

ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

**Owning Department:** Corporate Governance      **Effective From:** 31 Jan 2024

**Owning Sub-department:** Not Applicable      **Document Number:** POL-00006      **Page 1 of 10**

# ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

Corporate Governance

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**POLICY****SIMBEC-ORION**

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## 1 PURPOSE AND SCOPE

It is Simbec-Orion's policy to conduct all of our business in an honest and ethical manner. Simbec-Orion takes a zero-tolerance approach to bribery and corruption and is committed to acting professionally, fairly and with integrity in all Simbec-Orion's business dealings and relationships wherever Simbec-Orion operates. Simbec-Orion is committed to implementing and enforcing effective systems to counter bribery and corruption.

The purpose of this policy is to:

- a) Set out Simbec-Orion's responsibilities, and of those working for Simbec-Orion, in observing and upholding Simbec-Orion's position on bribery and corruption; and
- b) Provide information and guidance to those working for Simbec-Orion on how to recognise and deal with bribery and corruption issues.

The UK Bribery Act covers the criminal law relating to bribery. The penalties for committing a crime under the Act are a maximum of 10 years' imprisonment, along with an unlimited fine and the potential for the confiscation of property under the Proceeds of Crime Act 2002. The Act is very wide and applies to any individual or company with links to the UK, regardless of where the crime occurred. If any of our employees or contractors commits a crime under this Act then Simbec-Orion could face an unlimited fine, be excluded from tendering for public contracts and face damage to its reputation. In addition, other anti-corruption laws to which we may be subject also can involve serious criminal and civil penalties.

In this policy, "third party" means any individual or organisation Employees (as defined below) come into contact with during the course of their work for Simbec-Orion, and includes, but is not limited to, actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.

In this policy "Directors" means the directors of Simbec-Orion Holdings Limited and its subsidiaries and associated undertakings. For the purposes of this policy the Company Directors are the Chief Executive Officer (CEO), Chief Financial Officer (CFO), Chief Operating Officer (COO) and Managing Director, Clinical Pharmacology.

## 2 REGULATORY CONSIDERATION

Simbec-Orion will uphold all laws relevant to countering bribery and corruption in every jurisdiction in which it operates. In addition, Simbec-Orion remains bound by the laws of the UK, including the Bribery Act 2010 ("UK Bribery Act" or the "Act"), which govern Simbec-Orion's conduct both within the UK and elsewhere.

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### 3 WHO IS COVERED BY THE POLICY

This policy applies to all individuals working at all levels and grades within Simbec-Orion, including directors, officers, senior managers, all employees, consultants, contractors, seconded staff and agency staff as well as interns, agents, or any other person associated with Simbec-Orion, wherever located (collectively referred to as “Employees” in this policy).

Simbec-Orion also has anti-bribery and anti-corruption language in Client MSA, Contractor/Consultant Agreement and service provider templates.

### 4 WHAT IS BRIBERY

The crime of bribery occurs when a person offers, gives or promises to give financial or other advantage to another individual in exchange for improperly performing a relevant function or activity. It is giving a bribe, receiving a bribe, bribing a foreign official, and failing to prevent a bribe.

You may not do through a third party (such as an agent, consultant or intermediary) that which you may not do yourself under this policy or applicable law.

### 5 GIFTS AND HOSPITALITY

This policy does not prohibit normal and appropriate hospitality (given and received) to or from third parties provided that it is bona fide hospitality or promotional or other legitimate business expenditure. It is recognised that gifts and hospitality is an established and important part of doing business. However, gifts should not be offered to, or accepted from, government officials or representatives, or politicians or political parties, without the prior approval of the Company Directors.

Simbec-Orion appreciates that the practice of giving business gifts varies between countries and regions and what may be normal and acceptable in one region may not be in another. The test to be applied is whether in all the circumstances the gift or hospitality is, reasonable, justifiable and not lavish. The intention behind the gift should always be considered.

### 6 WHAT CONSTITUTES A BRIBE

It is not acceptable for you (or someone on your behalf) to:

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- a) give, promise to give, or offer, a payment, gift or hospitality with the expectation or hope that a business advantage will be received, or to reward a business advantage already given;
- b) give, promise to give, or offer, a payment, gift or hospitality to a government official, agent or representative to “facilitate” or expedite a routine procedure;
- c) accept payment from a third party that you know or suspect is offered with the expectation that it will obtain a business advantage for them;
- d) accept a gift or hospitality from a third party if you know or suspect that it is offered or provided with an expectation that a business advantage will be provided by Simbec-Orion in return;
- e) threaten or retaliate against another Employee who has refused to commit a bribery offence or who has raised concerns under this policy; or
- f) engage in any activity that might lead to a breach of this policy.

Any questions in relation to the above should be addressed to the Company Directors.

## 7 FACILITATION PAYMENTS AND KICKBACKS

Simbec-Orion does not make, and will not accept, “Facilitation payments” or “kickbacks” of any kind.

Facilitation Payments are typically small, unofficial payments made to secure or expedite a routine government action by a government official. They are not commonly paid in the UK, but are common in some other jurisdictions in which we operate. The Company Directors should be contacted if Facilitation Payments are sought for advice on how best to resist them. If you are asked to make a payment on Simbec-Orion’s behalf, you should always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided and should only make such a payment in accordance with Simbec-Orion’s standard purchase order procedures. If you have any suspicions, concerns or queries regarding a payment, you should raise these with the Company Directors.

Kickbacks are typically payments made in return for a business favour or advantage.

All Employees must avoid any activity that might lead to, or suggest, that a facilitation payment or kickback will be made or accepted by Simbec-Orion.

## 8 DONATIONS

Simbec-Orion only makes charitable donations (whether in the form of money or donations in-kind, such as time, resource, money and sponsorship) that are legal and ethical under local laws and practices.

