

## Anti-Bribery and Anti-Corruption (ABAC) Policy

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**Supersedes and replaces all prior versions as from the effective date.**

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## 1. Introduction

The purpose of this policy on anti-bribery and anti-corruption (“**Policy**”) is to outline mandatory principles and requirements for the prevention and detection of bribery and corruption. DKSH Holding Ltd. (“**DKSH**” or the “**Company**”) and all its entities belonging to the group of entities are committed to maintain fair and equitable business practices and adhere to ethical behavior by all its employees and associated parties (whether natural persons or legal entities) acting for and on behalf of DKSH, as outlined in our Code of Conduct.

DKSH applies a range of procedures for the prevention of bribery and corruption, including risk assessment, risk mitigation measures with appropriate controls, relevant training, communications, monitoring & reviews.

## 2. Scope

This Policy applies to all legal entities forming the DKSH group (“**DKSH Group**”), including joint ventures, as well as minority ownerships managed or otherwise controlled by DKSH, as well as to all directors and employees (including paid and un-paid temporary and / or contract staff) of such entities (collectively herein referred to as “**Employees**”). It furthermore applies to all associated parties, *i.e.* any person or organization that provides services for or on behalf of DKSH.

This Policy is aligned with applicable laws and regulations and, in certain parts of our business, industry codes of practice. In countries where local laws and regulations are more stringent than this Policy, the more stringent rules shall apply.

It is the responsibility of every Employee to comply with this Policy, to prevent any instances of bribery and corruption and to report any corresponding concerns or suspicions.

## 3. General Principles

DKSH has zero tolerance to any form of bribery and/or corruption. Employees shall not, directly, for or through an external party, promise, offer, make, authorize, solicit, or accept any financial or other advantage, aiming to obtain or retain business or secure an improper advantage in the conduct of business. The prohibition of bribery applies to both the public sector (public officials) as well as private sector businesses.

For combatting the risk of bribery & corruption, the following principles must always be followed:

1. Activities, interactions, and transactions that we incur shall have a legitimate and valid purpose
2. Everything we do is open, transparent, and properly documented
3. Transfers of value made are proportionate to the services/goods we obtain
4. We avoid any undue influence with parties we work with and avoid situations that create/ appear to create any Conflict of Interest
5. We are committed to maintaining accurate financial records

## 4. Specific Anti-Bribery and Anti-Corruption Risk Areas

### 4.1 Gifts, Hospitality and/or Entertainment (GHE)

#### 4.1.1 Definitions

- **Gifts** are benefits of various kind (including objects, gratuities, rewards, favors, or other incentives)
- **Hospitality** refers to meals, drinks, as well as lodging and travel expenses (such as air tickets etc.)
- **Entertainment** refers to attendance at social, cultural, or sporting events or similar

#### 4.1.2 Key Principles

- a. GHE, whether offered separately, as part of an activity, or in combination with other benefits – shall never be offered or provided with the intention of influencing a beneficiary into granting a favor or a business advantage to DKSH in return, or for retaining or obtaining business
- b. GHE shall always be of a modest value in line with cautious social customs
- c. No such benefits shall be provided or accepted during or close to any tendering or bidding process
- d. Entertainment shall not be offered to participants in any events, such as business meetings, conferences or similar, unless reasonable and constituting an insignificant part of the event.
- e. DKSH prohibits extending entertainment to persons not directly related to the purpose of the original business related event, including family members, friends, or other colleagues
- f. Cash or cash equivalents (such as vouchers, coupons, etc.) shall never be offered, given, or accepted
- g. Benefits exceeding the market threshold limit shall follow the pre-approval process provided for in the GHE Policy

Please refer to the DKSH [Gift, Hospitality, and Entertainment \(GHE\) Policy](#) for more detailed guidance on applicable principles and standards, including market specific the GHE thresholds.

### 4.2 Promotional activities and incentives

#### 4.2.1 Definitions

- **Promotional Activities** in our business generally refer to any activity regarding the marketing (e.g. advertising, demonstrating, sampling) of our products or services offered to potential buyers.
- **Incentives** generally refer to benefits provided conditional on certain outcomes, e.g. a bonus for meeting of a sales target.

