

Anti-bribery Policy

REIG  JOFRE





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1. INTRODUCTION

Reig Jofre Group (hereinafter "Reig Jofre" or "the Group") is fully committed to upholding the highest standards of ethical conduct and compliance with all Spanish and international legislation, standards and regulations to which it is subject due to its activity in the jurisdictions in which it operates.

The Group's Management Boards participate in the development, application and fulfilment of all the measures set out in this Policy, and in the implementation of appropriate and sufficient controls for monitoring the provisions of this Policy.

Bribery and any type of corruption are entirely contrary to ethical conduct in our business and may seriously damage the reputation of Reig Jofre.

In the framework of preventing criminal risks, the Group has identified the crimes listed below which, by their nature, may be linked to bribery:

- Bribing public officials
- Influence peddling
- Corruption

Reig Jofre rejects all forms of corruption and adopts a zero-tolerance approach to any breach of this Policy. In order to prevent corruption, the Group shall perform all its activities in accordance with prevailing legislation and makes the following undertakings:

- ✓ Not to exert influence on the volition or objectivity of individuals outside Group companies with a view to obtaining any benefit or advantage through non-ethical or illicit practices.
- ✓ Not to give, promise or offer, directly or indirectly, any item of value to any natural or legal persons in order to obtain unfair advantages for Reig Jofre companies.
- ✓ To closely scrutinise any situations in which there are indications of lack of integrity by the individuals or organisations with whom business is conducted, in order to ensure that Reig Jofre enters business relationships only with qualified and reputable organisations.
- ✓ To record, faithfully and appropriately, all activities, operations and transactions of Group companies in its ledgers and records.
- ✓ Not to use donations to conceal improper payments.
- ✓ To promote internal training to prevent and combat corruption.



2. LEGAL FRAMEWORK

As specifically regards the prevention of criminal conduct, it must be pointed out that Organic Law 5/2010 amending Organic Law 10/1995 of 23 November in the Criminal Code included not only crimes applicable to legal persons, but also made reference to the need to establish vigilance and control measures for the purpose of preventing and detecting such conduct.

This system was reformed by Organic Law 1/2015 of 30 March which set out the requirements for having management and control systems in place which enable legal persons to accredit their diligence as regards detection of crime.

Consideration is also given to the different regulations on the criminal liability of legal persons for corruption/bribery that may be in force in the different jurisdictions in which the Group operates.

In this respect, attention is drawn to the 2010 Bribery Act under UK jurisdiction, which implements some of the strictest legal frameworks in matters of international bribery and fraud.

Furthermore, the regulatory framework set out in the Pharmaceutical Industry Code of Good Practice will be taken as reference. This enshrines the principles necessary for ensuring that laboratories behave ethically, professionally and responsibly in their areas of operation. It therefore takes into account the principles envisaged in both Spanish and European legislation in this respect.

In keeping with these legal requirements, Reig Jofre promotes this Policy as regards implementing internal policy tools that fulfil the need for adequate control and management systems to prevent and detect crime, particularly relating to bribery.

3. AIMS

The primary aims of this Anti-bribery Policy are listed below:

- To make Reig Jofre Group staff members aware of the criminal risks involved in practising bribery.
- To promote a zero-tolerance approach to activities relating to bribery.
- To provide Group companies with guidance and a clear focus on minimum standards and expected compliance, the ultimate aim being to implement minimum standards that protect the Group, its shareholders, customers and all personnel potentially exposed to bribery.



4. DEFINITIONS

Among the different definitions of bribery, attention is drawn to the following ones:

- The act and effect of practising bribery.
- Handout made for the purpose of bribery.
- Something that moves, compels or prompts the inclination to please another person.

Bribery is also defined as *giving money or gifts to someone for the purpose of obtaining something illicitly*. The notions of money or gifts are understood in the widest sense, and therefore include gift vouchers, meals, entertainment, trips, employment, contracts, services in kind or any other type of goods or services with tangible economic value.



