

ANTI-CORRUPTION COMPLIANCE POLICY

Adopted: 22.10.2022

1. INTRODUCTION

- 1.1. Cohizon Life Sciences Limited, and all of its subsidiaries, associates, and affiliates (collectively, “**Cohizon**” or the “**Company**”) are committed to conducting all aspects of its business with the highest legal and ethical standards, and expect all employees and other persons acting on its behalf to uphold this commitment. In accordance with this commitment, the Company has adopted the Anti-Corruption Compliance Policy (the “**Policy**”), which applies to all directors, officers, interns and apprentices, consultants, agents, representatives and full-time, part-time, and temporary employees of the Company (collectively “**Company Personnel**”). In addition, the Company expects its business partners, suppliers, and other associated persons of the Company (“**Third-Party Intermediaries**”) to conduct their business with the Company in a manner consistent with the principles set forth in this Policy.
- 1.2. In brief, the Company will not tolerate bribery, kickbacks, or corruption of any kind, directly or through third parties, whether or not explicitly prohibited by this Policy or by law. Company Personnel are not permitted to give or offer Anything of Value (*defined below*) to anyone for the purpose of improperly obtaining or retaining any advantage. Similarly, Company Personnel shall not solicit or accept such improper payments or benefits. Company Personnel shall not agree to do any of the foregoing.
- 1.3. This Policy and the internal controls herein have been designed to prevent bribery from occurring, avoid the appearance of wrongdoing, and enable the Company to respond promptly and effectively to any inquiries about its conduct and the conduct of those acting on the Company’s behalf. Company Personnel who violate this Policy may be subject to disciplinary action, up to and including termination. In some circumstances, breaches of this Policy may also constitute commission of criminal offences rendering individuals liable to prosecution.
- 1.4. The pages that follow provide a general guide to anti-corruption compliance but do not address every potential scenario that may implicate issues bearing on compliance with this Policy. Therefore, any Company Personnel who have any questions concerning the requirements of this Policy should consult with the Company’s Compliance Officer or designated compliance personnel.

2. DEFINITIONS

- 2.1. “**Anything of Value**” should be broadly interpreted to include cash, gifts (including to family members), forgiveness of a debt, loans, personal favors, hospitality, meals and entertainment, travel support, political and charitable contributions, business opportunities, medical care, employment and internship opportunities, among other items;
- 2.2. “**Compliance Officer**” the Company Secretary of the organization is the designated Compliance Officer.
- 2.3. “**Government Official**” shall include the following persons:
 - (a) any person holding a legislative, executive or administrative office of the government (domestic or foreign), or acting in the official capacity for or on behalf of a legislative, executive, or administrative office of the government (domestic or foreign), whether appointed or elected, whether permanent or temporary, whether paid or unpaid, irrespective of that person’s seniority including officials of public international organizations (e.g., the Red Cross);
 - (b) any person in the service or pay of the government or of a corporation established by or under a central, provincial or state statute, or an authority or a body owned or controlled or aided by the government or a government company (such as state owned or controlled universities, airlines, oil companies, health care facilities, or other vendors) or is remunerated by the government by fees or commission for the performance of any public duty;

- (c) any judge, including any person empowered by law to discharge, whether by himself/herself or as a member of any body of persons, any adjudicatory functions;
- (d) any person authorised by a court of justice to perform any duty, in connection with the administration of justice, including a liquidator, receiver or commissioner appointed by such court;
- (e) any person who performs a public duty, including for a public agency or public enterprise, or provides a public service, as defined in the domestic law of the country and as applied in the pertinent area of law; and
- (f) any family members and/or close associates of any individuals covered above.

3. RESTRICTION ON PAYING OR RECEIVING BRIBES

- ~~3.1.~~ Company Personnel must conduct their activities in full compliance with this Policy, and the laws of India and other jurisdictions where the Company conducts business. Company Personnel must abide by all applicable anti-corruption laws in all the geographies where Company conducts its business, including but not limited to the India Prevention of Corruption Act, 1988 including the Prevention of Corruption (Amendment) Act, 2018 (“PCA”), the Prevention of Money Laundering Act, 2002.
- 3.2. Under this Policy, Company Personnel are not permitted to (a) give or offer Anything of Value, directly or indirectly, to any person, including any Government Official, Company’s Third-Party Intermediaries or other private parties, for the purpose of improperly obtaining or retaining any advantage or (b) offer, promise or give any financial or any other advantage to any person (including Government Official, Company’s Third-Party Intermediaries or other private parties) to induce that person to perform or not perform a relevant function or to reward that person for the improper performance of such a function or activity; or (c) request, demand, agree to receive or accept a financial or any other advantage to perform improperly a relevant function or activity. Simply put, bribes, kickbacks or similar improper benefits are never permitted, whether made to a Government Official, the Company’s Third-Party Intermediaries or other private parties. Similarly, Company Personnel shall not solicit or accept such payments or improper benefits.
- 3.3. If confronted with a request or demand for an improper payment or other violation of this Policy, the request or demand must be immediately rejected and reported to the Company’s Compliance Officer or designated compliance personnel. Similarly, if any Company Personnel knows or believes that an improper payment has been or will be made, then such payment must also be reported to the Company’s Compliance Officer or designated compliance personnel.