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No donation must be offered or made in the name of Simbec-Orion without the prior approval of one of the Company Directors in writing.

A separate policy on donations including sponsorship is currently under development.

## 9 ANTI-MONEY LAUNDERING

No Simbec-Orion representative shall use its relationship with the Company to attempt to disguise the sources of illegally obtained funds.

Simbec-Orion has robust controls around payments to suppliers and setting up new supplier accounts, supported with segregation of duties across Group Finance to help prevent and detect fraud and money laundering.

## 10 YOUR RESPONSIBILITIES

You must ensure that you read, understand and comply with this policy.

The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for Simbec-Orion or under Simbec-Orion's control. All Employees are required to avoid any activity that might lead to, or suggest, a breach of this policy.

You must notify the Company Directors as soon as possible if you believe or suspect that an infringement of this policy has occurred or may occur in the future.

Any employee who breaches this policy will face disciplinary action, and a breach will prima facie be considered as an act of gross misconduct which may lead to summary dismissal for cause and without notice. Simbec-Orion reserves the right to terminate its contractual relationship with other Employees or third parties if they breach this policy.

## 11 RECORD KEEPING

Simbec-Orion must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.

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You must declare and keep a written record of all hospitality or gifts accepted or offered, over £50 by emailing your Head of Department which will be subject to managerial review.

You must ensure all expenses claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with Simbec-Orion's Travel and Expenses policy (being drafted at the time of finalising this SOP) and specifically record the reason for the expenditure.

All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as sponsor clients, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness. No accounts must be kept "off-book" to facilitate or conceal improper payments.

## 12 HOW TO RAISE A CONCERN

You are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage. If you are unsure whether a particular act constitutes bribery or corruption, or if you have any other queries, these should be raised with your line manager or a member of the management team or directly with the Company Directors.

Concerns may also be raised through Simbec-Orion's Whistleblowing policy.

## 13 WHAT TO DO IF YOU ARE A VICTIM OF BRIBERY OR CORRUPTION

It is important that the Company Directors are informed as soon as possible if you are offered a bribe by a third party, are asked to make one, suspect that this may happen in the future, or believe that you are a victim of another form of unlawful activity.

## 14 PROTECTION

Employees who refuse to accept or offer a bribe, or those who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. In line with Simbec-Orion's Whistleblowing policy, Simbec-Orion 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.

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## 15 TRAINING AND COMMUNICATION

All Employees will receive training on this policy. As a minimum all Employees will be required to read and acknowledge this policy.

Simbec-Orion's zero-tolerance approach to bribery and corruption must be communicated to all suppliers, contractors and business partners at the outset of Simbec-Orion's business relationship with them and as appropriate thereafter. Simbec-Orion has anti-bribery and anti-corruption language in MSA, Contractor/Consultant Agreement and service provider templates.

## 16 WHO IS RESPONSIBLE FOR THE POLICY? MONITORING AND REVIEW

The Company Directors have overall responsibility for ensuring this policy complies with Simbec-Orion's legal and ethical obligations, and that all those under Simbec-Orion's control comply with it.

The Company Directors have a primary and day-to-day responsibility for implementing this policy; for monitoring its use and effectiveness and for dealing with any queries on its interpretation. However, management at all levels are responsible for ensuring those reporting to them are made aware of and understand this policy and are given adequate training on it.

## 17 MONITORING AND REVIEW

The Company Directors will monitor the effectiveness and review the implementation of this policy regularly considering its suitability, adequacy and effectiveness.

Simbec-Orion is subject to external financial audit. The auditors review includes Simbec-Orion internal controls and procedures to provide assurance that they are effective in countering bribery and corruption. Any improvements to this policy which are identified will be made as soon as possible.

Employees are invited to comment on this policy and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to the Company Directors.

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## 18 POTENTIAL RISK SCENARIOS: “RED FLAGS”

The following is a list of possible red flags that may arise during the course of you working for Simbec-Orion and which may raise concerns under various anti-bribery and anti-corruption laws. The list is not intended to be exhaustive and is for illustrative purposes only.

If you encounter any of these red flags while working for Simbec-Orion, you must report them promptly to the Company Directors:

- a) you become aware that a third party engages in, or has been accused of engaging in, improper business practices;
- b) 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 foreign government officials;
- c) a third party insists on receiving a commission or fee payment before committing to sign up to a contract with Simbec-Orion, or carrying out a government function or process for Simbec-Orion;
- d) 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;
- e) a third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business;
- f) a third party requests an unexpected additional fee or commission to “facilitate” a service;
- g) a third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services;
- h) a third party requests that a payment is made to “overlook” potential legal violations;
- i) a third party requests that you provide employment or some other advantage to a friend or relative;
- j) you receive an invoice from a third party that appears to be nonstandard or customised or a third party requests that payment be made to someone who is not a signature party to a contract;
- k) a third party insists on the use of side letters or refuses to put terms agreed in writing;
- l) you notice that Simbec-Orion has been invoiced for a commission or fee payment that appears large given the service stated to have been provided;
- m) a third party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to Simbec-Orion; or
- n) you are offered an unusually generous gift or offered lavish hospitality by a third party.

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**19 REFERENCES**

Document Number	Document Title
POL-00172	Simbec-Orion Global Whistleblowing policy (HR Policy)
N/A	UK Bribery Act 2010
N/A	UK Proceeds of Crime Act 2002

**20 PREVIOUS VERSION HISTORY**

Previous Version	Current Version	Details of change
N/A	1.0	The policies from both Simbec and Orion have been merged to create a Group Anti-Bribery and Anti-Corruption Policy
1.0	2.0	Approver updated.
2.0	3.0	General update including document template Updated Fraud and Money Laundering sections

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