

# POLICY

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POLICY Title: <b>Anticorruption policy</b>	
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## 1. Introduction

Oncopeptides AB (publ) and its affiliates ( "**Oncopeptides**") is committed to conducting its business with the highest of ethical business standards. Oncopeptides' reputation for integrity and fair dealing is of utmost importance. As such, Oncopeptides is committed to complying with applicable anticorruption and antibribery laws such as the United States Foreign Corrupt Practices Act of 1977 (the "**FCPA**"), the U.S. Travel Act, the OECD Anti-Bribery Convention, and when and if it becomes applicable to Oncopeptides, the United Kingdom Bribery Act of 2010 (the "**UKBA**") and applicable laws when doing business with or in other countries or when travelling abroad, as well as anticorruption and antibribery laws concerning interactions with healthcare professionals (collectively referred to as the "**Anticorruption Laws**"). It is the policy of Oncopeptides to fully comply with both the letter and spirit of the Anticorruption Laws. No one working for or with Oncopeptides may pay or receive a bribe or receive or provide anything of value to any person, including government officials, in order to improperly influence such person. **Bribery and corruption will not be tolerated.**

## 2. OVERVIEW OF ANTICORRUPTION LAWS (FCPA and UKBA)

### (A) THE FCPA

The FCPA has two major components: (1) the antibribery provisions and (2) the accounting and recordkeeping requirements. The first component applies directly to Oncopeptides' business activities conducted in the United States and abroad. The FCPA's antibribery provisions prohibit a U.S. company or its employee or representative from giving, paying, promising, offering, or authorizing the payment or provision of "anything of value", directly or indirectly through a third party, to any "foreign official" (a broad term whose scope is discussed in Section D below) to influence that official to help Oncopeptides, or any other person, obtain or keep business. The FCPA bars payments even if: (1) the benefit is for someone other than the party making the payment; (2) the business sought is not with the government; (3) the payment does not work and no business is awarded; or (4) the foreign official initially suggested the payment.

### (B) THE UKBA

The UKBA contains three key provisions that prohibit the providing of things of value with intent to improperly influence the recipient. First, Section 1 of the UKBA, known as a prohibition on "active bribery," prohibits the offering, promising, or providing of things of value to **any person**, directly or indirectly, with intent to induce another to not act with good faith, impartiality, or abuse a position of trust, or, reward such improper action.

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Second, Section 2, known as a prohibition on “passive bribery,” prohibits the requesting, agreeing to receive, or acceptance of an improper payment of anything of value.

Third, Section 6 of the UKBA, like the FCPA, creates an offense for providing improper payments to foreign public officials. An offense is committed even if the foreign public official takes no action or does not accept the bribe.

**(C) WHO IS A FOREIGN OFFICIAL?**

The phrases “foreign official” and “foreign public official” are defined broadly under the Anticorruption Laws, most importantly and expansively by the FCPA. As such, Oncopeptides will primarily abide by the FCPA’s definition of “foreign officials” when determining whether an individual is a foreign official (note: other sources of information or different laws may refer to “foreign officials” as “foreign government officials”, “foreign public officials”, or just “government” or “public” officials. For the purpose of this Policy, these terms/phrases are interchangeable).

Foreign officials include all employees of a government department, agency (whether in the executive, legislative, or judicial branches of government and whether at the national, provincial, state, or local level), or instrumentality and all members of federal or state parliaments or local government councils. It is safe to assume that anyone who holds a legislative, administrative or judicial position of any kind or represents himself or herself as a government official in such a capacity qualifies as a (foreign) public official. Foreign officials may also include part-time workers, unpaid workers, individuals who do not have an office in a non-U.S. government facility, and anyone acting under a delegation of authority from a non-U.S. government to carry out government responsibilities. This definition includes agents or employees of some non-governmental organizations where those organizations perform quasi-governmental services such as delivery of health care services.

Foreign officials also include officers and employees of companies or entities which have government ownership or control, such as state-owned enterprises and government-controlled universities, hospitals, telecommunications, oil, port or customs authorities, or utility companies.

It is important to note that the Anticorruption Laws prohibit payments to individual “foreign officials.” *Bona fide* payments to a government entity are not prohibited under the Anticorruption Laws unless Oncopeptides has some reason to know that the payment will actually end up in the hands of an individual official. For example, if an Oncopeptides foreign office is required to pay certain taxes or fees for business licenses to a foreign government entity, such payments to the foreign entities would not be prohibited under the Anticorruption Laws so long as the funds do not end up in the hands of any individual foreign official.

