



## Global Anti-Bribery and Anti-Corruption Business Standards for Vendors and Agents

Viatriis is committed to making an impact via integrity and acting ethically in accordance with all applicable laws and regulations. To achieve our mission of empowering people to live healthier at every stage of life, we must inspire a solid sense of trust. Our stakeholders – especially the patients we are pledged to serve – need to know that we will strive to do the right thing on every step of our journey as we work to expand access to medicines. They need to have confidence that we will never take shortcuts along the way or compromise our high standards of safety, quality, and ethics.

We expect the same commitment from any third party consultants, representatives, or other individuals engaged by Viatriis to perform work on Viatriis' behalf ("Agents") or suppliers of goods or services to Viatriis ("Vendors"). The Global Anti-Bribery and Anti-Corruption Business Standards for Vendors and Agents ("Business Standards") sets out the core principles and requirements concerning anti-bribery and anti-corruption which Agents and Vendors must abide by at all times during the course of providing services to Viatriis. Nothing contained in these Business Standards shall be deemed to create an employment relationship between Viatriis and any Vendor or Agent. Compliance with these Business Standards is mandatory for Agents and Vendors engaged by Viatriis.

### **ANTI-CORRUPTION AND ANTI-BRIBERY GOVERNANCE**

- We strictly prohibit bribery and corruption in any form, anywhere we do business. We prohibit bribing any public official or private person and accepting any bribes. We prohibit providing, directly or indirectly, anything of value with the intent of influencing a person's decision in an effort to secure business or gain advantage. This prohibition extends to bribery of Government Officials, both foreign and domestic, and to bribery of individuals or organizations operating entirely in the private sector.
- We are committed to adherence with the U.S. Foreign Corrupt Practices Act ("FCPA"), the United Kingdom's Bribery Act of 2010 ("UKBA") the Organisation for Economic Co-operation and Development ("OECD") Convention on Combating Bribery of Foreign Public Officials in International Business Transactions, and all other national and local anti-corruption laws in force wherever Viatriis does business, as well as any industry codes or other international conventions as may be applicable to Viatriis.
- We are committed to implementing and enforcing effective compliance systems to prevent and detect bribery and corruption, and to taking prompt and effective remedial action as may be required.
- Agents and Vendors must not engage in acts of bribery or corruption under any circumstance. Agents and Vendors are prohibited from offering, promising, making, accepting, soliciting, authorizing, or providing, directly or indirectly through third parties, any payments, gifts, or anything of value to any person for the purpose of corruptly or improperly influencing or



rewarding any action, inaction, or decision by such person, or for the purpose of obtaining or retaining business or securing an improper business advantage. This prohibition extends to bribery of Government Officials, both foreign and domestic, and to bribery of individuals or organizations operating entirely in the private sector.

## **RESPONSIBILITY AND ACCOUNTABILITY OF AGENTS AND VENDORS**

- Violations of the FCPA, the UKBA, and other local anti-bribery laws may have extremely serious legal consequences for Viatris and any individual involved. These consequences can include imprisonment, potentially unlimited fines, exclusion from industry or business, or termination of engagement for Vendors or Agents.
- We must carefully examine all interactions to determine whether they may create the appearance of impropriety. Although a given transaction may have a legitimate purpose, the circumstances may create a perception of corruption and, therefore, must be carefully considered before proceeding.
- All Agents and Vendors must complete assigned anti-bribery and anti-corruption training within the required time frame.
- All Agents and Vendors having any question, doubt, or concern about whether particular acts or transactions are permitted by company policy or applicable laws must ask their primary point of contact at Viatris before proceeding, who may in turn consult the Viatris Compliance or Legal Department for guidance.

## **BRIBERY**

- A bribe means the act of offering, promising, making, accepting, soliciting, authorizing, or providing, directly or indirectly through third parties, any payments, gifts, or anything of value to any person for the purpose of corruptly or improperly influencing or rewarding any action, inaction, or decision by such person, or for the purpose of obtaining or retaining business or securing an improper business advantage.
  - The term “anything of value” has a broad scope, and includes, but is not limited to, cash payments, gifts, entertainment, travel expenses, favors, services, loans and loan guarantees, the use of property or equipment, job offers, transportation, and the payment of expenses or debts. Importantly, there is no “small payment” or de minimis exception for a prohibited payment. Even small payments may violate these Business Standards and/or applicable laws if they are offered for a prohibited purpose.
  - We must ensure that every transaction is permitted, within applicable monetary limits for gifts, meals, and beverages as set out in applicable local procedures, and of appropriate fair market value.
- Bribes can take many forms other than cash. Anything of value can potentially be considered a bribe. A mere offer or promise of a prohibited payment may constitute a bribe, even if the



person rejects the offer, or the offered payment fails to bring about the desired outcome. A prohibited payment may be considered a bribe regardless of whether it is made directly to the recipient, or indirectly via one or more third parties.

- The FCPA, the UKBA, and many other laws make bribery illegal. Under the FCPA, bribing a non-U.S. Government Official (as defined below) is a crime that may be investigated and prosecuted by United States authorities, regardless of where in the world the bribery occurs, and regardless of whether the person or entity offering or paying the bribe is a U.S. citizen or national. The UKBA also prohibits bribery everywhere in the world, including commercial bribery between persons or entities in the private sector.
- Bribery is illegal not only under the FCPA and UKBA, but also under the law of many countries where Viatris does business. Vendors and Agents must always comply with the strictest provisions of these Business Standards, the FCPA, the UKBA, and/or local law.

