SWATI

Summary of SWATI'S Anti-Bribery and Anti-Corruption Policy

SWATI SPENTOSE PRIVATE LIMITED
ANTI-BRIBERY AND ANTI-CORRUPTION POLICY
"Swati Anti-Corruption Policy and Procedures" (SAPP)

Swati Spentose Private Limited's Anti-Bribery and Anti-Corruption Policy, known as "Swati Anti-Corruption Policy and Procedures" (SAPP), sets out Swati Spentose's global enterprise-wide approach to preventing bribery and corruption.
Swati Spentose will compete lawfully and ethically in the marketplace and expects every Swati Spentose employee and business partner to conduct all aspects of Swati Spentose business with integrity—including research, development, testing, registration, manufacturing, distribution, marketing and sales—regardless of the existence of any local customs or traditions that may call integrity into question.
Swati Spentose would rather lose a business opportunity than act improperly or unethically.

SAPP strictly prohibits all forms of bribery and corruption, whether directly or indirectly. Employees and business partners must never offer, promise, authorize, or provide a payment or benefit that is intended to improperly influence a government official, healthcare professional, or any other person, including commercial entities and individuals, in exercising their responsibilities. Bribery or engaging in corrupt conduct is never an acceptable business practice and will not be tolerated by Swati Spentose. SAPP includes Swati Spentose's corporate policy against corruption, as well as key principles and specific procedures, primarily for business interactions in India and internationally. All Swati Spentose employees are required to comply with SAPP and failure to do so can result in disciplinary consequences, up to and including termination.

FIVE GUIDING PRINCIPLES

Swati Spentose employees are expected to act with integrity. Acting with integrity means that every employee's actions must comply with applicable laws, regulations, and Swati Spentose policies, and must maintain Swati Spentose's reputation in the eyes of patients, customers, partners, and regulators. SAPP provides corporate standards that are anchored by "Five Guiding Principles."

Principle 1: Ensure Legitimate Purpose

Employees must never engage in any interaction or enter into any transaction that violates applicable policy, law, regulation, or industry codes, or which is made to hide an improper payment, and must never provide anything of value to anyone, including any healthcare professionals, as an improper inducement to gain a business advantage. Employees must ask themselves: "Do I have a legitimate purpose for entering into this transaction?" If the answer is no, they must not proceed. All transactions and interactions must have a legitimate purpose.

Principle 2: Make Appropriate Expenditures

After confirming that the activity is for a legitimate purpose, employees must ensure that every transaction is of appropriate value and that every interaction is permitted under local rules before proceeding. Swati Spentose only purchases legitimate, bona fide goods and services, and pays fair market value for the goods or services received. Overpaying is not only bad business, but it also potentially raises corruption risk.

Principle 3: Know Our Partners

Swati Spentose only conducts business with legitimate and qualified entities and individuals. Employees are required to be well-informed about the individuals and entities with whom they are doing business. Before any contracts are signed or payments are made and before any third party acts on Swati Spentose's behalf, employees must ensure that our partners meet Swati Spentose's high standards for expertise and integrity and identify any real or perceived risks associated with our business partners.

Principle 4: Be Accountable

Every employee is accountable and must take ownership and responsibility for their role in Swati Spentose's business activities. Being accountable means analyzing relevant information and using good judgment to stop a transaction that does or could violate the law or policy. Employees must also scrutinize each transaction to determine whether it creates real or perceived risks and carefully consider whether it is appropriate to move forward.

Principle 5: Keep Accurate Records

Employees must accurately document all transactions in sufficient detail to ensure transparency, enable informed decision-making, and establish the legitimacy of the business activity.

SUMMARY OF ANTI-CORRUPTION POLICY REQUIREMENTS

Bribery is Prohibited

Swati Spentose prohibits all forms of bribery and corruption, whether by employees or our business partners. Swati Spentose employees and business partners are prohibited from offering, promising, providing, or authorizing the provision of anything of value, whether directly or indirectly, to a government official, healthcare professional, or any other person to improperly influence the person's judgment in exercising their responsibilities and/or to obtain an advantage for Swati Spentose.

Employees must comply with:

- India: Prevention of Corruption Act 1988, Indian Penal Code
- United States: Foreign Corrupt Practices Act (FCPA)
- United Kingdom: Bribery Act 2010
- Other Jurisdictions: All applicable anti-corruption laws and regulations

If there are inconsistencies or conflicts among these laws or with Swati Spentose's policies, employees must comply with the most restrictive standard.

Bribery of Government Officials is Prohibited

Swati Spentose prohibits anyone acting on its behalf from directly or indirectly offering, promising, providing, or authorizing the provision of bribes to government officials. "Government Officials" are broadly defined to cover:

- Elected or appointed officials (e.g., legislators, ministry members)
- Individuals employed by or acting on behalf of government agencies or institutions owned or controlled by a government
- Healthcare professionals employed by government hospitals
- Political party officers, political candidates, and their employees
- Public international organization employees (UN, Red Cross, World Bank)
- Military members and royal family members
- Any additional individuals considered "government officials" under local laws

Special Pharmaceutical Industry Considerations: As a pharmaceutical company, Swati Spentose must be particularly sensitive to bribery and corruption issues when government officials are involved because governments are often both the regulators of Swati Spentose products and major customers. In many countries, physicians who serve as consultants or scientists who run clinical trials may be employees of public institutions and thus considered government officials.

