

ANTI-BRIBERY AND CORRUPTION POLICY

STATEMENT FROM THE CHIEF EXECUTIVE OFFICER

"Please read and understand this Anti-Bribery and Corruption Policy (ABC Policy), which has been approved by The Board. As you know, we are a leading contract drug development organisation and our ethos is to deliver the best and the safest products and services, whilst acting responsibly. This includes ensuring that we operate in a way that takes a hard-line approach against bribery and corruption. Your compliance with this policy will help uphold the integrity of our business and our legal commitments in relation to eliminating bribery and corruption."

Mark Corbett, CEO

INTRODUCTION

The purpose of this policy is to set out the values, principles, and responsibilities we adhere to and expect all personnel representing us or do business with us to comply with in relation to bribery and corruption.

This policy has been approved and implemented by tranScrip Limited and applies to all business units and group companies worldwide, including but not limited to Real Regulatory Limited, tranScrip Partners International Limited together with any of their subsidiaries ("tranScrip").

UK bribery laws (such as the Bribery Act 2010) also apply to actions outside the UK, meaning that we could be held liable for the actions of personnel and business partners wherever they are located. If such associated persons engage in bribery and corruption, there could be serious implications to tranScrip and its operations.

Bribery and corruption in any shape or form, whether direct or indirect, including through any associated persons such as third parties, agents and other intermediaries is prohibited.

WHO MUST COMPLY?

This policy applies to all staff, officers, and directors in all of our business units and group companies worldwide. It also applies to our agents, distributors, consultants, joint venture partners, contractors, advisors, other intermediaries and any other third parties acting on our behalf or representing us. All activities carried out on our behalf must be compliant with this policy regardless of local laws or culture.

WHAT IS BRIBERY?

Bribery is the offering, promising, giving or accepting of any financial or other advantage to or by another person, to obtain or retain a business or other advantage other than by legitimate and proper means, including but not limited to:

- a public official, at national, local or international level;
- a political party, party official or candidate; and
- a director, officer, employee or agent of another organisation or an individual.

Corruption includes solicitation of a bribe, whether or not coupled with a threat if the demand is refused.

A bribe is:

- any 'kick back' to government officials or to employees, their relatives, or business associates of the other contracting party;
- engagement of intermediaries to channel payments to government officials, or to employees of the other contracting party, their relatives or business associates; and
- any payment / advantage made to any person which is not fully and properly recorded in the terms of the contract by which we do business.

HOW DO YOU COMPLY?

You must:

- ❖ read this policy;
- ❖ ensure you understand the principles of it in the context of your role;
- ❖ commit to applying these principles in your role in all respects; and
- ❖ participate fully in and complete all training provided by tranScrip.

You may also be required to provide written confirmation that you have read and that you will comply with this policy.

WHAT HAPPENS IF YOU DO NOT COMPLY?

We will consider taking disciplinary action, up to and including dismissal against anyone who fails to comply with this policy.

Failure to comply with this policy may be reported to the police and/or the relevant authorities or regulators and may subject you to criminal prosecution under UK bribery laws, which can result in a fine and/or up to a maximum of ten years imprisonment.

A breach of this policy could also result in tranScrip breaching UK bribery laws, which could lead to serious implications to tranScrip and its operations, including unlimited fines and irreparable damage to tranScrip's brand.

WHAT YOU CAN / CANNOT DO

We always

- ✓ Seek to avoid even the appearance of wrongdoing.
- ✓ Record all payments and benefits provided to anyone we engage with.

- ✓ Report any attempts to bribe us or solicit bribes from us.
- ✓ Report any suspicions we have of bribery or corruption.

