

# *Global Policy Anti-Bribery, Anti-Corruption Compliance*



## Ethics & Compliance

*POL-289*

*Version 2.0 | Effective March 4 2022*

# Purpose

This Global Policy establishes Astellas' principles related to anti-bribery and anti-corruption ("ABAC") compliance.

Astellas is committed to observing the highest standards of ethical conduct in its operations throughout the world, including complying with the letter and spirit of all applicable laws that prohibit bribery and corruption, including laws with global and cross-border implications such as the U.S. Foreign Corrupt Practices Act of 1977 ("FCPA") and the UK Bribery Act 2010.



# Scope

This Global Policy applies to all full-time and part-time directors, officers, employees, and temporary staff, as well as non-employees. It may also apply, in whole or in part, to Third Parties, agents, consultants, contractors, or other individuals who act on behalf of Astellas.

In the case of any conflicts between local laws and regulations and this Policy, the more restrictive requirements apply.

Astellas affiliates have the discretion to adopt higher or stricter standards than those detailed in this Policy, if doing so is required by local law, rule, regulation, or industry standard.



## Policy Preview

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### References

- POL-928 *Astellas Social Contribution Policy*
- POL-301 *Corporate Decision Authority Policy*
- POL-534 *Astellas Group Code of Conduct*
- SOP-1741 *Global SOP for Astellas Group Anti-Bribery and Anti-Corruption Due Diligence*
- POL-580 *Astellas Group Conflicts of Interest Policy*

### Definitions

- For definitions, refer to *Enterprise Master Definition List (MDL)*.

### ***This Global Policy covers these basic core principles:***

- We have zero tolerance for Bribery or Corruption, even if we might lose business.
- We prohibit Bribery and Corruption in our interactions with anyone involved in our business, not just public officials.
- We do not give or accept bribes, and we do not allow Third Parties to do so on our behalf.
- All of us are responsible for preventing any instance of Bribery or Corruption and for reporting any concern or suspicion.



## Policy Overview

### *Zero Tolerance of Bribery or Corruption*

Bribery and Corruption erode the social contract that binds every community together – the trust we have that decisions are made for the right reasons and regulations are enforced impartially. When Bribery or Corruption occur in the healthcare industry, it can have extremely serious consequences for patients and other stakeholders.

***We strictly prohibit Bribery and Corruption and do not tolerate Bribery or Corruption by Astellas Personnel or our Third Party Representatives.*** We are committed to complying with all applicable laws, including anti-corruption laws, consistent with our commitment to conducting business with ethics and integrity.

#### ***Astellas Prohibits:***

- **Paying or Accepting Bribes:** Paying, offering, promising, requesting or accepting a Bribe.
- **Public Sector or Commercial Bribes:** Bribery or Corruption involving public institutions, Government Officials or private institutions or individuals.
- **Bribery or Corruption for the benefit of Astellas or Others:** Bribery or Corruption intended for Astellas' benefit, or for the personal benefit of any Astellas Personnel, or Third Party Representative, or their family, friends or acquaintances.
- **Bribery or Corruption by Third Parties:** Engaging a Third Party to engage in activities that we prohibit for our own employees, including Bribery or Corruption.

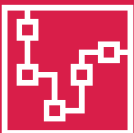
***What are Bribery and Corruption?*** **Corruption** is any form of dishonest, fraudulent, or otherwise unethical or illegal conduct by a person in a position of power or public trust (like a public official), based on improper influence. It is an abuse of power or public trust for private gain. **Bribery** is the most common form of Corruption. Bribery is the giving or receiving of something of value to improperly influence the judgment or conduct of another person in order to obtain or retain an undue or Inappropriate Advantage.

***What is an Inappropriate Advantage?*** An **Inappropriate Advantage** is any advantage – including gaining or retaining business or any other favorable decision, action, or omission – obtained or retained as result of Bribery or Corruption.



### *Did you know?*

A bribe need not be cash. It can be anything that benefits someone else. It could be compensation above market value, gifts, meals or hospitality, contributions or sponsorships, business tools or services, access to resources or information, jobs or internships or even personal favors – anything a person may value – if given to receive an Inappropriate Advantage.