Commercial Bribery is Prohibited

Swati Spentose prohibits anyone acting on its behalf from attempting to improperly influence any member of the private sector to secure an advantage for Swati Spentose.
Examples of prohibited Commercial Bribery:

- Giving money or gifts to an employee of a private customer to influence purchases of Swati Spentose products
- Providing concealed incentives or commissions to improperly influence actions
- Accepting or giving inappropriate gifts, hospitality, kickbacks, or investment opportunities

Facilitation and Extortion Payments

Facilitation Payments: Small, unofficial payments to government officials to secure or expedite routine governmental actions are strictly prohibited. Facilitation Payments are illegal in most countries.
Extortion Payments: Payments made under imminent threat to health, safety, or welfare of an employee or another person may be made only under specific emergency circumstances. Once the emergency situation is resolved, the payment must be reported to the Legal Division and accurately recorded in Swati Spentose's books and records.

ACTIVITY-SPECIFIC ANTI-CORRUPTION PROCEDURES

SAPP sets forth comprehensive controls and procedures that must be followed when engaging in specific activities with individuals and entities outside of Swati Spentose.

(1) Healthcare Professional and Government Official Activities

Permitted HCP Activities:

- Reasonable compensation for legitimate consulting services
- Educational programs with clear scientific or medical purpose
- Modest meals in connection with educational presentations
- Reasonable travel support for educational conferences
- Scientific and educational materials of minimal value

Prohibited HCP Activities:

- Cash payments or cash equivalents
- Entertainment with no educational component
- Lavish gifts or excessive hospitality
- Personal favors or services
- Travel for spouses or family members

(2) External Funding

Including educational grants, corporate sponsorships, charitable contributions, and independent medical education grants. All external funding must:

- Have a legitimate educational, scientific, or charitable purpose
- Be provided to qualified, reputable organizations
- Include appropriate documentation and oversight
- Comply with applicable laws and industry codes
- Avoid any appearance of improper influence

ACTIVITY-SPECIFIC ANTI-CORRUPTION PROCEDURES

SAPP sets forth comprehensive controls and procedures that must be followed when engaging in specific activities with individuals and entities outside of Swati Spentose.

(1) Healthcare Professional and Government Official Activities

Permitted HCP Activities:

- Reasonable compensation for legitimate consulting services
- Educational programs with clear scientific or medical purpose
- Modest meals in connection with educational presentations
- Reasonable travel support for educational conferences
- Scientific and educational materials of minimal value

Prohibited HCP Activities:

- Cash payments or cash equivalents
- Entertainment with no educational component
- Lavish gifts or excessive hospitality
- Personal favors or services
- Travel for spouses or family members

(2) External Funding

Including educational grants, corporate sponsorships, charitable contributions, and independent medical education grants. All external funding must:

- Have a legitimate educational, scientific, or charitable purpose
- Be provided to qualified, reputable organizations
- Include appropriate documentation and oversight
- Comply with applicable laws and industry codes
- Avoid any appearance of improper influence

(3) Third Party Transactions

Including entities and individuals who are not healthcare professionals or Government Officials. All third-party engagements must:

- Be based on legitimate business needs
- Include appropriate due diligence and risk assessment
- Contain anti-corruption contractual provisions
- Be monitored for compliance throughout the relationship
- Be documented with accurate records

PHARMACEUTICAL INDUSTRY SPECIFIC GUIDANCE

Regulatory Authority Interactions
When interacting with drug regulatory authorities (CDSCO, USFDA, WHO, etc.):

- Ensure all applications and submissions are accurate and complete
- Pay only legitimate regulatory fees as specified by law
- Maintain professional, transparent communication
- Document all interactions and correspondence appropriately
- Never offer anything of value to expedite approvals

Clinical Trial Management

For clinical research activities:

- Ensure all payments to investigators are at fair market value
- Maintain transparency in trial funding and sponsorship
- Comply with Good Clinical Practice (GCP) guidelines
- Properly document all trial-related expenses and payments
- Ensure institutional review board independence

Healthcare Professional Engagement

Guidelines for HCP interactions:

- Ensure all consulting arrangements are at fair market value
- Provide only modest hospitality in educational settings
- Avoid entertainment-focused events
- Maintain clear documentation of services provided
- Respect local healthcare compliance codes

Market Access and Procurement

For government procurement and market access:

- Participate only in transparent, competitive processes
- Provide accurate pricing and product information
- Avoid exclusive dealing arrangements that may be improper
- Ensure tender compliance with all requirements
- Document all communications with procurement officials

RED FLAGS AND WARNING SIGNS

Employees must be vigilant for red flags that may indicate potential bribery or corruption risks:

Payment-Related Red Flags:

