

iNova Anti-Corruption Policy

iNova Pharmaceuticals (**iNova**) is firmly committed to conducting its business in an ethical manner and in compliance with anti-bribery and anti-corruption laws in all countries in which iNova operates.

This policy (**Policy**) applies to all employees, officers, agents and contractors of iNova (including owned or affiliated companies) worldwide including Intermediaries and their employees, officers, agents and contractors (**Representatives**). All Representatives must read and acknowledge this Policy before or upon commencing their employment or engagement, and thereafter as required by iNova.

The obligations set out in this Policy set out a minimum standard. To the extent that local laws, regulations, industry codes or other iNova policies impose specific requirements or more rigorous obligations (for example, in terms of regulating payments or transfer of value to Government Officials or Healthcare Professionals), Representatives must comply with those requirements or obligations.

This Policy should be read in conjunction with [iNova's Code of Conduct](#).

1. Prohibited conduct

iNova strictly prohibits the provision or offer of any Bribe by any Representative to any Government Official, Healthcare Professional or actual or potential iNova customer anywhere in the world.

Without limiting the foregoing prohibition in any way, by way of example, the following conduct is specifically prohibited:

- Paying any fee, incentive or commission to a Healthcare Professional with the intention of influencing a Healthcare Professional's decision to prescribe or recommend an iNova product.
- Engaging a Healthcare Professional to provide consulting services that are not required for a bona fide purpose or for a fee that is above the fair market value for those services.
- Paying compensation to Healthcare Professionals to participate in unnecessary market research.
- Providing product samples to Healthcare Professionals for their personal use or for a purpose other than gaining familiarisation with the product.
- Paying "grease" or "facilitation payments" to expedite regulatory submissions.
- Paying any Government Official for the award of a government contract or the provision of non-public information about a government tender.
- Gifting a luxury item to a Government Official to influence his or her influence decision to grant any licence or waive any licensing requirements.
- Hiring a family member of a Government Official in exchange for the Government Official using his or her influence to stop a facility inspection from proceeding or an adverse report being issued.

- Making an “off the books” payment to a category manager at a major customer on the understanding that the category manager will exclusively stock iNova products.
- Paying the travel expenses of any customs agent to secure expedited customs clearance of iNova products.

iNova also strictly prohibits the solicitation, acceptance or receipt of any Bribe by any Representative anywhere in the world.

Any Bribe that is offered to a Representative or solicited from a Representative, or any extortion attempt by any third party, must immediately be reported to the Legal team who will provide further direction.

2. High-risk activities

In most markets in which iNova operates, interactions with Healthcare Professionals and Government Officials that are deemed “high risk” from a bribery and corruption perspective are already prohibited or regulated by local laws, regulations and/or industry codes.

In addition, iNova has a number of written policies and procedures that specifically prohibit or regulate high risk activities.

Such high risk activities include:

Regulatory submissions – Regulatory submissions must be prepared, submitted and managed in accordance with local, regional or group procedures and policies. In no circumstances should any payment be made to any Government Official to expedite the review or influence the outcome of any regulatory submission. Additionally, in no circumstances should personal relationships between Representatives and Government Officials be exploited to exert undue pressure or inappropriate influence over Government Officials with respect to any regulatory submissions.

Government tenders and pricing and reimbursement decisions – All tender responses (including for private tenders) and pricing/reimbursement submissions must be prepared, submitted and managed in accordance with local, regional or group procedures and policies. In no circumstances should any payment be made to any Government Official to influence the award of any tender or the outcome of any pricing/reimbursement decision. Additionally, in no circumstances should personal relationships between Representatives and Government Officials be exploited to exert undue pressure or inappropriate influence over Government Officials with respect to any Government tenders or pricing/reimbursement decisions.

Government relations (ie. lobbying) – In addition to the other requirements for engagement of an Intermediary, lobbyists or Government relations consultants must not be engaged without the written approval of the General Counsel.

Hospitality – Hospitality may be provided to Healthcare Professionals only in circumstances permitted by local laws and regulations, and in compliance with such laws and regulations (including in compliance with any caps on hospitality that may apply). The [iNova Sales and Marketing Guide](#) sets out specific guidance with respect to the provision of hospitality to Healthcare Professionals and also non-Healthcare Professionals. Hospitality may only be provided to Government Officials with the prior written approval of the General Counsel. Entertainment may not be provided to Healthcare Professionals or Government Officials without the prior written approval of the General Counsel.