No adverse employment action will be taken against any Company Personnel for, honestly and in good faith, reporting a violation or suspected violation of anti-corruption laws or this Policy.

- 3.4. Facilitation Payments: This Policy prohibits facilitation, or “grease,” payments (small payments to Government Officials to expedite the performance of routine governmental actions such as obtaining licenses, customs clearance, permits or other needed government documents) even if payment of same represents a local practice or custom.

4. INTERACTIONS WITH GOVERNMENT OFFICIALS

All Company Personnel must ensure that (i) any expenditures relating to interactions with Government Officials must be approved in accordance with procedures set out by the Company's Compliance Officer or designated compliance personnel; and (ii) all interactions with Government Officials must be reasonable¹ in terms of cost and choice of location. Company Personnel shall not provide Anything of Value to Government Officials in order to influence their actions or judgment.

5. BENEFITS TO EXTERNAL PARTIES (GIFTS, MEALS, ENTERTAINMENT, ETC.)

The Company seeks to advance its business interests through the quality of its personnel and operations, not with excessive gifts or lavish entertainment. This Policy sets forth various rules relating to gifts, meals, entertainment, travel support, and employment opportunities that are provided to external parties. All such expenditures must be made in accordance with this Policy.

5.1. GIFTS

5.1.1. From time to time, the Company may provide gifts to third parties, in both the private and public sectors. In order to avoid even the appearance of impropriety, the use of Company funds or assets for gifts, particularly where the recipient has or might appear to have the power to decide or influence the Company's commercial activities, is prohibited, unless **all** of the following circumstances are met.

- (a) The gift is permitted under local law;
- (b) The gift is presented openly with complete transparency and is recorded in the Company's books and records;
- (c) The gift is provided as a token of esteem, courtesy or in return for hospitality and comports with local custom;
- (d) The gift does not involve cash or cash equivalent gifts (e.g., gift cards, store cards or gambling chips);
- (e) The gift is recorded in the gift register maintained by the Company's Compliance Officer or designated compliance personnel;
- (f) The item and the sum of all other items given to the individual or entity during the calendar year cost less than **INR 5000** (or equivalent in local currency); and
- (g) The gift is given not to obtain or retain business or gain any advantage.

5.1.2. All gifts that do not meet the above criteria, require pre-approval by the Company's Compliance Officer or designated compliance personnel.

5.1.3. Company Personnel must not accept or permit any member of his or her immediate family to accept any gifts, gratuities or other favors from any party conducting or seeking to conduct business with the Company, other than (as part of local custom and tradition) items of applicable permitted gift value. Any gifts that are not of permitted gift value should be returned immediately and reported to your supervisor. If immediate return is not practical, they should

¹ In determining whether such interactions are reasonable or not, the market environment and common practices of the country/region where the Cohizon branch/subsidiary responsible for such interactions is located shall be taken into consideration.

be deposited with the Company's Compliance Officer immediately for onwards charitable disposition.

5.1.4. The Company's Compliance Officer or designated compliance personnel shall maintain a gift register to track all gifts given or received and reported by the Company Personnel.

5.2. MEALS AND ENTERTAINMENT

5.2.1. Business entertainment may from time to time be offered or given in the course of the Company's business. Common sense and moderation should prevail when providing meals or entertainment to external parties. Meals and entertainment should never be offered as a means of influencing another person's business decision. Each should only be offered if it is appropriate, offered or accepted in the normal course of a business relationship, and if the primary subject of discussion or purpose is business.

5.2.2. Expenses for meals and entertainment for any external party may not be incurred unless the following conditions are met:

- (a) The expenses are bona fide and related to a ***legitimate business purpose***² and the events involved are attended by appropriate Company representatives;
- (b) The meal/entertainment is permitted under local law;
- (c) The meal/entertainment takes place at an appropriate venue; and
- (d) The cost of the meal/entertainment (per person)³ is less than **INR 4000** (or equivalent in local currency); this amount may be adjusted according to the country's living standards.