5. SCOPE

This Policy applies to all Reig Jofre Group employees, management and members of Management Boards, who are responsible for complying with this Policy in the exercise of their duties.

Group companies falling within the scope of this Policy are follows:

- **Spain:**
 - Laboratorio Reig Jofre, S.A.
 - Reia Jofre Future Health. S.L.U
- **Monaco:**
 - Laboratoires Forte Pharma, SAM
 - Forte Services. SAM
- **UK:**
 - Reig Jofre UK Ltd
- **Belgium:**
 - S.A. Laboratoires Forte Pharma Benelux
- **Singapore:**
 - Reig Jofre Europe, PTE Ltd
- **Portugal:**
 - Laboratorio Reig Jofre, SA Sucursal em Portugal
- **Sweden:**
 - Bioglan, A.B.

This Policy must be read and taken into consideration along with all other Group policies, procedures, instructions and documents, particularly those listed below:

- Code of Ethics
- Corporate Defence Manual



6. RESPONSIBILITIES

It is the responsibility of Group employees to comply with the provisions of this Policy.

The Ethics Committee shall be responsible for performing the duties listed below:

- Acting as main management/administration body for all activities relating to the contents of this Policy.
- In the event of any change in regulations or internal procedures, to analyse whether this Policy needs to be updated, and if so, to introduce the appropriate amendments.
- Supervising Policy application to all companies in Reig Jofre Group.
- Conducting reviews that ensure correct compliance with the measures described in this Policy.
- The frequency and scope of reviews will be in keeping with the risk taken on by the Group in this respect. Proof of having conducted these reviews shall be retained on file for at least 5 years.

Reig Jofre Human Resources management shall promote the proper understanding and awareness of the contents of this Policy by all Group employees through running specific training courses in this area (see section 10).



7. PRINCIPLES

It is important to stress that Reig Jofre makes no distinction between public officials and private sector operators as regards bribery.

Nor does this Policy make distinctions between bribery in the private sphere, in international trade transactions and bribery of public officials, given that these practices are totally prohibited by the Group.

It is also stressed that Reig Jofre takes bribery to be a form of corruption, in turn defined as a type of fraud.

This Policy exclusively concerns bribery. This notwithstanding, in view of the wide definition of fraud, this Policy is subject to legal stipulations and policies that concern the management of measures for the general prevention of fraud.

Reig Jofre employees are strictly forbidden from:

- Offering, promising or paying any kind of bribe, whether directly or indirectly.
- Accepting or soliciting any kind of bribe, whether directly or indirectly.

Similarly, employees shall reject these types of practice unequivocally and without leaving room for any kind of doubt. In the event of being exposed to such offers, they shall report the situation immediately to Reig Jofre Ethics Committee.



8. REGULATORY COMPLIANCE

8.1. Accepting gifts

The only situation in which accepting gifts is permitted is in the context of normal social behaviour, and in such cases, the following restrictions shall be borne in mind:

- Gifts from third parties not involved in any tendering or approval processes may be accepted.
- Gifts may accepted only in the normal context of congratulations, celebrations or personal reasons.

They shall never be accepted if the circumstances in which they are offered or the value of the gifts is considered excessive or extravagant. As a general rule, the amount above which the value of a gift is considered excessive is 100 euros.

In any event, when accepting a gift causes the recipient any concerns, the Ethics Committee shall be duly informed and shall determine whether it may be accepted and/or the measures to be taken depending on each specific case.

8.2. Offering gifts, hospitality and leisure activities

The activities listed below are strictly forbidden in the context of visits to healthcare professionals involved with prescription medicines, and in the context of scientific and professional meetings organised by a third party, the primary purpose of which is to promote prescription medicines:

- Giving or offering any kind of gift (items for professional use in medical or pharmacy practice, desktop materials or educational materials), hospitality or leisure activity to public officials, customers or any supplier, agent or intermediary, which may be construed as being done for an illegitimate purpose.

