

## 1. SUMMARY OF CHANGES

This Policy was revised to improve clarity and alignment with current standards. Key changes include:

- Inclusion of references to the Conflict of Interest Policy.
- Updated gift value thresholds.
- Reinforced Anti-Bribery and Anti-Corruption clauses in the Third-Party Representative section.

## 2. PURPOSE

At BIAL, we are committed to upholding the highest standards of ethics, integrity, and transparency across all our activities. This Anti-Bribery and Anti-Corruption Policy ("Policy") sets forth BIAL's commitment to ensuring that BIAL, its affiliates, and all individuals or entities acting on BIAL's behalf abide with all international and local Anti-Bribery and Anti-Corruption Laws (as defined below) in the countries where we operate.

BIAL strictly prohibits any form of bribery or corruption - whether involving a Government Official (as defined below) or a private sector party, and whether conducted directly or indirectly through a Third-Party Representative (as defined below). This includes giving, offering, promising, or receiving Anything of Value (as defined below), with the intent, or even the appearance, of obtaining an improper business advantage for BIAL. For example, this may include an improper inducement for a healthcare professional or other decision maker to approve, reimburse, prescribe, purchase or recommend or otherwise influence decisions related to a BIAL product or service.

The principles set forth in this Policy are supported by a framework of internal procedures and guidelines, available on BIAL's intranet, and reinforced through ongoing training and guidance provided by the Corporate Compliance Department. Collectively, these resources govern our daily interactions with healthcare professionals, individual and corporate entities, business partners, and other external stakeholders with whom we do business.

## 3. SCOPE

The aim of this Policy is to ensure compliance with Anti-Bribery and Anti-Corruption Laws in the jurisdictions where BIAL operates and to establish a consistent, proportionate, and practical framework based on core requirements and minimum standards.

This Policy applies to all employees and officers of BIAL Group, including all personnel with an employment relationship with BIAL, members of the corporate bodies, executives, managers and executive officers of BIAL (collectively "BIAL Personnel"). In addition, BIAL expects all Third-Party Representatives to comply with the principles set forth in this Policy.

This Policy should be read in conjunction with applicable local Anti-Bribery and Anti-Corruption Laws and internal policies. In certain jurisdictions, local legislation or internal procedures may impose stricter or additional requirements. In cases of discrepancy, the more stringent standard shall prevail.

## 4. ASSOCIATED DOCUMENTS

[HQ-CR11](#): Purchasing Policy

[HQ-CR28](#): BIAL Code of Ethics and Conduct

[HQ-CCPGP1](#): Speak-up Channels

[HQ-CCPGP3](#): Services Agreements with Healthcare Professionals and Healthcare Organisations

[HQ-CCPGP4](#): Interaction with Government Officials

[HQ-CCPGP5](#): Hospitality

[HQ-CCPGP6](#): Scientific and Educational Events

[HQ-CCPGP7](#): Items of Medical Utility, Gifts and Courtesy Items

[HQ-CCPGP8](#): External Funding

[HQ-CCPGP11](#): Conflicts of Interest Policy

The latest updated version of the above documents shall be always consulted.

## 5. SPECIFIC TERMS

**Anti-Bribery and Anti-Corruption Laws:** Refers to international and local laws that collectively prohibit bribery and corruption. This includes, but is not limited to, the U.S. Foreign Corrupt Practices Act (FCPA) and the U.K. Bribery Act, and other applicable national laws. These laws commonly require organizations to implement effective internal controls, maintain accurate and completed books and records. Violation may constitute criminal offenses, subject to fines and imprisonment. Individual liability may extend to those who plan, execute, authorize, or knowingly overlook such misconduct.

**Anything of Value:** Shall be interpreted broadly to cover anything that may confer a personal or professional benefit to the recipient. This includes, but is not limited to: cash, money, gift cards, discount cards, goods, and services (such as consulting agreements, speaker fees, research agreements, employment offers, sponsorships, honoraria, commissions, rebates, loans, travel, hospitality, meals, favours, entertainment, political contributions, donations, grants, and gifts).

