1 ABOUT THIS POLICY

1.1 Together with the related documents referred to in this policy, this is the anti-bribery and corruption policy of SPD Swiss Precision Diagnostics GmbH and SPD Development Company Limited, together referred to as "SPD".

1.2 The purpose of this policy is to:

(a) set out the position of SPD on bribery and corruption, and the responsibilities of those individuals working for SPD, in observing and upholding SPD's position; and

(b) provide information and guidance on how to recognise and deal with bribery and corruption issues.

1.3 This policy applies to all SPD activities including business dealings and transactions in all countries in which it operates.

1.4 It is a criminal offence to offer, promise, give, request, or accept a bribe. Individuals found guilty can, for example, be punished by up to 10 years' imprisonment and/or a fine under the UK Bribery Act 2010. As an employer if SPD fails to prevent bribery, it can, for example, face an unlimited fine, exclusion from tendering for public contracts, and damage to its reputation.

On a broader scale, corruption undermines democracy, allows organised crime to prosper, disproportionately affects the poor, threatens sustained economic growth and is anti-competitive.

Therefore SPD takes its legal and ethical responsibilities very seriously and expects individuals to:

- act honestly and with integrity at all times and to safeguard the organisation's resources for which they are responsible; and
- comply with the spirit as well as the letter of the laws and regulations of all jurisdictions in which SPD operates.

2 WHO MUST COMPLY WITH THIS POLICY?

2.1 This policy applies to any individual working for SPD or on behalf of SPD in any capacity including third parties (which would include agents, contractors, suppliers, distributors, actual and potential customers, business contacts, advisers), wherever located.

2.2 A **government or public official** has a broad meaning and includes any person who performs public functions or who exercises a public function for any public agency or public enterprise such as professionals working for public health agencies or public hospitals, and officers exercising public functions in state-owned enterprises. An official or agent of a public international organisation such as the UN or WHO can be a government official.

POLICY STATEMENT

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

(ii) SPD is committed to ensuring full compliance with all anti-bribery and corruption laws and regulations, including the UK Bribery Act 2010, the Swiss Criminal Code and the Foreign Corrupt Practices Act in respect of its conduct at home and abroad.

(iii) All individuals working for or on behalf of SPD are required to comply with this policy, including any third party desiring a valued contractual relationship. Individuals working for SPD have the day-to-day responsibility for implementing this policy, dealing with any queries about it, and auditing internal control systems and procedures to ensure they are effective in countering bribery and corruption. The Legal Department is available for their support.

(iv) SPD encourages all individuals to report any suspicious activity that might breach this policy. The reporting of any breach or suspicious activity can be made in confidence, as detailed in section 4 "**How to raise a concern**".

3. What are bribery and corruption?

3.1 **Bribery** is offering, promising, giving or accepting any financial or other **advantage, to induce** the recipient or any other person to act improperly in the performance of their functions, **or to reward** them for acting improperly, or where the recipient would act improperly by accepting the advantage. An **advantage** includes money, gifts, loans, fees, hospitality, services, discounts, the award of a contract or anything else of value.

A person acts **improperly** where they act illegally, unethically, or contrary to an expectation of good faith or impartiality, or where they abuse a position of trust. The improper acts may be in relation to any business or professional activities, public functions, acts in the course of employment, or other activities by or on behalf of any organisation of any kind.

3.2 **Corruption** is the **abuse** of entrusted power or position for private gain. Facilitation payments, also known as "back-handers", or "grease payments", are typically small, unofficial payments made to secure or expedite a routine or necessary action (for example by a government official). Examples of a routine or necessary action to be performed by a government official include issuing permits, immigration controls, releasing goods held in customs. They are not common in the UK, but are common in some jurisdictions in which SPD operate. "Kickbacks" are typically payments made in return for a business favour or advantage.

3.3 **Gifts, hospitality and expenses** are acceptable only in the limitations set out below and within SPD Communications issued from time to time.