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(D) **PROHIBITED PAYMENTS**

The Anticorruption Laws prohibit offering, promising, or giving “anything of value” to a foreign official to get or keep business or secure any advantage. Additionally, while the UKBA prohibits improper payments to foreign officials, it also prohibits the provision of anything of value to purely private parties, and thus, any person (including non-government officials), if the provision was intended to induce the private party to not act in good faith, impartially, or otherwise abuse a position of trust. Oncopeptides also may be liable for providing unlawful things of value to private persons under the U.S. Travel Act. Thus, improper provisions under the Anticorruption Laws are not limited to cash payments to foreign officials. On the contrary, gifts, entertainment, excessive business promotional activities, covering or reimbursing expenses of foreign officials, in-kind or political contributions, investment opportunities, subcontracts, stock options, and similar items provided to **any person** are all things of value that can violate the Anticorruption Laws.

The FCPA also contains a narrow exception that allows for “facilitating payments,” which are payments of a nominal amount made to ensure non-discretionary governmental actions, such as processing visas or business permits. The exception does not cover payments made to induce a government official or employee to ignore his or her lawful duty or to exercise discretion in the award of business. Despite this exception, and because facilitating payments are prohibited under the UKBA, **it is against company policy to make facilitating payments** (unless the health or safety of an employee is at risk).

(E) **PERMISSIBLE PAYMENTS**

The five sections below provide limited exceptions to the general prohibition against providing anything of value to a foreign official or a private person for an improper purpose.

Gifts: While it is customary in many parts of the world to occasionally give gifts to customers and other parties that have a business relationship with Oncopeptides, **it is against company policy to provide any gift to a foreign official.**

Business Expenses for Foreign Officials: The Anticorruption Laws permit companies, including Oncopeptides, to provide certain types of entertainment and travel to foreign officials provided that such entertainment and travel expenses are: (i) bona fide and related to a legitimate business purpose (*i.e.*, not provided to obtain or retain business, gain an improper advantage, or intended to influence the individual official in the performance of his/her duties); (ii) reasonable in amount; and (iii) legal under the written laws of the foreign official’s home country.

For **ALL** travel and travel-related expenses, the following considerations and requirements must be followed prior to approving such travel and travel-related expenses:

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- i. the travel is for a legitimate business purpose that is related to the official's performance of his lawful duties, such as to attend a demonstration of a Oncopeptides product or service;
  - ii. for foreign officials, only economy airfare is appropriate, and any hotel accommodations provided to foreign officials must be reasonable (not lavish) taking into consideration the geographic location;
  - iii. no cash per-diem payments to a foreign official are provided;
  - iv. payments for travel or related expenses are made directly to the appropriate airline, hotel, or other vendor (reimbursement may be made directly to a foreign official only in the event that it is not possible to make such direct payment and a receipt for the expense is provided);
  - v. the expenditure is legal under local law, the laws of the country where the foreign official resides, where the expenditure for the travel is incurred, and/or where the travel and related expenses are provided;
  - vi. Oncopeptides is not paying for the travel expenses of any family members or friends accompanying the foreign official;
  - vii. no stopovers are planned that are not directly connected to the business purpose of the travel, unless the stopover is at the expense of the foreign official and results in no additional cost to Oncopeptides; and
  - viii. the foreign official's supervisor or organization has prior notice of the trip, preferably documented by a letter requesting that Oncopeptides pay for the expenses in question.

It is important to note that expenditures involving foreign officials are generally more heavily scrutinized by government authorities than expenditures involving private parties. Moreover, because both the FCPA and UKBA prohibit improper provisions to foreign officials, one violation of this sort could expose Oncopeptides to liability in both the U.S. and the U.K. As a result, these requirements pertaining to foreign officials must be scrupulously followed by Oncopeptides employees.

Business Expenses for Private Parties: While the FCPA contains no prohibition on provisions of things of value to purely private persons, Section 1 of the UKBA, on the other hand, prohibits the provision of anything of value to any person, including private, commercial parties, if it is intended to induce conduct that amounts to a breach of an expectation that the receiving party would act in good faith, impartially, or otherwise abuse a position of trust. **All expenditures on private persons must be reasonable and customary and must not raise an inference that such provisions were provided in order to improperly influence the private person to not act with good faith.** Whether a provision amounts to an inducement to not act in good faith, impartially, or abuse a

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position of trust, is determined by analyzing whether the conduct would be considered a violation by a reasonable person.

**Political Contributions:** Oncopeptides reserves the right to communicate its position on important issues to elected representatives and other government officials. It is, however, always Oncopeptides's policy to comply fully with all applicable laws, rules, or regulations regarding political contributions. No Oncopeptides funds, facilities, or services of any kind may be paid or furnished to any candidate or prospective candidate for non-U.S. public office, to any non-U.S. political party, or to any non-U.S. political initiative, referendum, or other form of political campaign, unless explicitly permitted by applicable laws.