**Bribe:** The offering, giving, or promising (or authorizing someone to offer, give, or promise) of an improper benefit, directly or indirectly, with the intent to influence or reward the behaviour of any individual - whether from public or private sector – in order to obtain or retain a commercial, contractual, regulatory, or personal advantage.

**Charitable Contributions:** Anything of Value provided to a non-profit organization, charity, or private foundation. Such contributions must not serve as a substitute for improper influence or be used to secure a business advantage. They must be granted transparently, based on objective, documented criteria.

**Conflict of interest:** Situation - actual or potential - where an individual's personal interests interfere with or creates a conflict with their professional responsibilities. This can compromise the impartiality and objectivity of their decisions or actions.

**External Funding:** Includes grants, donations, or membership fees provided to legitimate organizations in support of their mission to improve healthcare, advance scientific/medical knowledge, or benefit communities.

**Facilitation Payments:** Also known as 'back-handers' or 'grease payments', these are unofficial payments made to secure or expedite a routine or necessary action (for example by a Government Official) to which BIAL is already entitled, and/or which is not required by law. Examples include the

processing of governmental paperwork, issuing authorisation or licenses, clearing goods through customs loading, or delivering mail.

**Gift:** Anything of value given without expectation of consideration or value in return, typically as a sign of appreciation, or goodwill, or to foster business relationships.

**Government Official:** Refers to (i) any officer or employee of a government or any department, agency, or instrumentality of a government (which includes public enterprises, and entities owned or controlled by the state); (ii) any officer or employee of a public international organisation (for example, the World Bank or United Nations); (iii) any officer or employee of a political party, or any candidate for public office; (iv) any person defined as a government or public official under applicable local laws (including Anti-Bribery and Anti-Corruption laws) and not already covered by any of the above; and (v) any person acting in an official capacity for or on behalf of any of the above.

This definition also includes close family members of Government Official, meaning individuals who have a close familial or domestic relationship with a Government Official, such as: a) the Government Official's spouse or domestic partner, and their children; b) the Government Official's own children; c) any dependants of the Government Official or of their spouse or domestic partner. "Dependants" refers to individuals who rely on the Government Official (or their spouse/domestic partner) for financial support or care, whether partially or fully. This may include children, stepchildren, elderly parents, or other persons living in the same household.

**Third-Party Representative:** Refers to any external individual or entity authorized to act for or on behalf of BIAL. This includes but is not limited to: distributors, contractors, subcontractors, regulatory intermediaries, advisors, consultants, clinical research organizations, market research firms, meeting planners, agents, and contract manufacturing organizations.

## 6. RESPONSIBILITIES

All BIAL Personnel and Third-Party Representatives are expected to be familiar with, and comply with this Policy and immediately report, actual or suspected violations through BIAL's Speak-Up Channels, in accordance with the global procedure HQ-CCPGP1: Speak-up Channels.

BIAL Personnel with management duties or with supervisory responsibilities are expected to lead by example and provide guidance to their teams.

Maintaining sufficient, detail and accurate documentation is key to ensure transparency, demonstrate BIAL's commitment to anti-bribery and anti-corruption, and enable effective oversight. All BIAL Personnel are responsible for ensuring that business and financial records are always accurate, complete and describe the legitimate nature and rationale of the transactions. Such records must allow regulators, authorities, BIAL's Corporate Compliance team, and auditors to access the information and verify the substance of transactions.

## **7. INTEGRITY AND ANTI-BRIBERY AND ANTI-CORRUPTION PRINCIPLES IN BUSINESS INTERACTIONS**

### **7.1. ZERO TOLERANCE**

Bribery and corruption undermine fair competition, hinder economic development, and contribute to social inequality. They are unethical, violate BIAL's core values, and are criminal offenses under the laws of the jurisdictions in which BIAL operates.