- Requests for cash payments or unusual payment methods
- Payments to third parties not involved in the transaction
- Requests for overpayments or round-sum payments
- Invoices lacking proper details or documentation
- Unusual banking arrangements or offshore accounts

Partner-Related Red Flags:

- Poor reputation or suspected criminal associations
- Reluctance to provide due diligence information
- Excessive commission requests or fee arrangements
- Political or government connections without legitimate business justification
- Recommendations from government officials without competitive process

Transaction-Related Red Flags:

- Unusual terms or conditions
- Pressure for immediate decision-making
- Requests to backdate documents or agreements
- Involvement of family members of government officials
- Requests for political or charitable contributions as condition of business

BOOKS AND RECORDS AND INTERNAL CONTROLS

Swati Spentose is required to keep books and records that accurately and fairly reflect its transactions in reasonable detail and to maintain internal controls to prevent and detect potential violations.

Key Requirements:

- No false or artificial entries may be made for any reason
- All payments and transactions, regardless of value, must be recorded accurately
- Failing to follow or circumventing internal controls can result in disciplinary consequences
- Business partner records provided to Swati Spentose must be accurate and detailed

Internal Controls Include:

- Segregation of duties in financial processes
- Multiple approval levels for significant expenditures
- Regular reconciliation and review procedures
- Audit trails for all transactions
- Periodic compliance assessments and audits

RAISING CONCERNS

Employees who know of or suspect a violation of the policies and procedures in SAPP are required to report that information immediately.
Ways to Report Concerns

Internal Reporting:

- Direct supervisor or department head
- Human Resources Department
- Legal Department
- Chief Compliance Officer
- Ethics and Compliance Committee

Anonymous Reporting:

- Compliance Helpline: [Insert Local Number]
- Email: compliance@swatispentose.com
- Online Portal: [Insert Web Reporting URL]
- Written Communication to: Compliance Division
- Swati Spentose Private Limited
- [Insert Mumbai Office Address]
- Mumbai, Maharashtra, India

International Reporting:

- For international operations: [Insert International Helpline Numbers]
- Multi-language support available
- Local privacy law protections apply

Protection Against Retaliation

Swati Spentose employees are protected against retaliation. Swati Spentose does not tolerate any act of retaliation against anyone who seeks advice, raises a concern, reports misconduct or possible violations of law or Swati Spentose policies, or provides information in an investigation. This applies whether such concerns are raised internally or to appropriate authorities outside of Swati Spentose.

IMPLEMENTATION AND MONITORING

Training and Education

- Mandatory annual anti-corruption training for all employees
- Specialized training for high-risk functions (sales, regulatory, procurement)
- Regular updates on policy changes and regulatory developments
- Documentation of training completion and effectiveness

Due Diligence Procedures

- Pre-engagement due diligence for all third parties
- Enhanced due diligence for high-risk partners
- Ongoing monitoring of business partner relationships
- Regular review and update of due diligence information

Audit and Monitoring

- Regular compliance audits and assessments
- Transaction monitoring and data analytics
- Third-party compliance verification
- Corrective action plans for identified deficiencies

ENFORCEMENT AND DISCIPLINARY MEASURES

Violations of this policy may result in:

- Disciplinary action up to and including termination of employment
- Termination of business relationships with third parties
- Referral to law enforcement authorities
- Civil and criminal penalties for individuals and the Company
- Exclusion from government programs and contracts

GOVERNANCE AND ACCOUNTABILITY

Chief Compliance Officer Responsibilities:

- Overall policy implementation and oversight
- Training program development and delivery
- Investigation coordination and reporting
- Regular reporting to senior management and Board
- Interface with external regulatory authorities

Management Responsibilities:

- Creating a culture of compliance within their teams
- Ensuring policy awareness and training
- Monitoring compliance within their areas
- Prompt reporting of potential violations
- Supporting investigation activities

Board Oversight:

- Annual policy review and approval
- Compliance program effectiveness assessment
- Resource allocation for compliance activities
- Senior management accountability oversight

EMERGENCY SITUATIONS

In genuine emergency situations involving immediate threat to health or safety:

- Prioritize human safety and welfare above all other considerations
- Document the situation and any payments made in detail
- Report the incident immediately to the Compliance Division
- Seek guidance from the Chief Compliance Officer as soon as practically possible
- Maintain accurate records of emergency-related expenditures

APPLICABLE LAWS AND REGULATIONS

This policy ensures compliance with:

- India: Prevention of Corruption Act 1988, Indian Penal Code
- United States: Foreign Corrupt Practices Act (FCPA)
- United Kingdom: Bribery Act 2010
- Mexico: Federal Anti-Corruption Law
- Korea: Improper Solicitation and Graft Act
- WHO: Good Manufacturing Practice Guidelines
- International: UN Convention Against Corruption

CONTACT INFORMATION

Compliance Division:

Swati Spentose Private Limited
3rd Floor, South Wing
The International Building
Above SBI Bank,
16, M.K. Road, Churchgate,
Mumbai 400020

Email: compliance@swatispentose.com
Phone: 02268625222