Company events – Company events must strictly comply with local laws and regulations, including in relation to the medical vs promotional content, the provision of hospitality and the venue. The iNova Sales and Marketing Guide sets out specific guidance with respect to the conduct of Company events. Representatives must ensure that Company events serve an appropriate and

ethical business purpose, and do not interfere with the Healthcare Professional's independent medical judgement.

Travel and accommodation - Healthcare Professionals may be provided with travel and accommodation in circumstances permitted by local laws and regulations, and in compliance with such laws and regulations. In no circumstances may the travel or accommodation of partners, family members or guest of a Healthcare Professional be paid for or subsidised. Travel and accommodation must only be provided directly in association with an iNova hosted or sponsored event or engagement, meaning that extensions of travel or accommodation beyond the dates of such event or engagement are not permitted. Travel must be by the most direct route available and economy class only, unless business class travel is expressly permitted by local laws or regulations. Accommodation must not be lavish and should be selected based on proximity to the relevant event or engagement. Each local market must implement procedures and protocols, both internally and with their travel provider, to ensure that Healthcare Professionals cannot directly modify their travel arrangements and that appropriately trained personnel are responsible for booking all Healthcare Professional travel and accommodation. Travel and accommodation should not be provided to or reimbursed for any Government Official in any circumstances.

Gifts and brand reminders – In many of the markets in which iNova operates, the provision of gifts and/or brand reminders to Healthcare Professionals and Government Officials is strictly prohibited or regulated by local laws or regulations. Even if permitted by local laws and regulations, gifts and benefits are required to be modest and appropriate – brand reminders must be of nominal value. Specific guidance on gifts and benefits is set out in the Sales and Marketing Guide.

Fee for service arrangements – Healthcare Professionals may only be engaged under fee for services arrangements (eg. consulting or speaking engagements) for a bona fide clinical/medical purpose and the fees paid must accord with local fair market values. Government Officials should not be engaged under any fee for service arrangement without the express consent of the General Counsel.

Sponsorships and grants – The iNova Sponsorships, Grants and Donations SOP sets out specific guidance with respect to the internal approval process for sponsorships and grants, and associated requirements (such as the requirement to have a written sponsorship or grant agreement).

Political and other donations – In accordance with the Sponsorships, Grants and Donations SOP, political and other donations must not be made by or on behalf of iNova unless expressly authorised by the Group CEO and the General Counsel.

3. Engaging Intermediaries

iNova may be held legally responsible for the improper conduct of Intermediaries. Intermediaries must therefore be properly assessed for Compliance-related risks prior to being engaged by iNova. Intermediaries must also agree (in writing) to comply with and be trained on this Policy.

Due diligence must be undertaken prior to entering into any agreement or transaction with an Intermediary, and again during the life of the arrangement if there is any material change in the business of the Intermediary or the nature of the engagement. Due diligence must also be conducted when acquiring a business or company, or when entering into a joint venture, co-marketing or co-promotion agreement.

Any Representative proposing to engage an Intermediary will be responsible for:

- sending out a third party due diligence questionnaire to be completed by the prospective Intermediary;
- completing a business sponsor questionnaire; and

- initiating due diligence through the Legal team and obtaining any additional information requested by the Legal team in order to conduct due diligence.

Following the completion of due diligence, the Legal team will advise the Representative whether there are any serious “red flags” that may impact any decision to engage the Intermediary. If the decision to engage or not engage an Intermediary cannot be resolved between the Legal team and the Representative, the matter must be escalated to the General Counsel and the Group CEO for determination.

The Intermediary due diligence workflow is set out in **Annexure A**.

Representatives must report any red flags that arise with respect to any Intermediary or prospective Intermediary, such as:

- any family relationship(s) between the Intermediary and any Healthcare Professional or Government Official, or promises of a “special relationship” or connection with a Government Official;
- fees that are inconsistent with fair market value, or any request for an unusually high commission;
- any request for “off-the-books” payment, or payment to a different entity;
- any request for additional funds in order to “facilitate” or “expedite” services;
- refusal to provide detailed invoices, or failure to provide transparent documentation around expenses; and/or
- an usual number of petty cash transactions in connection with business activities that may involve Healthcare Professionals or Government Officials.