BIAL has a zero-tolerance approach to any form of bribery or corruption, whether committed directly or indirectly through third parties.

### **7.2. PROHIBITED PAYMENTS**

All BIAL Personnel and Third-Party Representatives are strictly prohibited from engaging in bribery or corrupt practices, whether in the public or private sector, and whether directly or indirectly. This includes offering, promising, authorising, soliciting, or accepting any financial or other advantage to improperly obtain or retain business or to secure an unfair business advantage.

The use of personal funds to circumvent this Policy is also prohibited. All BIAL related business activities must be carried out with integrity, reflect our ethical standards and comply fully with this Policy and applicable Anti-Bribery and Anti-Corruption Laws.

**Below is a non-exhaustive list of activities and interactions where particular care needs to be taken to comply with this Policy:**

#### **A. Facilitation Payments**

BIAL does not make, and will not accept, Facilitation Payments of any kind and therefore all BIAL Personnel are strictly prohibited from, directly or indirectly, making any kind of Facilitation Payments.

If someone requests a payment on BIAL's behalf, all BIAL Personnel must always verify the legitimacy of the request, confirm that the amount is proportionate to the goods or services provided and request a receipt detailing the purpose of the payment.

Any suspicions, concerns, or irregularities regarding a payment, must be immediately report through BIAL's Speak-Up Channels, in accordance with the global procedure HQ-CCPGP1: Speak-up Channels.

#### **B. Charitable Contributions**

BIAL only makes Charitable Contributions that are lawful, ethical, and compliant with applicable local laws, regulations and industry codes. Such contributions may only be made to legitimate charitable organisations and must never be used to secure a business advantage or improperly influence a decision-maker.

Prior to any Charitable Contribution, due diligences shall be performed to confirm the legitimacy of the beneficiary and assess whether any relationship exists with Government Officials, Healthcare Professionals, Healthcare Organisations, or Patient Organisations that may present a potential

Conflict of Interest, in accordance with the global procedures HQ-CCPGP4: Interaction with Government Officials and HQ-CCPGP8: External Funding.

All Charitable Contributions must be documented clearly stating the purpose, amount, and intended use of the Charitable Contribution.

### **C. Political contributions**

Political contributions or sponsorship of political events are not allowed. This includes any form of financial support such as cash, deposits, or transfers of value intended to influence the outcome of an election, support a political campaign, or secure an appointment to public office — whether at the local, regional, national, or international level.

This Policy recognizes the rights of the BIAL Personnel to engage in personal activity and make personal political contributions in their own name and capacity. However, it must be absolutely clear that such actions are undertaken independently and do not represent or involve BIAL any way.

This prohibition does not include other legitimate contributions or donations to charitable or community-focused organisations, provided that they are not connected to political activity, and comply with applicable laws, industry codes, and internal procedures.

### **D. Gifts and hospitality**

BIAL prohibits the offering and the acceptance of Gifts unless all the following conditions are met:

- i) It is permitted under applicable laws and local industry codes;
- ii) It is of reasonable value;
- iii) It serves a legitimate business purpose and cannot be perceived as an attempt to influence a business decision or create a conflict of interest.

All Gifts offered by BIAL Personnel or on behalf of BIAL are considered corporate gifts and must comply with the above conditions.

The concept of "reasonable value" must be assessed on a country-by-country basis, taking into account the applicable laws and local industry codes. Unless more restrictive local rules apply, BIAL adopts the following internal thresholds, which apply per recipient and per occasion:

Role of Giver	Maximum Value
Employee	Up to €30
Executives	Up to €75
CEO, Executive Committee or Board members	Up to €150

Gifts of any kind - including personal gifts, cultural tokens, or promotional material, whether branded or not - must not be offered to Healthcare Professionals or their family members, unless explicitly permitted by applicable laws in the country of the recipient.