5.2.3. Pre-approval by the MD & CEO is required for meals or entertainments for customers that do not meet the above guidelines. In the event that a meal or entertainment unexpectedly exceeds the limit, it must be reported to the Company's Compliance Officer (compliance@cohizon.com) as soon as possible. Company Personnel should seek to avoid such situations.

5.2.4. For all such expenses, the reimbursement request must identify the total number of all attendees and their names, employer, and titles. In all instances, reimbursements for meals or entertainment for friends and family members of Government Officials are prohibited. All expense reimbursements must be supported by receipts, a thorough description of the business purpose, and a record of any required approvals, all of which must be accurately and completely recorded in the Company's records.

5.2.5. Please note any meals or entertainment provided to external parties where Company Personnel are not in attendance shall be considered gifts, and subject to the rules and requirements for gifts specified above (including the identified value limits).

5.3. TRAVEL SUPPORT

² The expenses must be ordinary, reasonable, and necessary to conduct business. Meetings and functions where business is discussed are considered reasonable, while entertainment that is unrelated to business would not be considered necessary or reasonable.

³ Sequential events should be treated as a single event for purposes of this Policy. For example, a round of drinks followed by dinner should be treated as a single event and should collectively be under the applicable meal limit.

- 5.3.1. From time to time, the Company may provide travel support (car, air transportation, train travel, lodging, etc.) or complimentary accommodation to external parties. Travel support should never be offered as a means of influencing another person's business decision, in particular, a Government Official's decisions. When the provision of travel support is required by business necessity, common sense and moderation should prevail. The appropriateness of a particular mode and class of travel and lodging depends upon the nature of activity and individual involved. This is determined based on whether or not the expenditure is sensible and proportionate to the nature of the activity involved.
- 5.3.2. Travel support for external parties, including Government Officials or any other individual or entity that has the power to decide or influence the Company's commercial activities, may not be provided unless the following conditions are met:
- (a) The expenses are bona fide and related to a **legitimate business purpose**⁴ and the events that the travel and/or accommodations are in support of are attended by appropriate Company representatives;
 - (b) The provision of the travel support is permitted under local law;
 - (c) The duration of the trip is the shortest possible to satisfy the legitimate business purpose;⁵
 - (d) The routing of travel is as direct as reasonably possible with no unnecessary stopovers;
 - (e) Air Travel: For air travel, economy class tickets are required; business class tickets are not permitted unless specifically pre-approved in writing by the Company's Compliance Officer or designated compliance personnel.
 - (f) Lodging: For lodging, only single occupancy rooms at business-appropriate hotels will be permitted. All-inclusive or luxury resorts are not permitted.
- 5.3.3. All travel support for Government Officials must be pre-approved in writing by the Company's Compliance Officer or designated compliance personnel.
- 5.3.4. For all such expenses, the reimbursement request must identify the name, employer, and title of each traveler. In all instances, reimbursements for travel or lodging for friends and family members of Government Officials are prohibited. All expense reimbursements must be supported by receipts, a thorough description of the business purpose, and a record of any required approvals, all of which must be accurately and completely recorded in the Company's records.
- 5.3.5. Per diem allowances must not be provided to external parties in connection with travel support.
- 5.3.6. Payments for travel services must be made directly by the Company to the provider of the service, and must not be paid directly as a reimbursement unless pre-approved in writing by the Company's Compliance Officer or designated compliance personnel.

⁴ The expenses must be ordinary, reasonable, and necessary to conduct business. Meetings and functions where business is discussed are considered reasonable, while entertainment that is unrelated to business would not be considered necessary or reasonable.

⁵ Generally, business obligations requiring travel should be scheduled in the most efficient manner reasonably possible under the circumstances. Travelers should not arrive more than one day prior to the commencement of business meetings/obligations and should not depart more than one day following their conclusion unless no other reasonable travel arrangements exist.

5.4. EMPLOYMENT/INTERNSHIPS

- 5.4.1. On occasion, Government Officials or the Company's Third-Party Intermediaries may request that the Company provide internships or employment to certain individuals. Offering internships or employment to individuals with connections to Government Officials or other individuals connected to the Company's business may be viewed as providing an item of value, even if unpaid.
- 5.4.2. If a candidate is interviewed for an internship or employment within the ordinary course of filling a position, the Company's Compliance Officer or designated compliance personnel must be notified of the candidate's relationship to a Government Official or the Company's Third-Party Intermediary. If a candidate related to a Government Official or the Company's Third-Party Intermediary is interviewed *outside* of the ordinary course of filling a position, any internship or employment offer must be pre-approved in writing by the Company's Compliance Officer or designated compliance personnel.