### **FACILITATION PAYMENTS**

- We also prohibit Facilitation Payments, which are payments, even in nominal amounts, made to Government Officials to expedite or secure routine, non-discretionary actions (e.g., processing visas, licenses, or permits).

### **GOVERNMENT OFFICIAL**

- These Business Standards, the UKBA, and other applicable laws prohibit bribery of anyone in the public or private sector, not just Government Officials. However, since the FCPA applies U.S. criminal sanctions to bribery of non-U.S. Government Officials also, and given that the FCPA applies to Viatris and its operations globally, the definition of Government Official deserves close attention.
- The FCPA defines the term Government Official broadly, and includes any of the following, anywhere in the world, as well as their family members:
  - Official, officer, or employee (full or part-time) of any government, governmental entity, department, or agency;
  - Officer or employee of a government-owned or government-controlled business enterprise (e.g., a government-owned bank or utility company);
  - Officer or employee of a public international organization (e.g., the United Nations, the World Bank, or the International Monetary Fund);
  - Person acting in an official capacity for, or on behalf of, a government, with a public international organization, or with an enterprise owned or controlled by a government;
  - Official of a political party;
  - Candidate for political office; and
  - Private consultant who acts on behalf of, a government, with a public international



organization, or with an enterprise owned or controlled by a government.

- Doctors and other healthcare professionals who are employed full time or part-time by public hospitals (government owned or run), universities, institutions, or organizations may also be considered Government Officials for the purpose of compliance with the FCPA, even if that HCP is not considered to be a public or Government Official under the law of the country in which they are employed.

### **AGENTS AND OTHER THIRD PARTIES**

- Bribery is prohibited regardless of whether it is carried out directly or indirectly (e.g., through an Agent, Vendor or other third party).
- Any Agent who interacts with a Government Official for, or on behalf of, Viatris must perform such services pursuant to a written contract that has been properly and fully reviewed and approved in accordance with applicable company policies, the Viatris Code of Business Conduct and Ethics, and all applicable laws and regulations, including the FCPA and the UKBA.
- Agent contracts must include appropriate anti-corruption representations and warranties or compliance with applicable laws.
- Viatris may audit the activities of Agents, Vendors and other third parties acting on Viatris' behalf to ensure compliance with applicable policies, laws, and regulations.

### **KEEPING ACCURATE ACCOUNTING BOOKS AND RECORDS**

- In addition to prohibiting bribery of non-U.S. Government Officials, the FCPA and the U.S. federal securities laws require maintenance of books and accounting records in a manner such that they accurately and completely reflect all transactions in reasonable detail. These recordkeeping provisions apply to all payments, not merely those that would be material in the traditional financial sense.
- The FCPA and the U.S. federal securities laws prohibit manipulating books and records in an effort to mask transactions, either by mischaracterizing them or by omitting them from books entirely. Accordingly, no undisclosed or unrecorded accounts of Viatris are to be maintained for any purpose, and books and records must accurately record all transactions.
- The FCPA and the U.S. federal securities laws further require implementation and maintenance of a system of internal controls to ensure that all transactions are properly recorded and authorized by management.
- Any and all payments, commissions, reimbursements, expenses, or compensation of any kind or nature provided to an Agent must be properly authorized under applicable company policy and must also be fully and accurately recorded in Viatris accounting books and records.



### GIFTS, MEALS, ENTERTAINMENT, AND OTHER HOSPITALITY

- Agents, and Vendors must ensure that gifts, meals, entertainment, and other customary business hospitality are never used to improperly influence the recipient of such payment or benefit; that the recipient is permitted under the law and rules or policies of their employer to accept such benefits; and that any such payments, benefits, or expenses are reasonable, customary, not extravagant or excessive, and properly and accurately described in all Viatriis records in accordance with all applicable policy requirements and laws.
- Agents, Customers and Vendors may never solicit gifts, meals, entertainment, or other forms of hospitality.

### REPORTING SUSPECTED OR ACTUAL VIOLATIONS

- Agents and Vendors that become aware of any potential violations of applicable laws or these Viatriis Global Anti-Corruption and Anti-Bribery Business Standards must immediately cease participating in the prohibited or questionable behavior, activity, or relationship and report the potential violation.
- Agents and Vendors may choose to report anonymously if they do not wish to identify themselves. Every effort will be made to keep reports confidential to the extent possible, consistent with the need to conduct an adequate investigation and in accordance with any applicable local law. Retaliation against any Agent or Vendor who report potential violations of these Business Standards in good faith is strictly prohibited.
- Agents and Vendors are expected to report such potential violations of these Business Standards to their primary point of contact at Viatriis or to the Viatriis Compliance line as follows:

**Call:** [Compliance Line phone numbers accessible by country](#)

**Email:** [compliance@viatris.com](mailto:compliance@viatris.com)

**Online:** [www.viatris.integrityline.com](http://www.viatris.integrityline.com)

**Mail:** The Network

(Attn. Viatriis)

333 Research Court

Norcross, GA 30092 U.S.