Hospitality may only to be offered when it is modest, culturally appropriate, and directly related to a legitimate business interaction.

The use of personal funds or third parties to circumvent these requirements is strictly prohibited.

As applicable, BIAL's global procedures HQ-CCPGP5: Hospitality and HQ-CCPGP7: Items of Medical Utility, Gifts and Courtesy Items shall also be consulted and followed.

The acceptance of Gifts or hospitality by BIAL Personnel is governed by the HQ-CCPGP11: Conflicts of Interest Policy, which outlines the applicable thresholds, approval processes, and reporting obligations.

#### **D. Conflict of interests**

All BIAL Personnel is responsible for identifying, disclosing, and managing any situation in which they have - or could be reasonably perceived as having - a conflict of interest, in accordance with HQ-CCPGP11: Conflicts of Interest Policy.

Personal interests must never take precedence over, or improperly influence, business decisions. A conflict of interest arises when such interests unduly influence - or appear to influence - judgments, decisions, or actions. This can compromise our ability to perform duties objectively and effectively and may result in legal and regulatory consequences.

All business decisions must be governed by good judgement, not personal or outside interests.

#### **E. External Funding**

BIAL may provide funding or support to external organizations, provided that:

- i) It is permitted under by applicable laws and relevant industry codes;
- ii) It supports a legitimate business purpose, such as supporting medical education, advancing scientific knowledge, patient welfare or community benefit; and
- iii) It complies with this Policy and the global procedure HQ-CCPGP8: External Funding.

Sponsorships to scientific or educational events must also comply with the global procedure HQ-CCPGP6: Scientific and Educational Events.

All support must be transparent, appropriate, and properly documented, and free from any intent to improperly influence business decisions or gain an unfair advantage.

#### **F. Consulting arrangements**

Consulting arrangements with Third-Party Representatives may pose a heightened Anti-Bribery and Anti-Corruption risks particularly if the individual or entity is – or may be perceived to be - engage to obtain an improper business advantage.

To mitigate these risks, such arrangements are only permitted if all the following conditions are met:

- i) There is legitimate business need;
- ii) The scope of work is defined and documented;
- iii) The compensation reflects the fair market value for the services provided;
- iv) The arrangement is permitted under applicable laws, with this Policy, and the global policy HQ-CR11: Purchasing Policy.

Additional procedures apply:

- For consulting arrangements with Government Officials (e.g., speaker or advisory role), the global procedure HQ-CCPGP4: Interaction with Government Officials must be followed.
- For consulting arrangements with Healthcare Professionals, the global procedure HQ-CCPGP3: Services Agreements with Healthcare Professionals and Healthcare Organisations must be followed.

All consulting engagements must be properly documented, transparent, and must never be used to improperly influence decisions or create actual or perceived conflicts of interest.

### **G. Transactions**

Cross-border transactions may present heightened risks of economic crimes (e.g. money laundering, tax evasion, and breaches of foreign exchange controls). All such transactions must have a legitimate, reasonable and transparent purpose, and comply with applicable laws and regulations.

All permitted transactions shall be paid in the country where the service provider resides or conduct business. Payments to offshore payments are considered red flags and may only be made if they are legal, justified, transparent and approved in accordance with BIAL's internal procedures.

### **H. Third-Party Representatives**

Third-Party Representatives can expose BIAL to risk if they do not operate according to ethical business standards. Where BIAL engages a Third-Party Representative, BIAL Personnel is responsible to ensure that sufficient risk-based due diligence is performed and documented, and that such Third-Party Representative is committed to work according to high compliance standards.

It is recommended that appropriate contractual provisions should be included requiring the Third-Party Representative acknowledges and comply with the principles of this Policy.

Where a Third-Party Representative acts on behalf of BIAL performs activities that may pose bribery or reputational risks, contracts must include specific ABAC clauses requiring compliance with this Policy and allowing for audit and termination in the event of breach.

