technical Director assume the role of anti-corruption compliance manager with independence and authority, and is responsible for evaluating the quality and effectiveness of the control and monitoring systems and procedures implemented to comply with this Policy.

## **6. Training**

Originpharma promotes training on anti-corruption, given by people with the appropriate technical knowledge, once a year, in order to ensure that employees know and understand the rules set out in this Policy.

## **7. Complaint**

All employees who have knowledge or well-founded suspicion of situations that do not comply with the provisions of this Policy must report such situations through the email [compliance@originpharma.pt](mailto:compliance@originpharma.pt).

Originpharma guarantees the confidentiality of reports received in good faith and the protection of the personal data of the complainant and the subject of the infraction.

## **8. Retaliation**

Anyone who, in good faith, denounces practices that may constitute a violation of this Policy shall not be subject to retaliation, reprimand or any unfavorable or discriminatory acts by Originpharma or its employees.

## **9. Disclosure**

This Policy will be available for consultation by all employees on the IT platforms, in order to consolidate the application of the principles and the adoption of the expected behaviors.

## **10. Default**

Failure to comply with this Policy will be considered a serious breach, giving rise to the application of disciplinary measures, or other legally applicable measures, to the offending employees, which may even determine the termination of any contractual relationship. It can also lead to the administrative, civil or criminal liability of offenders and result in the imposition of fines, damages or penalties, as well as the application of ancillary sanctions, namely interdiction of the exercise of positions or activities, restrictions on the receipt of loans, government subsidies or incentives, loss of assets and, in the case of legal persons, even the dissolution of the partnership.