#### 4.2.2 Key Principles

DKSH prohibits:

- a. any form of Promotional Activities and Incentives which are unethical and may give rise to suspicions of bribery, such as excessive discounting or similar, or personalized Incentives in the form of GHE, kickbacks or other
- b. offering or accepting of Incentives/Incentive schemes to and from external parties unless done in a legal, ethical, commercially justifiable, and fully transparent manner
- c. conducting such activities without proper documentation (such as a contract or other document setting out clear criteria for eligibility), communication prior to the launch and a clear monitoring process

## 4.3 Sponsorships, Grants, and Donations

### 4.3.1 Definitions

- **Sponsorship** in the context of our business means provision of monetary funds or in-kind contributions for specific projects, events, or activities in exchange for a marketing or other commercial benefit.
- **Grants** generally refer to provision of monetary benefits to an eligible person, typically in combination with restrictions regarding their usage or application.
- **Donations** refer to provision of money or in-kind contributions to a specific cause or for a specific purpose, generally related to charity or humanitarian needs, but also social investment or sustainability.

### 4.3.2 Key Principles

Sponsorships, Grants, Donations, or similar contributions shall:

- a. never be provided with the intent of recipients, beneficiaries providing favors or improper advantages to DKSH, or for retaining or obtaining business
- b. follow the DKSH [Global Donations Policy](#) and any applicable laws and
- c. be properly and transparently documented

## 4.4 Political contributions

As a rule, DKSH does not make contributions to political parties. Exceptions require the approval by the General Counsel.

## 4.5 Interactions with Public Officials

### 4.5.1 Definitions

Public Officials are defined as any of the below:

- Any officer or employee of a local or foreign government or government agency
- Any officer or employee of a government owned or controlled company or institution including government owned hospitals
- An officer or employee of a public international organization (for example, United Nations or the World Bank)

- An officer or employee of a political party, or any candidate for public office
- A representative of a royal or crown corporation
- Any person acting in an official capacity for or on behalf of any of the above
- A close relative or a family member (by blood or through marriage) of a public official

## 4.5.2 Key Principles

- a. No improper influence is exercised on a Public Official to obtain and/or retain business or any regulatory or commercial advantage or to reward the recipient for providing an advantage
- b. Ensure adherence to relevant laws and any written standards or regulations
- c. Provision of GHE to Public Officials is strongly discouraged
- d. Facilitation payments which are small benefits in cash or in-kind that are provided to Public Officials to speed up or facilitate the performance of routine government actions (e.g. the provision of licences, permits, or visas to which the applicant is entitled) are prohibited

## 4.6 Third Party Intermediaries

### 4.6.1 Definitions

**Third Party Intermediaries (TPI)** is a collective term that refers to any person or organization appointed by DKSH to perform services for or on DKSH behalf. DKSH may be held criminally liable for the acts of Third Parties who engage in bribery when acting on behalf of DKSH (e.g. in the context of interacting with Public Officials when obtaining licences etc or in the context of generating business).

### 4.6.2 Key Principles

- a. A TPI shall only be engaged if there is a legitimate business reason to do so
- b. A TPI shall never be engaged with the purpose of circumventing this Policy to create an improper advantage for DKSH
- c. All fees and expenses must be paid to the TPI and not to another (unconnected) person or entity
- d. Prices agreed for goods and services shall not be higher than fair market value
- e. Accurate financial records of all payments made to a TPI must be kept
- f. All engagements with high risk TPIs must be based on written contracts
- g. Performance by high risk TPIs under such contracts needs to be periodically evaluated and documented
- h. Contracts entered into with high risk TPIs shall contain appropriate compliance clauses as determined by Group Legal and Group GRC

All TPIs acting for or on behalf of DKSH are subject to risk-based due diligence prior to the engagement, to ensure their eligibility according to the [Third Party Risk Management Standard Operating Procedure](#) and this Policy.