Anti-Bribery

Dos:	Don'ts:
• SPD's **zero-tolerance approach** to bribery and corruption must be communicated to all third parties including suppliers, contractors and business partners at the outset of SPD's business relationship with them and as appropriate thereafter.	• It is not acceptable for individuals working for SPD or on behalf of SPD to: (i) 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.

• Before SPD enters into a relationship with suppliers, distributors, agents or intermediaries, such third party must be made fully aware of their responsibility for and committed to complying with this policy. Note for SPD employees: see **Due Diligence Supplier Questionnaire** (**FORM-0281**), **Due Diligence Summary Form** (**FORM-0282**), **Supplier Evaluation and Approval Process** (WI-0259) and **Distributor Evaluation, Approval & Periodic Review Process** (WI-0477).	(ii) Give or accept a gift or hospitality during any commercial negotiations or tender process, if this could be perceived as intended or likely to influence the outcome. (iii) Accept a payment, gift or hospitality from a third party that you know or suspect is offered with the expectation that SPD will provide a business advantage for them or anyone else in return. (iv) Accept hospitality from a third party that is unduly lavish or extravagant under the circumstances. (v) Offer or accept a gift to or from government officials or representatives or politicians or political parties, without the prior approval of your manager. (vi) Threaten or retaliate against another individual who has refused to commit a bribery offence or who has raised concerns under this policy. (vii) Engage in any other activity that might lead to a breach of this policy.

Corruption, Facilitation Payments and Kickbacks

Dos:	**Don'ts:**
• If requested to make a payment on behalf of SPD, always verify what the payment is for and whether the amount requested is published and proportionate to the goods or services provided. • If any suspicions, concerns or queries about a payment under this policy, raise these immediately with the Legal Department. • If the payment is appropriate, always ask for a receipt which details the reason for the payment. • If the demand for a facilitation or bribery payment is accompanied by immediate threat of physical harm, put your safety first, make the payment and report immediately to your line manager. Record for the Legal Department all circumstances and amount of the payment made under duress. • SPD only makes charitable donations that are legal and ethical under local laws and practices.	• Do not make or accept facilitation payments or kickbacks of any kind. • Do not engage in any activity that might lead to a facilitation payment or kickback being made or accepted by SPD or on behalf of SPD, or that might give the appearance that such a payment will be made or accepted. • Do not make contributions to political parties.

Gifts, Hospitality and Expenses

SPD acknowledges that practice varies between countries and regions and what may be normal and acceptable in one country may not be in another. The test to be applied is whether in all the circumstances the gift, hospitality or payment is reasonable and justifiable. The intention behind it should always be considered.

Dos:	**Don'ts:**
• Reasonable and appropriate hospitality or entertainment given to or received from third parties for the following purposes are acceptable: (i) establishing or maintaining good business relationships; or (ii) improving or maintaining SPD's image or reputation; or (iii) presenting SPD's products and/or services effectively. • Giving and accepting of gifts of limited value (in 2018, the guidance is a limit of 50 USD or equivalent) is allowed if the following requirements are met: (i) it is not made with the intention of influencing a third party to obtain or retain business or a business advantage, or to reward the provision or retention of business or a business advantage, or in the explicit or implicit exchange for favours or benefits; (ii) it is given in the name of SPD, not in your name; (iii) it does not include cash or cash equivalent (such as gift certificates or vouchers); (iv) it is appropriate in the circumstances, taking account of the reason for the gift, its timing and value. For example, in the UK it is customary for small gifts to be given at Christmas, and in China it is customary for third parties to give small gifts; (v) it is given openly, not secretly; and (vi) it complies with any applicable law. • Promotional gifts of low value (as described above) such as branded stationery to or from existing customers, suppliers and business partners will usually be acceptable. Likewise, perishable goods which cannot be reasonably	• A payment in excess of genuine and reasonable business expenses (such as the cost of an extended hotel stay) is not acceptable. • Hotel costs are paid by the travelling party. SPD does not wish to pay for hotel accommodation if the trip can be done on a day's return. The hosting party may accommodate reasonable meals. • Expensive entertainment such as tickets (or an all-expense trip) to a major sporting event or other types of event are not acceptable.

sent back can be accepted if shared openly on the office floor for all colleagues. • Reimbursing a third party's expenses or accepting an offer to reimburse SPD's expenses (for example, the costs of attending a business meeting) would not usually amount to bribery.	