No actions shall ever be practised that are intended to encourage the recipient to offer preferential treatment to Reig Jofre, nor rewards given for so doing, nor to encourage the recipient to desist from any action that is to the detriment of Reig Jofre.

- Offering any kind of gift to other Group employees outside what can be understood as the normal social context.

Before offering a gift, hospitality or entertainment to a third party, consideration shall be given as to whether this might damage the reputation of Reig Jofre or the recipient if it became public knowledge.

In situations not within the remit of this Policy or in the event of any kind of uncertainty, contact the Ethics Committee before acting so that it can make a decision. No employee shall ever act on their own initiative in this kind of scenario.



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The prohibition as regards directly or indirectly giving or offering items for professional use in medical or pharmacy practice, desktop materials or educational materials may be lifted provided that the following two conditions pertain:

- They are not associated with a prescription medicine
- Their market price does not exceed 10 euros

In the case of educational materials, the prohibition is lifted if the following three conditions pertain:

- The materials are of low value, the maximum market value being set at 60 euros.
- The materials relate directly to the exercise of the medical or pharmacy profession.
- The materials are of direct benefit for patient care or service.

It is prohibited to directly or indirectly offer healthcare professionals any type of cash incentive, reward or gift, or gifts with a cash equivalent (e.g. gift or shopping vouchers).

No leisure or entertainment activities shall be offered to individuals attending company meetings, conferences or similar events organised by Reig Jofre, unless these activities form part of the programme at such events, are appropriate and have been authorised by the Ethics Committee.

The gifts described in the preceding paragraphs may only be offered when the visit to healthcare professionals forms part of promotional campaigns and does not relate to prescription medicines, and the business unit doing it is clearly separate from business areas whose delegates and sales consultants do present prescription medicines to the aforementioned healthcare professionals. In any event, these gifts shall be authorised by the immediate superior of the employee offering them.

Moreover and as a general rule, they shall be considered as a gift not related to promotional campaigns and offered by delegates and sales consultants from business areas not related to prescription medicines, when their market value exceeds 100 euros.

8.3. Financial aid, donations and sponsorships

In the context of corporate social responsibility, Reig Jofre, as an organisation, can serve the communities where it conducts its business. To this end, Group employees may promote donations, grants or benefits in kind to institutions, organisations, associations or foundations whose members are healthcare professionals, and/or who provide socio-health care, humanitarian, research, teaching or training services. These activities shall only be promoted if the following three conditions pertain:

- They are offered for the purpose of supporting health care, research, teaching/training, social and/or humanitarian assistance.



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- They are formally documented and Reig Jofre keeps a copy of these documents.
- They are not an incentive to recommend, prescribe, purchase, supply, sell or administer medicinal products.

It must be emphasised that financial aid, donations and sponsorships may not be offered to healthcare professionals on an individual basis, unless working with or sponsoring them so that they attend scientific and professional events and meetings.

By way of illustration, set out below are some situations that should raise concerns as regards offering any kind of financial aid, donation or sponsorship:

- Any fact or circumstance that raises concerns about whether the funds will be properly invested.
- The body requesting funds is not a reputable organisation.
- When it is suspected that the organisation benefitting from the event may have a link to a relative or business connected to a public servant.
- The donation or sponsorship has been requested by a public official.
- The organisation benefitting from the event is not transparent regarding how the funds will be used.
- The organisation benefitting from the event requests the contribution in cash.

The Ethics Committee shall be informed of any proposal for offering any kind of financial aid, donation or sponsorship so that it may authorise same, if necessary.

8.4. Rules regarding public officials

As stated above, where bribery is concerned Reig Jofre makes no distinction between public officials and employees of companies in the private sector.

It is also important to bear in mind that public officials can sometimes be subject to regulations and restrictions that do not apply to private sector operators.

The term public official is understood to mean:

- Managers and employees of medicines agencies or other official organisations with which Reig Jofre may have a relationship.
- A person holding any political office.
- Judges and legislators.