**(F) THIRD-PARTY INTERMEDIARIES (E.G., RESELLERS, DISTRIBUTORS, SALES AGENTS, CONSULTANTS, ETC.)**

**Liability:** The Anticorruption Laws establish liability for improper provisions made indirectly to a foreign official or private person, as well as payments made directly. Oncopeptides and individual directors, officers, or employees may be liable for a payment made by a third party intermediary, such as a joint venture partner, agent, or consultant, if Oncopeptides makes a payment or transfers other value to that third party "knowing" that it will be given to a government official or private party. Under the FCPA, firm belief that the third party intermediary will pass through all or part of the value received from Oncopeptides to a government official, or an awareness of facts that create a "high probability" of such a pass-through, also constitute knowledge under this law. As such, third party intermediaries must be investigated, also known as conducting due diligence, prior to their engagement with Oncopeptides to ensure their commitment to compliance with the Anticorruption Laws.

### **3. ANTICORRUPTION LAWS CONCERNING INTERACTIONS WITH HEALTHCARE PROFESSIONALS**

Interactions with healthcare professionals are subject to special rules in many countries which often impose stricter requirements than the FCPA or UKBA. This concerns, for example, the promotion, sales and marketing of medicinal products and the collaboration with healthcare professionals in the field of research, development, production and distribution of medicinal products.

**(A) WHO IS A HEALTHCARE PROFESSIONAL?**

The phrase "healthcare professional" is often defined broadly and includes physicians and pharmacists as well as any member of the medical, dental, pharmacy or other nursing profession or any other person who in the course of his or her professional activities may prescribe or apply or lawfully trade in medicinal products for human use.

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A determination as to whether a healthcare professional is also a government official is frequently a challenging endeavor. In the health care realm, the FCPA has been interpreted by the United States Department of Justice to apply to healthcare professionals who are employed by or acting on behalf of a health care entity, if that entity is owned or controlled by a government body, such as healthcare professionals who work at a public hospital.

**(B) PROHIBITED INTERACTIONS**

Healthcare professionals must not be unfairly influenced in their decisions regarding therapy, prescriptions or procurement. Therefore, it is unlawful to offer, promise or grant the healthcare professional or any third party **any** unfair advantages. The unfairness of an advantage is determined by applicable laws and the determination can be difficult to make. Thus, Oncopeptides is committed to the principle and practice that **no advantages** should be provided to healthcare professionals, regardless of the value of the advantage.

It is prohibited to promise, offer or grant gifts or make donations to healthcare professionals. Personal incentives to induce healthcare professionals to prescribe or purchase Oncopeptides products or services are also prohibited.

Hospitality is only permissible during in-house training events and work breakfasts/lunches/dinners to a reasonable and socially acceptable extent.

**(C) INTERACTIONS WITH HEALTHCARE PROFESSIONALS THAT INVOLVE VALUE TRANSFERS**

Many interactions with healthcare professionals involve value transfers. Some examples of these type of interactions include fee for service agreements. Most of these interactions are documented by written contracts which frequently contain common terms and conditions.

These contracts should address common requirements. For example, compensation paid must be determined by fair market value for the services provided or the nature of the work performed; the services or agreement must fulfill a legitimate, articulated business need or interest of Oncopeptides; and any funding or payment of the arrangement must not be conditioned on the current or anticipated purchase or prescribing of Oncopeptides's products.

**(D) INTERACTIONS WITH HEALTHCARE PROFESSIONALS NOT INVOLVING VALUE TRANSFERS**

Interactions with healthcare professionals also occurs in circumstances where transfers of value do not directly occur. For example, promotional materials and advertising activities by Oncopeptides personnel or third party intermediaries working on behalf of the Oncopeptides, must be compliant with Oncopeptides policies, as well as relevant laws and regulations.

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Sales representatives acting on behalf of the Oncopeptides must conduct themselves in compliance with Oncopeptides policies, as well as relevant laws and regulations. They must have appropriate training and knowledge of the Oncopeptides's products and services.

Interactions with healthcare professionals may occur in a variety of circumstances that are not specifically addressed in this policy. All arrangements and relationships with healthcare professionals involving Oncopeptides personnel must be compliant with Oncopeptides policies, as well as relevant laws and regulations.

#### **4. REPORTING VIOLATIONS**

Any director, officer, employee, consultant, temporary personnel acting on behalf of Oncopeptides, or its subsidiaries who learns of or suspects a violation of this Policy should promptly report the matter to HR manager or Compliance or Legal personnel . It is Oncopeptides' strict policy to not retaliate on any employee for reporting any actual or potential misconduct. Oncopeptides highly encourages such reporting. The Oncopeptides Ethics Hotline can also be used to make anonymous reports.