## *Speak Up!*

We all have a **duty** to speak up! If you believe Bribery or Corruption is occurring or being suggested, or you are aware of a situation that might create a perception of Bribery or Corruption, you must report this to your Ethics & Compliance partner or submit a report to Ethics & Compliance via EthicsPoint ([www.astellas.ethicspoint.com](http://www.astellas.ethicspoint.com)) immediately. We will not tolerate retaliation against anyone for reporting concerns in good faith.



## Policy Requirements

### 1. Payments to Government Entities

- Where legally required or officially authorized, we make payments to government agencies as part of our normal business operations (e.g., regulatory filing fees, corporate taxes, permits, licenses or other official fees).
- For Government Officials (that are not HCPs engaged by Astellas), we make the payments only to the government agency, not to an individual public official.
- We ask for and keep official government receipts for those payments.
- We strictly prohibit facilitation payments. Facilitation payments are payments made to an individual personally to secure or expedite the performance of a routine, non-discretionary action by a Government Official.
- A payment made to resolve an imminent threat to the health or safety of any Astellas Personnel (e.g., a payment to expedite an evacuation or the receipt of urgent medical attention) is not considered a facilitation payment and is not a violation of this Policy. Such payments must be reported to your Ethics & Compliance partner or to Ethics & Compliance via EthicsPoint (<http://www.astellas.ethicspoint.com>) as soon as practicable and appropriately documented, but preferably in advance of the payment.

### 2. Interactions with Government Officials

- We interact with Government Officials for a variety of reasons, including paying our taxes, registering our products, seeking business licenses, and as a responsible proactively engaged corporate citizen.
- In all our interactions with Government Officials, we act with:
  - honesty and integrity,
  - transparency and openness, and
  - mutual respect
- We recognize there is a high degree of risk when we interact with Government Officials who may be in an actual or perceived position of influence which could affect our business.
- We do not improperly influence Government Officials to obtain or retain any Inappropriate Advantage. All payments and other transfers of value to Government Officials must be legitimate, transparent and reflect fair market value.



### *Did you know?*

We do not provide “extra” benefits to Government Officials when making required payments to governmental entities, such as:

- Facilitation payments to clear customs,
- Bribes to win tenders,
- Offering employment to their friends or family for a favorable decision.
- Personal Services or Favors.





- There are many local laws, regulations and codes of conduct applicable to interactions with Government Officials, and we are careful to understand, and comply with them all.

### 3. Payments to Healthcare Professionals (HCPs) or Healthcare Organizations (HCOs)

- There is a lot of scrutiny over our interactions with HCPs or HCOs who could be deemed or perceived to have the power to influence our business.
- In many parts of the world, HCPs are employed by government owned or funded hospitals and may be viewed as Government Officials. To avoid issues, we treat our interactions with HCPs and HCOs with the same degree of care that we treat our interactions with Government Officials.
- We assure that all payments and other transfers of value to HCPs and HCOs are legitimate, transparent and reflect fair market value.
- We do not Bribe HCPs or HCOs or otherwise provide benefits (such as funding, sponsorships, research grants, or anything else of value) as a *quid pro quo* (literally: something in place of something else) for prescriptions, purchases, formulary status, referrals or other Inappropriate Advantages.
  - We **put patients first** and **we would rather lose a sale** than have a patient receive the wrong treatment for their condition as a result of a Bribe or Corruption.

### 4. Travel, Hospitality and Gifts

- We prohibit the offering, giving or receipt of gifts, travel, hospitality or expenses whenever they could result in, or reasonably be perceived to result in, an Inappropriate Advantage. Where we do provide gifts, travel, or hospitality, we only do so when legally permissible and for a *bona fide* (literally: in good faith) purpose and only where made in accordance with applicable internal standards.
- Even where permitted by local laws or regulations, **we prohibit:**
  - **Gifts for the personal benefit of HCPs or Government Officials** (such as sporting or entertainment tickets, electronics items, social courtesy gifts, etc.).
  - **Providing or offering cash, cash equivalents, or personal services to HCPs or Government Officials.** Personal services in this context includes providing any service of value to the HCP or Government Official. This may include, but is not limited to (1) services related to the HCP's or Government Official's profession, such as performing an administrative function or providing business consulting services, for the HCP or Government Official or their office and (2) any type of service unrelated to the HCP's or Government Official's profession that confers a personal benefit.

