

MOREPEN LABORATORIES LIMITED

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ANTI CORRUPTION AND ANTI BRIBERY POLICY

PURPOSE:

Our Code of Ethics states that we do not bribe anyone. This Policy sets forth the respective principles and rules and how they must be implemented.

POLICY STATEMENT - ANTI-CORRUPTION AND ANTI-BRIBERY:

At Morepen, we are committed to conducting our business with the highest standards of integrity and ethical conduct. Our Anti-Corruption and Anti-Bribery Policy underscores our zero-tolerance stance towards any form of corruption or bribery. This policy applies to all employees, officers, directors, contractors, consultants, and any other individuals or entities acting on behalf of the company.

We prohibit the offering, giving, receiving, or soliciting of any bribe, whether cash or other inducements, to or from any person or company, whether public or private, with the intention of gaining a commercial, contractual, regulatory, or personal advantage. Compliance with all applicable anti-corruption and anti-bribery laws, including the FERA, Anti Money Laundering, Foreign Corrupt Practices Act (FCPA) and Bribery Act etc, is mandatory.

Employees are required to report any concerns or suspicions regarding potential violations of this policy, without fear of retaliation. Any violations of this policy may result in severe disciplinary action, up to and including termination of employment, and potential legal consequences.

Morepen is dedicated to fostering a transparent, fair, and ethical business environment.

SCOPE AND APPLICABILITY:

This Policy applies to all Associates*.

This Policy addresses a variety of contexts in which bribery issues may arise. Other aspects of business ethics and corruption, including conflicts of interest and passive bribery (e.g. receipt of a bribe) as well as insider trading, are regulated separately.

This Policy contains MLL global standards. In some countries, more stringent applicable laws, regulations or industry codes supersede the principles set out in this Policy. Divisions and local MLL organizations may also establish more restrictive practices.

¹*Effective from May 15, 2023.*

This Policy is effective as of May 15th, 2023, and must be adopted by all MLL affiliates. It replaces the existing version of the Anti-Bribery Policy.

*Directors, officers, managers, and employees of MLL AG and its affiliates

PRINCIPLES AND RULES:

Basic Rules

Principles and Rules

Associates must not bribe and they must not use intermediaries, such as agents, consultants, advisers, distributors or any other business partners to commit acts of bribery.

Morepen Laboratories Ltd does not distinguish between public officials and private persons so far as bribery is concerned: bribery is not tolerated, regardless of the status of the recipient.

Always ask yourself before offering, giving, or promising anything of value to any person if what you are considering could be viewed as having an illegitimate purpose. If the answer is yes, you must not proceed.

If you are in any doubt, consult a legal or compliance representative before proceeding.

Definitions

Bribery means offering, giving or promising (or authorizing someone to offer, give, or promise) an improper benefit, directly or indirectly, with the intention of influencing or rewarding the behavior of someone to obtain or retain a commercial advantage.

Bribery can take a variety of forms – offering or giving money or anything else of value. In fact, even common business practices or social activities, such as the provision of gifts and hospitality, can constitute bribes in some circumstances.

Situations when Associates receive, agree to receive, request or accept a financial benefit or anything else of value are regulated by the Conflicts of Interest Policy.

Principles and Rules

Gifts, hospitality, and entertainment must be modest, reasonable and infrequent so far as any individual recipient is concerned.

²Effective from May 15, 2023.

Gifts, hospitality, and entertainment must never be promised, offered, or provided with the intent of causing the recipient to do something favoring MLL, to reward such behavior, or to refrain from doing something disadvantaging MLL.

Gifts of any kind including personal gifts, cultural acknowledgements or promotional aids etc., whether branded or unbranded, must not be provided to Healthcare Professionals (HCPs) or their family members.

Cash and gifts that are cash equivalent (e.g., shopping coupons) must never be given.

Do not provide entertainment to any participant to MLL business meetings, congresses or comparable events, unless the entertainment is an appropriate and incidental part of such events. Do not pay for any side or extended trips.

Do not pay for the entertainment, hospitality, or travel costs of anyone who accompanies an invitee to a MLL business meeting, congress, or comparable event. In situations where an invitee is unable to travel alone (e.g., patients or minors), travel costs for an accompanying person (e.g., caregiver) can be paid for provided that the rationale for this support is legitimate, documented, and considers applicable data privacy requirements.

Before giving a gift or providing hospitality or entertainment to anyone, consider whether the reputation of MLL, yourself, or the recipient is likely to be damaged if news of the gift, hospitality, or entertainment appeared on the front page of a newspaper. If this would embarrass either MLL or the recipient, do not proceed.

Definitions

Gifts are benefits of any kind given to someone as a sign of appreciation or friendship without expectation of receiving anything in return. They include ‘courtesy gifts’, which are small gifts given at culturally recognized occasions (e.g., weddings, funerals) or special times of the year (e.g., Christmas, New Year).

Hospitality generally includes refreshments, meals, and accommodation. Entertainment generally includes attendance at plays, concerts, and sports events.

³*Effective from May 15, 2023.*

References

- Principles & Practices for professionals (P3)

Grants, Donations and Sponsorship

Principles and Rules

MLL may provide funding or other support to external organizations. This includes grants, donations and sponsorships which are governed by the P3 Policy and P3 External Funding Guideline.

References

- Principles & practices for professionals (P3)
- Management Authorization Levels, also known as MALs

Rules Relating to Public Officials

Principles and Rules

MLL does not distinguish between public officials and employees of private sector organizations so far as bribery is concerned; however, it is important to recognize that public officials are often subject to rules and restrictions that do not apply to persons who operate in the private sector.