## 5. Roles & Responsibilities

<b>Country Management Team (CMT)</b>	<ul style="list-style-type: none"> <li>• Introduce and maintain adequate processes and procedures, including controls, by all their Employees and TPIs to ensure compliance with this Policy</li> <li>• Ensure regular mandatory ABAC trainings are provided including specific training to groups of Employees and TPIs in view of their roles and responsibilities</li> <li>• Approve the local ABAC risk assessment and annual monitoring plan</li> </ul>
<b>Line Managers (LM)</b>	<ul style="list-style-type: none"> <li>• Ensure compliance with this Policy in their area of responsibility</li> <li>• Ensure that their subordinates are aware of the significance and the critical role of this Policy, its principles, and standards</li> <li>• Demonstrate high ethical values and behave in compliance with this Policy to lead by example</li> </ul>
<b>Group Governance, Risk &amp; Compliance (GRC)</b>	<ul style="list-style-type: none"> <li>• Coordinate and provide support on the implementation and execution of the Policy to the CMT in line with the roles, responsibilities, and authorities of the function</li> <li>• Maintenance of the Policy and introduction of changes if required</li> <li>• Provide advice and clarification to CMTs and LCOs on the Policy</li> </ul>
<b>Local Compliance Officer (LCO)</b>	<ul style="list-style-type: none"> <li>• Ensure that ABAC risk assessments are performed to manage any potential risks that may impact business operations</li> <li>• Conduct periodic monitoring on ABAC related activities</li> <li>• Provide advice and clarification to local market on the Policy requirements</li> <li>• Escalate any concerns to Group GRC</li> </ul>
<b>Local Legal Counsel (LLC)</b>	<ul style="list-style-type: none"> <li>• Provide support on market specific ABAC requirements</li> </ul>
<b>Employees</b>	<ul style="list-style-type: none"> <li>• Adherence to the Policy</li> <li>• Complete mandatory compliance trainings in accordance with the global timelines</li> <li>• Refer to the LCO or their LMs for any clarifications regarding the Policy</li> <li>• Report any concerns or suspicions to the appropriate channels</li> </ul>

## 6. Implementation, Communication & Training

### 6.1 Implementation

This Policy is implemented by uploading it to the DKSH Policy Center and conducting communications and training, as specified below.



## **6.2 Training**

All Employees shall undergo mandatory annual compliance training. When joining DKSH, new joiners are assigned mandatory training.

## **6.3 Communication**

Any update/revision to this Policy will be communicated prior to its implementation. ABAC related topics are part of the annual communication plan.

## **7. Reporting and investigation**

All reports of bribery and corruption concerns or suspicions shall be investigated. Employees who are found to have violated this Policy (through committing an act of bribery or through failure to report acts of bribery) shall be subject to disciplinary or other actions, up to and including dismissal and legal action, where appropriate.

### **7.1 Policy clarifications and concerns**

If you are unsure about how to apply this policy, please consult with your LCO. All concerns or suspicions of bribery and corruption shall immediately be reported to your LM/LCO/member of CMT/LLC and/or Group GRC ([compliance@dksh.com](mailto:compliance@dksh.com)). Such concerns can also be logged via [Integrity Line](#).

All such reports shall be dealt with as determined by the policy on Compliance Incidents Reporting and Investigations (CIRI).

### **7.2 Reporting by DKSH third parties**

Any concerns can be reported via the [Integrity Line](#) and - depending on the nature of incidents of bribery and corruption -, additional reporting to authorities or regulatory bodies may be required.

Such reporting shall be coordinated by Group GRC through Group Legal. By contractual obligation we may have to report incidents to our business partners.

DKSH strictly prohibits any form of retaliation against anyone who raises genuine concerns in good faith, while it also protects the rights of those reported for non-compliance.

## **8. Monitoring & Audit**

DKSH compliance program requires markets to conduct monitoring of market level ABAC risk and ensure appropriate controls are in place to reduce the same.

Please refer to DKSH [Anti-Corruption Monitoring Policy](#) for more detailed guidance on applicable principles and standards.

Group GRC may conduct periodic monitoring to evaluate the adequacy of ABAC related controls within markets at pre-agreed timelines.

### 9. Exceptions

Exceptions to any rule contained herein must be raised to and approved in writing by Group GRC, unless otherwise specified in the Policy. The requestor of the exception is responsible for documenting and maintaining such written approval records.

### 10. History of changes

Revision Number	Key Changes Made	Effective Date
3.0	<ul style="list-style-type: none"><li>- Inclusion of foundation principles, monitoring guidelines</li><li>- Updated links to relevant policies (GHE, Donations, TPRM, Anti-corruption monitoring)</li><li>- Clarified roles and responsibilities</li><li>- Clarified structure of the content</li></ul>	June 3, 2024