### 5. Charitable Social Contributions

- We are careful that our charitable grants and donations and other social contributions remain free from inappropriate conflicts of interests and the harmful effects of Bribery and Corruption.



- Employees may not use Astellas funds for any charitable contribution without appropriate approval as per POL-928 *Astellas Social Contribution Policy* and per POL-301 *Corporate Decision Authority Policy*.

## **6. Political Contributions and Lobbying**

- We only provide political contributions or engage in political activities, such as lobbying, if doing so is lawful and an accepted practice in the country where the activity is conducted.
- Employees may not use Astellas funds to support any political contribution or expenditure without appropriate approval as per POL-301.
- When giving political support or participating in political activities in a personal capacity (not on behalf of Astellas), we may never suggest that we represent Astellas.
- We fully comply with all transparency requirements related to political contributions.

## **7. Pricing and Commercial Incentives**

- We compete ethically on our merits and do not use pricing, discounts, rebates, at-no-charge product or other commercial incentives to fund Bribery, Corruption or an Inappropriate Advantage.
- We report and refuse any requests for any such illegal concessions.
- We assure that all agreements and arrangements for pricing and commercial incentives are consistent with our internal policies and applicable laws, recorded in writing, and appropriately reflected in our financial books and records.

## **8. Employment Decisions**

- We do not provide employment opportunities to secure any Inappropriate Advantage, such as:
  - Hiring the relative of an HCP at a hospital in exchange for increased access to that HCP and increased purchases of Astellas products from that hospital.
  - Offering a summer internship to the relative of a Government Official in exchange for a favorable inspection result.
- We only hire former Government Officials (e.g., those resigning or retiring from government office, public service or any elected political positions) in conformity with the rules of the institutions they previously served, and only after first consulting with Legal and Human Resources.

## **9. Use of Third-Party Representatives**

We hold our Third Party Representatives to the same standards we hold ourselves to and prohibit Third Party Representatives from engaging in activities that we prohibit for our own employees.

We require that Third Party Representatives:



- only be engaged for a *legitimate need*;
- undergo *appropriate due diligence* prior to engagement;
- have a *written contract* with Astellas *prior to performing work*; and
- receive *fair market value* in exchange for legitimate services actually performed.

## **10. Mergers, Acquisitions, and Joint Ventures**

- When we seek to acquire or make a significant investment in a company or business, we assure our due diligence includes an appropriate ABAC compliance component. Consult Legal and Ethics & Compliance for specific guidance.
- Our post-acquisition integration plans must include a process for appropriately applying Astellas' ABAC compliance policies and procedures and providing appropriate training to employees of an acquired company or business.

## ***Guidelines for Payments to Third Parties***

To assure that payments we make to Third Parties are appropriate:

- We make the payments only through approved financial payment systems, such as bank transfer (to a legitimate business account), company check, or company credit card.
- We will only pay invoices from the Third Party that we have contracted with.
- We record the payments accurately in our books and records.
- We do not pay in cash or cash equivalents (such as gift cards), except where approved by Finance.
- A third party may make payments on our behalf if (i) we have a genuine business need for them to do so and (ii) our written agreement requires the third party to reasonably document, track, and report to us all such payments.

## ***Obligation to Comply***

Compliance with this Policy and its principles is mandatory and is the responsibility of all Astellas Personnel and Third Party Representatives. Astellas Personnel and Third Party Representatives will not suffer adverse consequences for refusing to engage in Bribery or Corruption or refusing to seek or receive an Inappropriate Advantage even if this results in the loss of business to Astellas. Astellas Personnel who violate this Policy or its underlying ethical principles may be subject to disciplinary action up to and including termination of employment.





### *Accounting and Record Keeping Requirements:*

Astellas Personnel and Third Party Representatives must create and maintain business records that accurately reflect, in reasonable detail, the underlying rationale for all transactions or business activities that involve a transfer of value from or on behalf of Astellas to a Third Party.

### *Amendment or Continuation*

Amendments to or discontinuation of this Policy may be approved by the Chief Ethics & Compliance Officer. Administrative revisions may be approved by the Head of Ethics & Compliance.