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- Civil servants.
- Other full or part-time employees of Public Administration.
- Private citizens holding public office.
- Members of public security agencies.
- Directors and employees of companies that are state-owned or controlled by Public Administration.
- Employees of any other public institution (tax agency, social security agency, etc.).

All relations with public officials must be conducted in strict compliance with the applicable regulations.

Similarly, any benefit or advantage offered to a public official shall be duly justified, given transparently, formally recorded and entered in accounts.

Reig Jofre Ethics Committee shall determine both the precise instructions in relation to the groups affected by these provisions and the specific types of action which, by their nature and significance, must be regularly recorded and reported.

8.5. Payments to speed up procedures

Reig Jofre prohibits making illicit payments to speed up procedures. The Group will not tolerate this practice by its employees or any other individual or body acting on behalf of Reig Jofre or its employees.

Employees will not be subject to disciplinary action or any other type of sanction for delays that may be caused by their refusal to make a payment to speed up procedures.

9. SUPPLIERS

The Group treats its suppliers with loyalty and honesty and bases its relations with them on price, quality, service and reputation, among other considerations.

Employees who have dealings with suppliers must maintain an objective and disinterested approach. Specifically, employees may not accept or solicit personal gain from an actual or potential supplier that may compromise an objective assessment of the supplier's products and prices.

Employees may give or receive gifts, meals, entertainment, etc. within the limits of and as per the procedures specified in this Policy.



10. TRAINING

Reig Jofre Ethics Committee must foster the creation of training materials that help employees reach a better understanding of the legal risks and threat to reputation that bribery and corruption activities entail.

A key pillar for preventing bribery-related activities is proper employee training that enables them to identify conduct or events that may be linked to such activities.

Training courses and/or material shall be imparted/circulated regularly based on Reig Jofre Ethics Committee criteria in this respect.

Lastly, Reig Jofre employees shall be required to confirm in writing from time to time that they have:

- ✓ Read and understood this Policy.
- ✓ Accepted its contents.
- ✓ Not become aware of any Policy infringements.



11. CONSEQUENCES OF NON-COMPLIANCE

Committing crimes such as bribery may lead to criminal and civil sanctions for Reig Jofre and its employees, to significant interruptions to business and damage to reputation in general.

All matters relating to potentially improper conduct or malpractice shall be investigated in depth under the supervision of Reig Jofre Ethics Committee.

If necessary, the Ethics Committee will suggest the disciplinary measures to be applied based on the disciplinary system and legislation in force.

Similarly, all disciplinary actions taken, all reports that contain details of investigations and their findings shall be recorded in writing, and all information relating to recording incidents shall be retained for at least 5 years.

12. REPORTING NON-COMPLIANCE

All members of Reig Jofre staff are responsible for immediately reporting any infringement of this Policy that they suspect or know has been committed, whether by Group employees or third parties.

For this purpose, Reig Jofre will put a Reporting Channel in place so that the Ethics Committee can be informed of any suspected or known infringement of this Policy.

13. RELATED REGULATIONS

The internal regulations in relation to this Policy are listed below:

- Code of Ethics
- Crime Prevention Policy
- Corporate Defence Manual

The external regulations in relation to this Policy are listed below:

- Spanish Criminal Code Organic Law 5/2010 of 22 June
- Spanish Criminal Code Organic Law 1/2015 of 30 March
- Spanish Criminal Code Organic Law 1/2019 of 21 February
- Criminal Code of 11 July 2018 (Belgium)
- Criminal Code of 25 June 2008 (Monaco)



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- Criminal Code 2019 (Singapore)
- Criminal Code 2007 (Portugal)
- 2010 UK Bribery Act (United Kingdom)
- 2006 Fraud Act (United Kingdom)
- Revised recommendation for combatting bribery in International Business Transactions (OECD 1997)
- Convention on Combatting Bribery of Foreign Public Officials in International Business Transactions (OECD 2010)
- Pharmaceutical Industry Code of Good Practice, 2016

14. VERSION CONTROL

Version	Date	Changes
1	26/05/2020	Policy approval by Board of Directors