Any relationship with public officials must be in strict compliance with the rules and regulations to which they are subject (i.e., any applicable rules or regulations in the particular country relating to public officials or that have been imposed by their employer) and any benefit conveyed to a public official must be fully transparent, properly documented, and accounted for.

Definitions

The term ‘public official’ has been extensively interpreted by regulators and includes

- Any elected or appointed officer or employee of a government or government department, government agency, or of a company owned or partially owned by a government
- Any elected or appointed officers or employees of public international organizations, such as the United Nations
- Any person acting in an official capacity for or on behalf of a government or a government department, government agency, or of a public international organization

⁴*Effective from May 15, 2023.*

- Politicians and candidates for a political office
- Any other person who is considered to be a public official according to applicable laws, regulations and industry codes.
- Medical and scientific personnel qualify as public officials when they work at a hospital, clinic, university or other similar facility owned or partially owned by a government.
- In some countries, doctors, pharmacists, clinical trials investigators, and nurses are public officials irrespective of whether they are working at a government institution.

Political Contributions

Principles and Rules

MLL may only make political contributions where these are part of the political culture in a country and aim to help build sustainable healthcare systems for the benefit of patients.

For instance, MLL may seek to support candidates, committees, or other organizations that are committed to economic growth, recognize the importance of healthcare innovation, or patient access to therapies.

Political contributions must never be made with the expectation of a direct or immediate return for MLL.

Political contributions must meet all of the following requirements:

- Compliant with applicable laws, regulations, and industry codes
- Covered by a separate budget position, approved in the ordinary budget process
- Approved in advance by the relevant MLL Country President, or his/her designee

Definitions

Political contributions are monetary or non-monetary (commonly referred to as “in-kind” contributions, which include uses of resources, facilities, etc.) contributions to support political parties, politicians or political initiatives.

Lobbying

Principles and Rules

MLL engages in lobbying activities to provide policy makers with data and insights to enable widely informed decision-making conducive to improving patient outcomes and sustainable business.

⁵Effective from May 15, 2023.

Lobbying should not be misused for any corrupt or illegal purposes, or to improperly influence any decision. Relevant functions (e.g., Public & Government Affairs) provide guidance on how lobbying should be conducted based on the values of transparency, honesty and integrity.

Definitions

‘Lobbying’ describes interactions with policy makers and other external stakeholders with the intent to represent MLL’ perspective in the policy making process. Active contribution to policy making is an integral part of the democratic process and a legitimate activity as it enables the representation of different societal interests.

References

- Code of Ethics
- MLL Anti-Bribery Third Party Guideline

Facilitation Payments

Principles and Rules

MLL prohibits facilitation payments, irrespective of whether local law permits facilitation payments.

Definitions

Facilitation payments are payments to public officials to expedite the performance of duties of a non-discretionary nature. These payments are intended to influence only the timing of the public officials’ actions (e.g., payments to expedite the issuance of a visa or clearing goods through customs), but not their outcome.

Third Parties

Principles and Rules

- MLL must only engage Third Parties if all of the following requirements are met:
- There is a legitimate need for the services or the goods that they provide
- The services and goods are priced at no more than market value
- The Third Party is suitable from an anti-bribery perspective after assessment in a robust Due Diligence process
- There is a written contract or other written document with a similar legal effect (e.g., Purchase Order)
- The receipt of services or goods must be documented and in line with the requirements stipulated in Section 2.10 of this Policy.

⁶*Effective from May 15, 2023.*

Engagement of Third Parties – including healthcare professionals – must never be used to create an incentive, or to reward or to secure any improper business advantage for MLL.

Definitions

A Third Party is any natural person or legal entity with whom MLL interacts and who poses, due to the nature of their business, a particular level of bribery risk. MLL affiliates and Associates are not considered Third Parties in this Policy.

References

- MLL Anti-Bribery Third Party Guideline
- New Business and Joint Ventures

Principles and Rules

Before entering into an agreement for new business or entering into a joint venture, adequate anti-bribery due diligence must be completed. In addition, a remediation plan should be developed and implemented to address identified issues.

Definitions

New business means any transaction involving the takeover or acquisition of all or any part of a third party or business, or the merger of a MLL business with another company or business.

Joint venture means any type of joint agreement or arrangement between MLL and one or more third parties to own and operate an enterprise as a separate business for the mutual benefit of MLL and the third party or parties.

Definitions

Books and records include accounts, invoices, correspondence, papers, CDs, tapes, memoranda and any other document or transcribed information of any type.

References

- Management Authorization Levels, also known as MALs
- MLL Financial Controls Manual
- MLL Accounting Manual

⁷Effective from May 15, 2023.

Implementation

Training

Associates must familiarize themselves with this Policy. Associates must be trained per the MLL-wide compliance training curriculum. Local MLL organizations may define additional training requirements.

Training requirements for Third Parties are defined by the Anti-Bribery Third Party Guideline in conjunction with the Training for Third Parties and External Service Providers Framework Guideline.

Reporting Potential Misconduct/Non-Retaliation

Any Associate with knowledge of suspected misconduct must report his or her suspicion promptly in accordance with the SpeakUp Office process.

Associates who report potential misconduct in good faith or who provide information or otherwise assist in any inquiry or investigation of potential misconduct will be protected against retaliation.

Breach of this Policy

Breaches of this Policy will not be tolerated and may lead to disciplinary and other actions up to and including termination of employment.

Responsibilities and Implementation

It is the responsibility of every MLL manager to implement this Policy within his or her area of functional responsibility, lead by example, and provide guidance to the Associates reporting to him or her. MLL managers must also seek to structure incentives and conduct performance assessments accordingly.

All Associates are responsible for adhering to the principles and rules set out in this Policy. The owner of this Anti-Bribery Policy is Ethics, Risk & Compliance

⁸*Effective from May 15, 2023.*

