



## GLOBAL ANTI-BRIBERY AND CORRUPTION POLICY



## I. PURPOSE OF THE POLICY

This *Global Anti-Bribery and Corruption Policy* (the “**Policy**”) supports the commitment of Medicom Group Inc. and its subsidiaries (collectively, “**Medicom**” or the “**Company**”) to do business worldwide in an ethical manner, with the utmost integrity, and in compliance with all applicable anti-bribery and corruption laws and regulations that prohibit making (or offering to make) payments or providing (or offering to provide) goods or services of value, directly or indirectly, for the purpose of obtaining or retaining business, or otherwise obtaining an improper or competitive advantage.

This Policy underlines the Company's commitment not to tolerate any form of bribery or corruption, whether active or passive, occurring in the public or private sector.

## II. SCOPE

The Policy is intended for the Company and applies to all its directors, officers, employees as well as third parties with whom it conducts business, including suppliers, contractors, service providers, consultants, advisors, and other business partners and their respective employees and subcontractors working on their behalf (collectively, the “**Representatives**”). Medicom is committed to doing business with firms that share its values and the principles set out in this Policy and that effectively incorporate them into their business practices.

In keeping with our commitment under our Corporate Social Responsibility Policy and Medicom's values, this Policy is intended to provide all its directors, officers, employees, and Representatives with a better understanding of what is expected of them in terms of business ethics so that they conduct themselves in a businesslike manner and avoid inappropriate behaviour.

Numerous laws and regulations prohibiting bribery and corruption apply to Medicom and all its directors, officers, employees, and Representatives.

Compliance with laws and regulations, this Policy, our commitments, and our values, both in letter and in spirit, is the foundation of our culture, and crucial to the success of the Company.

This Policy does not address every possible scenario that could raise a bribery or corruption issue, nor does it replace expert advice. When in doubt or when there are "grey areas", step back and request assistance from:

- Your manager
- Your legal department
- Your local ethics and compliance officer
- Or, by emailing [compliance@medicom.com](mailto:compliance@medicom.com)

## III. BRIBERY OR CORRUPTION

Medicom is committed to complying with all applicable domestic and international anti-bribery and corruption laws, regulations, and conventions, which prohibit acts of bribery or corruption for the purpose of obtaining or retaining business or any other undue advantage or preferential treatment.



In accordance with the laws and regulations in force, bribery or corruption is defined as any case where a person holding a given position solicits, accepts, or expects a gift, an advantage, or any other treatment, with a view to carrying out or refraining from carrying out an act within the scope of his or her duties.

Accordingly, persons covered by this Policy are prohibited from offering, promising, giving, providing, or authorizing the giving of anything of value for the purpose of obtaining or retaining business, advantage, or preferential treatment from anyone, except for gifts or promotional items offered in connection with marketing campaigns publicly and officially sponsored by the Company. This prohibition includes dealings with individuals or corporations, public officials, candidates for public office, employees of state-owned enterprises or any person with whom the Company does business or intends to do business. Similarly, persons covered hereby are prohibited from soliciting or receiving anything of value from anyone or authorizing the receipt of anything of value from anyone, including business partners and other third parties doing or seeking to do business with the Company, for the purpose of obtaining a benefit from the Company or influencing the judgment of a person covered hereby.

Bribery or corruption encompasses a wide range of inappropriate behaviours, from making small payments in order to facilitate business transactions to paying in order to fraudulently obtain large public contracts. Bribery or corruption is illegal, and penalties can be harsh. The penalties imposed on individuals and firms that engage in prohibited conduct are often associated with disqualification (blacklisting), civil and criminal liability, and even imprisonment.

The risks of bribery or corruption are particularly serious when dealing with public officials, and therefore require special attention. The term "public official" is to be understood in its broadest sense and includes any officer or employee of a government or department, government agency or intermediary, or public international organization. Never give a gift to a public official for the purpose of influencing him or her. Never give a business gift unless you are certain that the recipient is authorized to accept the gift under the laws and regulations as well as the rules, policies, and procedures applicable to his or her organization.

Gifts of value can take many forms, including money (cash or cash equivalents), donations, treatments, or benefits in kind such as travel, invitations to events, trips, sponsorships, charitable donations and hiring.

Influence peddling (receiving or soliciting gifts of value in order to abuse one's influence, real or perceived, over a third party to make a decision favourable to the individual/organization) is also a form of bribery or corruption.

Bribery or corruption can be active (the person offers or solicits the gift of value) or passive (the person accepts the proposed gift of value). Both statuses are illegal under the laws and regulations of certain countries and are not tolerated within the Company.

Allowing such acts also constitutes bribery or corruption.

Any manipulation or falsification of documents such as accounting entries to conceal an act of bribery or corruption or influence peddling shall be considered corruption.