We never

- X Offer, pay, solicit or accept bribes in any form, including 'facilitation payments' (see below).
- X Participate in any form of corrupt behaviour.
- X Engage public officials to provide services without approval from the Board.
- X Hide or fail to record accurately and completely the true nature of our activities.
- X Fabricate or interfere with tranScrip's books or records.
- X Pay more than the fair market value for goods and services.
- X Make unauthorised payments to anyone, anywhere, to obtain any advantage.
- X Appoint any third party or business partner to act on behalf of tranScrip who you know or have good reason to believe to have engaged in any corrupt or unlawful conduct (including any offences under UK bribery laws).
- X Pay anyone to open doors and make connections other than legitimate vendors duly appointed for business development activities with the approval of the CEO.

Facilitation payments

Facilitation payments are payments made to public officials as a bribe to secure or accelerate the performance of a standard or necessary action or level of service.

The only exception to paying a facilitation payment is where there is a risk to your personal safety. If a facilitation payment is made in such circumstances, it must be reported as soon as practicable or possible to tranScrip's Anti Bribery and Corruption Compliance Officer (ABC Compliance Officer), so that it can be recorded, and, if necessary, reported.

ENGAGING SUPPLIERS AND PARTNERS

Bribery and corruption risks often arise from the conduct of our suppliers and partners. Consequently, you must mitigate these risks in accordance with the guidance below.

If there is a high bribery risk, you must consult with the ABC Compliance Officer before:

- appointing a new or retaining an existing supplier or business partner;
- entering a new or continuing partnership or joint venture; or
- appointing a new or retaining an existing agent / distributor / consultant / other third party to work on tranScrip's behalf.

There will be a high bribery risk if:

- a new or existing supplier or business partner obtains official permits or authorisation from public officials or agencies, or pays taxes, duties or similar fees, on behalf of tranScrip in any jurisdiction with high bribery risk;
- you are aware of concerns regarding the integrity or ethical standards of a supplier or business partner;

- there is any other reason to suspect that there is a high risk of corruption or bribery associated with the new or existing supplier or business partner; or
- the new or existing supplier or business partner operates from or in a jurisdiction with high bribery risk.

Joint Ventures, Agents, Distributors, Consultants and Other Third Parties

Whenever we do business with a joint venture, agent, distributor, consultant or other third party, we will investigate such associated person to determine the reputation, beneficial ownership, professional capability and experience, financial standing and credibility of such associated person. We will also consider the associated persons record of adherence to applicable laws (including UK bribery laws).

You are responsible for monitoring ongoing activities with any associated person you engage with and to report any concerns you have to the ABC Compliance Officer.

Contract procedures

Unless otherwise approved by the Board, all contracts we enter must include our standard anti-bribery and corruption clauses. These clauses will enable us to terminate contracts if bribery and corruption is established.

GIFTS, HOSPITALITY AND ENTERTAINMENT

General

We recognise that in the ordinary course of business, gifts, hospitality, and entertainment is provided and accepted without amounting to a bribe. In addition, to refuse gifts, hospitality and entertainment can cause offence, which is not the intention of tranScrip's policy.

This section provides you with guidance on:

- what constitutes appropriate gifts, hospitality, and entertainment;
- when the receiving or giving of gifts, hospitality and entertainment should be avoided;
- the thresholds for seeking approval for gifts, hospitality and entertainment; and
- the requirements for logging any gifts, hospitality and entertainment on tranScrip's Gift Register.

Please also ensure you adhere to tranScrip's Travel and Expenses Policy at all times.

Gifts

- You should follow the approval and notification process in relation to all gifts (detailed below).
- You may accept low value token gifts such as branded pens or stationery without approval.
- Unless approved by the ABC Compliance Officer, gifts should not be offered or given to any associated person.
- You should not solicit gifts from any associated person.

Hospitality / Entertainment

You may receive invitations from third parties to attend corporate hospitality or entertainment events.