5.5. USE OF PERSONAL FUNDS

All provisions of this Policy, as well as the reporting requirements, apply even if Company Personnel are not seeking reimbursement for the expenses (*i.e.*, paying these expenses out of your own pocket does not avoid these requirements).

6. POLITICAL AND CHARITABLE DONATIONS

- 6.1. The Company does not generally make charitable, or social, donations outside of its Corporate Social Responsibility Policy. The Company does not make political contributions. Accordingly, any such political donations or contributions by the Company or on the Company's behalf must be pre-approved in writing by the Company's Compliance Officer or designated compliance personnel. Such contributions must be permitted under the Companies Act 2013 and other applicable laws, permissible pursuant to the terms of this Policy, and made to a bona fide organization.
- 6.2. Company Personnel shall not make political or charitable donations, whether in their own name or in the name of the Company, to obtain or retain business or to gain an improper advantage, or that could be reasonably perceived to be intended to obtain or retain an improper business advantage.
- 6.3. The Company's Compliance Officer or designated compliance personnel must be notified if a Government Official solicits a political or charitable contribution in connection with any government action related to the Company or its affiliates.

7. Sponsorship

In this Policy "Sponsorship" refers to any arrangement where SIL provides financial support, products, services or anything of value to a third party to participate in an event, associate our brand with an activity or to receive some other lawful benefit. Examples would be, sponsoring a well-known sporting event, donating/making a payment to a charity to be recognized as a sponsor (as opposed to just making a donation), or sponsoring a conference or industry meeting such as When considering paying for a sponsorship, the Company personnel must:

- Never provide a sponsorship to improperly influence anyone or obtain an improper advantage.
- Never provide a sponsorship that creates an appearance of a bribe, kickback or other corrupt practice.
- Record all sponsorship agreements in writing and make the payments to the entity, not an individual.
- Follow the principles in this Policy and other related policies, when providing to a third party anything SIL receives for sponsorship, such as products or tickets to the event being sponsored.

7. RELATIONSHIPS WITH THIRD-PARTY INTERMEDIARIES

- 8.1. The Company could be held liable for the actions of third parties acting on its behalf. Therefore, Company Personnel who interact with Third-Party Intermediaries are responsible for taking reasonable precautions to ensure that the third parties conduct business ethically and comply with this Policy and applicable laws. Such precautions may include conducting an integrity due diligence review of a Third-Party Intermediary, inserting appropriate anti-corruption compliance provisions in the Third-Party Intermediary's written contract, requiring the Third-Party Intermediary to certify that it has not violated and will not violate this Policy and any applicable anti-corruption laws during the course of its business with the Company, and monitoring the reasonableness and legitimacy of the services provided by and the compensation paid to the Third-Party Intermediary during the engagement.
- 8.2. Company Personnel retaining Third-Party Intermediaries who will represent the Company before governmental entities or interact with Government Officials on the Company's behalf must discuss the engagement with the Company's Compliance Officer or designated compliance personnel prior to hiring the Third-Party Intermediary. Any doubts regarding the scope of appropriate due diligence efforts in this regard should be resolved by contacting the Company's Compliance Officer or designated compliance personnel. The Company's Compliance Officer or designated compliance personnel must sign off on any and all third-party engagements.
- 8.3. When retaining and overseeing Third-Party Intermediaries, Company Personnel must remain vigilant of potential red flags. Red flags are certain actions or facts which should alert the Company that there is a high possibility of improper conduct by a third party. A red flag does not mean that something illegal has happened, but rather that further investigation is necessary. Red flags are highly fact-dependent, but some examples of red flags are:
- (a) Unusual or excessive payment requests, such as requests for over-invoicing, up-front payments, ill-defined or last-minute payments, success fees, unusual commissions or mid-stream compensation payments;
 - (b) Requests for payments to an account in a country other than where the third party is located or is working on behalf of the Company;
 - (c) Requests for payment to another third party, to a numbered account, or in cash or other untraceable funds;
 - (d) Requests for or suggestions to make political or charitable contributions;
 - (e) The third party is related to a Government Official or has a close personal or business relationship with a Government Official;
 - (f) Any refusal or hesitancy by the third party to disclose its owners, partners or principals;
 - (g) The third party uses holding companies or other methods to obscure its ownership, without adequate business justification;
 - (h) The third party expresses a desire to keep his representation of the Company or the terms of his retention secret; or
 - (i) The third party has little experience in the industry but claims to "know the right people."
- 8.4. If Company Personnel have reason to suspect that a Third-Party Intermediary is engaging in potentially improper conduct, they should report their concerns to the Company's Compliance Officer

or designated compliance personnel, immediately. The Company shall conduct an investigation and take appropriate remedial action, including stopping further payments to the Third-Party Intermediary if the Company's suspicions are verified through the investigation.