In addition, many countries in which the Company operates have export and import controls on certain categories of products or services, as well as economic or other sanctions affecting certain countries, entities



and/or individuals for reasons of corruption, national security, or foreign policy (collectively, “**Trade Restrictions**”). These laws and regulations may require the Company to obtain authorization to export or import certain categories of products or services or may restrict or prohibit trade with a country, entity and/or person. The Company is committed to conducting its business in compliance with such laws and regulations in relation to the Trade Restrictions applicable to the jurisdictions in which it carries on business. Accordingly, no activity shall be undertaken by any director, officer, employee, or Representative acting on behalf of the Company that does not fully comply with such laws and regulations in respect of the Trading Restrictions applicable to the jurisdictions in which it carries on business. Accordingly, no activity shall be undertaken by any director, officer, employee, or Representative acting on behalf of the Company that does not fully comply with such laws and regulations with respect to the Trade Restrictions applicable to the jurisdictions in which it does business. This commitment by the Company also extends to any guidelines adopted in respect of Trading Restrictions by the financial institutions with which the Company carries on business in the normal course.

**The Company will not tolerate any form of bribery or corruption, whether active or passive, occurring in the public or private sector.**

#### **IV. CONFLICTS OF INTEREST**

Conflict of interest arises when personal interests, or those of a person close to the party involved, could influence the objectivity or neutrality of decisions or actions taken in a business context. This conflict of interest may arise when a member of the group could abuse his or her position for private purposes. These situations can give rise to acts of bribery or corruption.

Potential conflict of interest situations include:

- A person close to a decision-making employee, who is also involved in a contractual relationship with a Medicom client, supplier, or service provider, is involved in a financial transaction with the Company.
- A personal relationship with a business partner, which could influence decisions made in a business context.
- Use of Company property, resources or information that could result in private personal benefit to an employee or a person close to him or her.

Being in a conflict-of-interest situation is not objectionable in itself - the important thing is to detect this situation, whether real, potential, or apparent, and to report it as promptly as possible to his or her management chain in order to take the necessary measures.

**Attempting to obtain an advantage or preferential treatment in a conflict-of-interest situation constitutes an act of bribery or corruption, which is not tolerated by Medicom.**

#### **V. GIFTS AND MARKS OF HOSPITALITY**

The notion of offering gifts in a business relationship is a common practice, sometimes even a local custom or tradition.



Requesting or demanding a gift is strictly forbidden. A gift of disproportionate value, considering the recipient or the circumstances in which it is offered, creates an appearance of impropriety. However, the offer or receipt of gifts of an objectively reasonable nominal value under the circumstances is tolerated (although discouraged) if they comply with all the rules defined below:

- The gift is legal and consistent with normal social or business customs in the recipient's country and complies with the policies and procedures of the recipient's organization.
- The gift must not affect an impending decision, approval, or award of a contract, or create a sense of obligation on the part of the recipient, or influence, or be likely to influence, the recipient's judgment unduly.
- The gift cannot be cash or cash equivalent, including, but not limited to, bank transfers, cheques, gift certificates, gift cards, rebates, loans, stocks, and stock options.
- The gift must be given to the business partner only, not to a relation or family member.
- Any gift received or offered with a known or estimated value of more than \$50 must be reported immediately to [compliance@medicom.com](mailto:compliance@medicom.com).

Travel and restaurants (outside the business context), entertainment or invitations to events and training are considered gifts.

Generally speaking, any gift offered to an outside person, or received from a person outside the Company, must satisfy the following principles:

- It complies with the laws and regulations;
- It is consistent with this Policy and the applicable rules, policies and procedures of the donor/recipient's employer;
- It takes place in a legitimate and verifiable business context;
- It does not create suspicions or perceptions of corruption, illegal interest taking, bribery or create a sense of obligation;
- It is not regularly intended for the same person or always received from the same person;
- All Medicom expenses must be recorded clearly and accurately in their accounting records.

## **VI. DOCUMENTATION, BOOKS AND RECORDS**

Gifts reported through [compliance@medicom.com](mailto:compliance@medicom.com) will be compiled for analysis and follow-up once a year by the Ethics Committee.

## **VII. WHISTLEBLOWING AND PROHIBITION OF RETALIATION**



Medicom encourages all its employees to report any potential violations of this Policy or any unethical and/or unacceptable behaviour that may damage the Company's reputation or image. The source of these violations may be internal or external to the Company, including customers, suppliers, or service providers.

This can be done through your manager, a member of the Human Resources Department or the Ethics Committee. All disclosures will ultimately be reviewed by the Ethics Committee.

The Ethics Committee can be reached via its email address: [compliance@medicom.com](mailto:compliance@medicom.com).

Any retaliation against an employee who makes such a disclosure is strictly prohibited, even if the disclosure is unfounded.

Any act of retaliation, harassment, or pressure against a whistleblower would result in immediate disciplinary action.

These reports must also be made in good faith, without malice or dishonesty. Deliberately reporting false information will not be tolerated within the Company.

## **VIII. ETHICS COMMITTEE<sup>1</sup>**

The Ethics Committee, along with regional representatives, meets to rule on the legitimacy and legality of gifts received in excess of \$50, or gifts we are considering giving to a third party in excess of \$50.

Any disclosure relating to this Policy, issued by a member of the Company or an external third party, will be reviewed and decided upon by the Ethics Committee.

## **IX. APPROVAL AND EFFECTIVE DATE**

The Global Anti-Bribery and Corruption Policy was approved by the Chief Operating Officer on February 3<sup>rd</sup>, 2022 and will come into effect on the same date.

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<sup>1</sup> The Ethics Committee will be formed at the global level.