Hospitality or entertainment may only be accepted if:

- the third party does not pay any associated accommodation or (more than trivial) travel expenses;
- the entertainment or hospitality and/or acceptance of it will not be interpreted as a reward, inducement or encouragement for a favour or preferential treatment;
- the frequency of hospitality or entertainment invitations from a third party is not excessive. You should not accept invitations from the same third party more than twice in any financial year without approval of the ABC Compliance Officer;
- it is not unduly extravagant;
- it is proportionate in the context of the business relationship;
- the third party's behaviour and reputation are in line with tranScrip's company values; and
- in accordance with tranScrip's approval and notification process (detailed below).

Reciprocal hospitality or entertainment may be offered but will first need to be approved by the ABC Compliance Officer.

Prior approval

Whether given or received, gifts and entertainment must be approved and notified in accordance with the table below.

Equivalent value (including VAT)	Approval required?	Notification required and entry in Gifts Register?
Less than £50	Self-approval, subject to overall policy compliance	No. However, the relevant gift, hospitality or entertainment will require entry (even if the value is less than £50) if offered by or the same connected persona more than twice in a 12-month period. If in doubt seek approval from the ABC Compliance Officer
£50 or more but less than £100	Line Manager approval	Yes
£100 or more	Line Manager approval and must be approved in advance by a director If you are a director, you must obtain approval from another director in advance	Yes

International travel and accommodation elements of hospitality or entertainment package (any value)	Line Manager approval and must be approved in advance by tranScrip's Managing Partner and ABC Compliance Officer	Yes
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Gift Register

You are required to declare and complete a written record of gifts, hospitality and entertainment offered or received and any gifts, hospitality and entertainment received or declined in the Gift Register. The Gift Register shall be maintained by and subject to review by the ABC Compliance Officer and HR.

Business travel and accommodation – without hospitality or entertainment

Third parties may offer to pay for travel and / or accommodation where no hospitality or entertainment is being provided, such as the attendance of business meetings. If the travel and accommodation is not lavish or extravagant and is in line with the level/nature of expense which would be allowable under the group expenses policy, then this will not require prior approval. However, if the travel or accommodation is in excess of the level/nature of what is claimable under the group expenses policy, you must first seek approval from the ABC Compliance Officer to ensure there are no grounds to suggest any intention to tempt or reward inappropriate conduct. If you are unsure or wish to clarify, please liaise with the ABC Compliance Officer.

Any additional element of hospitality or entertainment offered in the context of overseas business travel is subject to the rules set out above and tranScrip's Travel and Expenses Policy. If there is any possibility that anything paid for by the third party could be deemed as hospitality or entertainment, it must be recorded in the Gift Register.

POLITICAL AND CHARITABLE CONTRIBUTIONS

Sponsorship or charitable donations might amount to bribery or corruption if not undertaken for the right reasons. The business will not make any contributions to groups or charities related to political causes.

We are not against sponsorship or charitable donations in all cases. As a business, we are pleased to support deserving causes, but not in the expectation of any reward or influence in return.

All requests for sponsorship must be directed through the ABC Compliance Officer in advance. If appropriate, any donation (regardless of amount) will then be authorised and approved by the ABC Compliance Officer.

REPORTING AND QUERIES

We are committed to conducting business with honesty and integrity, and we expect all personnel to maintain high standards. However, all organisations face the risk of things going wrong from time to time, or of unknowingly concealing illegal or unethical conduct.

It is important that if you suspect a breach of this policy that you speak up immediately. Breaches, whether confirmed or suspected, raised internally or by business partners, must be reported as soon as possible to your Line Manager or a member of the Management Team and the ABC Compliance Officer.

We would encourage you to seek advice internally through the procedures detailed in our Whistleblowing Policy, which is available from HR before raising concerns externally. If you do feel the need to report a concern externally, the independent whistleblowing charity, Protect, operates a confidential helpline (020 3117 2520) where you can report ABC concerns.

If you have any questions about this policy and how it applies to you, please contact the ABC Compliance Officer.

ABC Compliance Officer Details	
Name	
Tel	
Email	

FURTHER INFORMATION

Compliance Lead	Kate Dawson, ABC Compliance Officer
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