4. Record keeping

Payments, benefits, favours or transfers of value provided by or on behalf of iNova to Healthcare Professionals and/or Government Officials (including professional service fees, hospitality, sponsorships, donations, and grants) must be fully and accurately recorded by Representatives.

Payments, benefits, favours or transfers of value must not be concealed or made “off the books” under any circumstances.

5. Auditing and monitoring

iNova will periodically audit and monitor the compliance of Representatives with this Policy through internal or external audits.

6. Annual training and certification

Representatives will be required to successfully complete training on this Policy, and certify compliance with this Policy, on an annual basis.

7. Reporting breaches

Representatives who believe their conduct, or the conduct of any other Representative, breaches (or may breach) this Policy must report the matter promptly to the General Counsel (unless the General Counsel is the subject of such report, in which case the report should be forwarded to the Group CEO).

An alternative reporting process is available via the iNova Ethics Point site located at www.inovapharma.ethicspoint.com. Reports can be submitted on an anonymous basis by phone (local phone numbers will be displayed when you select your location) or via the online contact form. Representatives may use the service 24 hours a day, 7 days a week and reports can be submitted in local language.

Retaliation in any form against an employee who raises a grievance or complaint in good faith will not be tolerated. However, complaints that are proven to be malicious or vexatious may result in formal disciplinary action.

8. Investigations

The General Counsel will be responsible for managing or directing the investigation of any alleged breaches of this Policy.

Depending on the nature of the alleged breach, the General Counsel may retain third parties, including outside legal counsel, to investigate and advise on the alleged violation.

An investigation may include interviews with individuals named in the complaint and, where necessary, witnesses to the conduct that is the subject of the complaint. Representatives are expected to cooperate with and maintain the confidentiality of any such investigation.

The General Counsel may:

- (a) recommend any action (including disciplinary action) which he or she considers appropriate with respect to any report; and
- (b) report any issues and/or investigations to the iNova Executive Team.

To the fullest extent possible, iNova shall endeavour to maintain the anonymity of any person making a complaint, individual(s) named in the complaint and any individual(s) participating in an investigation. However, legal or business requirements may not allow for complete anonymity.

9. Consequences of breach

Any breach of this Policy may lead to disciplinary or remedial action, which may include oral or written reprimand, demotion, withdrawal of or ineligibility for benefits (such as bonus payments), suspension or termination.

Breaches involving criminal activity may also need to be reported to the police or applicable Government agency.

Disciplinary or remedial action may also be taken:

- when a Representative fails to report or withholds relevant information concerning a breach of this Policy, or fails to cooperate with a related investigation; or
- when there has been inadequate management or lack of diligence by a manager or manager in connection with a breach of this Policy.

10. Definitions

For the purposes of this Policy:

Bribe means the provision or promise of any payment, benefit, favour or thing of value to a recipient where the intent is to influence the recipient's performance of his or her duties for an improper benefit or business advantage.

Government Official means:

- officers, employees or contractors of the Government or any Government agency;
- elected officials or candidates for political office;
- directors, officers and employees of non-governmental international organizations (eg. World Health Organization);
- any member of a royal or ruling family; and
- any person with the responsibility to allocate or influence expenditures of Government funds, including persons serving in unpaid, honorary or advisory positions.

It includes any Healthcare Professional working in, on behalf of, or otherwise affiliated with a Government healthcare facility, institution, university or hospital, as well as any Healthcare Professional paid in whole or in part by a public healthcare system.

Healthcare Professional means any individual in a position to recommend, prescribe or influence the purchase of iNova products, including: medical practitioners, psychologists, dentists, pharmacists, optometrists, chiropractors, physiotherapists, nurses and any other person deemed a healthcare professional under local laws and regulations. The local definition may also include pharmacy assistants, natural health practitioners, wholesalers of therapeutic goods and purchasing officers in hospitals.

Intermediary means any third party that represents or acts on behalf of iNova in dealings with Healthcare Professionals or Government Officials, and may include distributors, outsourced sales force, regulatory consultants, lobbyists, customs agents, and international logistics providers.

ANNEXURE A – INTERMEDIARY DUE DILIGENCE & ENGAGEMENT PROCESS