3.4 Potential risk scenarios: "Red flags"

Below is a list of watch-outs for potential red flags that may arise during the course of you working for SPD 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. If you encounter any of these red flags while working for SPD, you must report them promptly using the procedure set out in the **Whistleblowing Policy** or set out in paragraph 4 below.

Watch Out for RED FLAGS and escalate to LEGAL :

i. **HOW THE THIRD PARTY REQUESTS PAYMENT of invoices**:

- Third Party (i.e. contractor, service provider, or other) requires or demands an UPFRONT fee or commission before agreeing to enter into contract with SPD or represent SPD with an authority or Board of Health (BoH);
- Third-party requests part payment in CASH;
- Third-party requests invoice is to be made out to another COMPANY NAME or division;
- Third-party requests payments made to bank in a COUNTRY different from service;
- Invoice includes a 'SPECIAL FEE' or non-descript item which could be hard to understand - hence to explain;
- Third-party issues an invoice that is not in their standard format, but appears CUSTOMIZED;
- Third-party requests payment to "SOLVE ISSUE" in name of SPD, especially if BoH or other authority may be involved; and/or
- Third-party ignores request for a RECEIPT.

ii. **HOW A THIRD PARTY OPERATES:**

- The third-party ignores requests to document commitments;
- The third-party imposes the use of another party without informing us in advance to handle work with BoH or other authority; and/or
- Third-party gives disproportionate gifts beyond policy or asks you to provide entertainment.

iii. **REPUTATION of third-party:**

- You hear the third party might have engaged in improper business practice;
- You hear that entertainment/ gifts are customary with the third party and possibly "lavish"; and/or
- You see items of concern regarding the third-party or internet oddities in terms of ethical handling.

4. How to raise a concern and record keeping

4.1 Raise concerns about any issue or suspicion of bribery or corruption at the earliest possible stage. Concerns may be raised with your manager, HR, SPD Legal, the General Counsel and Chief Compliance Officer, or via the Whistleblowing Hotline on 0800 047 4037 (from the UK) or +44 161 836 9499 (from outside the UK). For employees, please also refer to the **SPD Whistleblowing Raising a Concern Procedure** (**GBDOC-DOC-0030**). If you are unsure about whether a particular act constitutes bribery or corruption or have other questions about these procedures or this policy, please contact the General Counsel and Chief Compliance Officer.

4.2 Individuals who refuse to accept or offer a bribe, or who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. SPD encourages openness and will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken.

SPD is committed to ensuring no one suffers any detrimental treatment as a result of refusing to take part in bribery or corruption, or because of reporting in good faith their suspicion that an actual or potential bribery or other corruption offence has taken place, or may take place in the future. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern. SPD employees can raise a concern with their manager, HR or the Legal Department.

4.3 Record keeping

It is SPD's policy to keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties. All accounts, invoices and other records relating to dealings with third parties including suppliers and customers should be prepared with strict accuracy and completeness. Accounts must not be kept "**off-book**" to facilitate or conceal improper payments.

Individuals must declare and keep a written record of all hospitality or gifts given or received. Note for SPD employees: all expense claims relating to hospitality, gifts or payments to third parties must be submitted in accordance with SPD's expenses policy and record the reason for the expenditure.

5. Breaches of this policy

5.1 Any SPD employee who breaches this policy will face disciplinary action, which would result in dismissal for misconduct or gross misconduct.

5.2 SPD may terminate its relationship with other individuals and organisations working on SPD's behalf if they breach this policy.