8. RECORDKEEPING AND INTERNAL CONTROLS

- 9.1. This Policy requires that all expenditures made by the Company are accurately reflected in the Company's financial records and that all payments made with the Company funds, or on behalf of the Company, have been properly authorized. Company Personnel must follow all applicable standards, principles, laws and practices for accounting and financial reporting. Company Personnel must be timely and complete when preparing all reports and records required by management. In particular, Company Personnel should ensure that no part of any payment is to be made for any purpose other than that to be fully and accurately described in the Company's books and records. Company Personnel should use best efforts to ensure that all transactions, dispositions, and payments involving the Company funds or assets are properly and accurately recorded in the Company's financial records. No undisclosed or unrecorded accounts are to be established for any purpose. False or artificial entries are not to be made in the Company's books and records for any reason. Finally, personal funds must not be used to accomplish what is otherwise prohibited by this Policy.
- 9.2. The Company's Compliance Officer or designated compliance personnel is primarily responsible for the oversight and enforcement of this Policy. The Company reserves the right to conduct periodic audits of Company books and records to monitor compliance with this Policy.

9. COMPLIANCE PROCEDURES AND TRAINING

- 9.1. As part of the Company's ongoing commitment to anti-corruption compliance, all Company Personnel must receive and review a copy of this Policy. [Company Personnel (a) who are above Assistant Manager level⁶; or (b) whose work responsibilities involve (i) procurement; (ii) interactions with Government Officials and/or (iii) import/export work, regardless of their seniority must then certify in writing that they (1) have read the Policy; (2) agree to abide by the Policy; and (3) agree to report any potential violations of the Policy.]⁷ The certification is attached to this Policy as Appendix A.
- 9.2. In addition, the Company will offer annual anti-corruption compliance training programs to educate employees about the requirements and obligations of anti-corruption laws and this Policy. Company Personnel will be identified based on risk to participate in such training and the Company must retain attendance records establishing compliance with this requirement.

10. REPORTING REQUIREMENTS AND WHISTLEBLOWER PROTECTION

The Company takes its commitment to anti-corruption compliance very seriously and expects all Company Personnel to share that commitment. Company Personnel must report misconduct or suspicion of misconduct. By doing so, you give the Company the opportunity to look into the matter and to define appropriate actions. This is the best way to create a positive, open working environment throughout the organization. You may speak up to your supervisor, any member of the compliance team, human resources, or a member of the executive team. Reports may also be filed anonymously via at compliance@cohizon.com or ourvoice@cohizon.com.

10.1. CONFIDENTIALITY

All reporting of misconduct or suspected misconduct is confidential and will be carefully reviewed. This means your report will only be shared with a limited number of people, all of whom will be under an obligation to keep the report confidential.

10.2. **NON-RETALIATION**

10.2.1. Company Personnel who, in good faith, seek advice, raise concerns relating to (real or suspected) misconduct in accordance with the Policy are doing the right thing. The Company will not allow discrimination, retaliation or harassment against any Company Personnel. Any such retaliation, discrimination or harassment will, itself, be misconduct and should be reported in accordance with the Policy.

10.2.2. If any Company Personnel who has made such a reporting in good faith, believes that he/she is being subjected to discrimination, retaliation or harassment for having made a report under this Policy, he/ she must immediately report such facts to Company's Compliance Officer or Human Resources department. It is imperative that such Company Personnel brings the matter to the attention of the Company's Compliance Officer or Human Resources department promptly so that any concern of reprisal, discrimination or adverse employment consequences can be investigated and addressed promptly and appropriately.

11. All questions regarding this Policy should be directed to the Company's Compliance Officer or the Human Resources department.
12. The board of directors of the Company may modify this Policy unilaterally at any time without notice. Modification may be necessary, among other reasons, to maintain compliance with local, state, central and federal regulations and/or accommodate organisational changes within the Company.