## **7.3. RECORD KEEPING**

All payments made by BIAL Personnel or by Third-Party Representatives on behalf of BIAL must be recorded accurately and in reasonable detail in BIAL's books and records, in accordance with internal policies, applicable laws, and professional accounting standards.

Supporting documentation - such as receipts or invoices – must clearly state the legitimate business purpose of the payment and be retained in line with applicable retention requirements.

It is strictly prohibited to create, approve, or process false, incomplete, or misleading records, including the use of fictitious invoices, mislabelled transactions, or undisclosed cash payments. No "off-book" accounts may be maintained to facilitate or conceal improper payments.



#### **7.4. REPORTING**

All BIAL Personnel and Third-Party Representatives are encouraged to raise any concerns about potential breaches of this Policy as early as possible, to allow timely investigation and corrective action, in accordance with the global procedure HQ-CCPGP1: Speak-Up Channels.

All concerns will be registered and handled promptly with the highest level of confidentiality and care.

BIAL is committed to fostering a speak-up culture and protecting those who raise concerns in good faith. Retaliation in any form — or attempts to retaliate — against anyone who, in good faith, reports a concern, provides information, or otherwise assists in any inquiry or investigation related to this Policy is strictly prohibited. Any such behaviour constitutes a violation of this Policy and BIAL's Code of Ethics and Conduct.

BIAL is also committed to ensuring that no one suffers any detrimental treatment as a result of refusing to participate in corruption practices or for reporting concerns in good faith. Detrimental treatment includes dismissal, disciplinary action, threats, or any other unfavourable treatment connected to raising a concern.

#### **7.5. TRAINING**

BIAL Personnel must be familiar with this Policy and understand how it applies to their role.

Training on this Policy is included in the induction process for all new employees and refresher training is provided to all BIAL Personnel on an annual basis. Mandatory training must be completed within the specified timelines.

#### **7.6. CONSEQUENCES FOR NON-COMPLIANCE**

Failure to comply with this Policy or with the Anti-Bribery and Anti-Corruption Laws can have severe consequences for BIAL, for BIAL Personnel with supervisory responsibilities, and for BIAL Personnel directly involved in a breach.

Potential consequences include significant monetary penalties for BIAL and prosecution, criminal fines, and imprisonment for BIAL Personnel individually. Other legal consequences may include debarment from contracting with public entities, confiscation of illicit gains, and claims for damages. Most importantly, such breaches can cause a significant and lasting damage to BIAL's reputation.

Violation of this Policy or of the Anti-Bribery and Anti-Corruption Laws will be treated as a serious matter. Subject to applicable local laws and contractual rights, they may result in disciplinary action – up to termination of employment for BIAL Personnel - and termination of the relationship and potential claims for damages in the case of a Third-Party Representative.

All BIAL Personnel and Third-Party Representatives are expected to cooperate fully with any internal or external investigation into potential breaches of this Policy or applicable laws.

#### **7.7. MONITORING AND REVIEW**

BIAL monitors the implementation of this Policy on a risk-based basis, to ensure it remains suitable, adequate, and effective in preventing bribery and corruption.



Internal control systems and related procedures are also subject to regular risk-based review to provide assurance that they are accurate and effective in addressing bribery and corruption risks.

All BIAL Personnel share responsibility for supporting the effectiveness of this Policy and must raise concerns or suspicion of bribery or corruption practices in accordance with the global procedure HQ-CCPGP1: Speak-Up Channel.

<b>Signed by</b>	Cláudia Mendes (claudia.mendes@bial.com)
<b>Date</b>	Thu 2025.09.04 17:10:11 GMT/UTC +01:00
<b>Reason</b>	Author

<b>Signed by</b>	Miguel Portela (miguel.portela@bial.com)
<b>Date</b>	Fri 2025.09.05 09:28:44 GMT/UTC +01:00
<b>Reason</b>	Approver