

# *DATACONSULT - Code of Conduct*

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## **Our Values**

DATACONSULT's values are integrity and transparency in business.

DATACONSULT views corruption as incompatible with its vision of becoming the preferred provider of generic medicines and medical devices for the benefit of economically disadvantaged populations.

DATACONSULT recognises that corruption and other unethical practices also undermine the key to its business success, namely the support and confidence of its customers.

In support of our values and views, DATACONSULT has developed this Code of Conduct for countering corruption, bribery and conflicts of interest.

## **Structure of the Code of Conduct**

The Code of Conduct starts under Section 1 and 2 with a description of our aims and commitments, followed by several definitions established under Section 3.

Section 4 goes on to describe a number of situations the Code of Conduct covers, how it applies to various parties, and the established procedures to respect the Conduct of Conduct.

The implementation of the Code of Conduct, including roles, responsibilities, communication and training, is described under Section 5 together with potential sanctions for breaching the Code of Conduct.

## **Code of Conduct**

### **1. AIMS**

1.1 The aim of this Code of Conduct is to:

- Set out DATACONSULT's business practice for countering corruption, bribery and conflicts of interest.
- Give guidance to employees, business associates and agents.

### **2. COMMITMENTS**

2.1 DATACONSULT is against bribery and corruption and will oppose them by all means available. This policy extends to all of DATACONSULT's business dealings and transactions in every country in which it, its subsidiaries, agents and associates operate.

2.2 DATACONSULT will avoid all conflicts of interest, whether real or potential, between DATACONSULT and the interest of its employees, business associates and agents.

2.3 This Code of Conduct is constantly revised to capture changes in law, reputational demands and changes in the company.

2.4 DATACONSULT and its employees subscribe to this Code of Conduct and to the pursuit of integrity and transparency in doing business.

2.5 Responsibility for the Code of Conduct's implementation, monitoring and addressing questions regarding policy and principles lies with Management.

2.6 This Code of Conduct only sets minimum standards; therefore, local law in the country of operation shall always be followed when it sets stricter requirements (in this case, Cap.201 of the Laws of Hong Kong).

### **3. DEFINITIONS**

3.1 Corruption is generally defined as the misuse of entrusted power for personal gain.

3.2 Bribery is a form of corruption consisting of the offer or exchange of any gift, loan, fee, reward or other advantage between anybody working for or on behalf of DATACONSULT, and any person external to the company, as an inducement to do something which is dishonest, illegal or a breach of trust, in the conduct of the company's business activities. Bribery is the promise, solicitation, agreement and/or the actual exchange of a bribe or any other undue advantage. Within this Code of Conduct, this includes extortion, which is the demand of a bribe coupled with an explicit or implicit threat should the demand be refused.

3.3 Corruption is illegal in most countries, punishable by criminal and monetary sanctions. Individuals engaging in such practices can be imprisoned and their employer can receive heavy fines and be subjected to other administrative penalties.

3.4 Even though a company's employees are not directly involved in acts of corruption, the company can be held liable for such acts committed by third parties, such as agents and business

intermediaries, conducting business for the company. This applies in particular when it can be proved that the company knowingly used those third parties to carry out corrupt acts. Additionally, failure to exert due diligence in the choice of third parties will cause the company to be held liable for these parties' actions.

3.5 The fact that corruption is common practice in a given country does not make it legal. Reference to local custom is not an accepted defence before the given country's courts, even in the case of small payments.

#### **4. SCOPE OF THE CODE OF CONDUCT**

Bribery and corruption in general can take many forms. The following is a list of situations in which corruption and other unethical activities frequently occur.

##### **Situations**

#### **4.1 Kickbacks**

4.1.1 A kickback is a form of bribery made with the purpose of winning a tender for a contract. In this situation, the person who shall award a contract or an order does not necessarily award it to the best bid or proposal, but rather to the payer of the kickback. A kickback is illegal even if the company which pays it presents the best bid and would have won the contract even without the kickback.

4.1.2 DATACONSULT will not pay or promise to pay any kickback in order to win public procurement tenders or to win contracts from private companies.

4.1.3 DATACONSULT employees will not solicit or receive any kickback in exchange for awarding DATACONSULT contracts/orders to a specific supplier.

4.1.4 DATACONSULT will not promise, solicit, give or receive any advantage that can be seen to be in connection with the awarding of a contract, regardless of whether such advantage is exchanged before or after the contract has been awarded.

#### **4.2 Political and Charitable Contributions and Sponsorships**

4.2.1 Political contributions are financial or other kinds of support given to political parties and political campaign efforts, whereas charitable contributions are contributions made to charitable causes or organisations.

4.2.2 DATACONSULT will not participate in making political contributions. Employees may exercise their private rights to participate in political processes.

4.2.3 Charitable and community support and donations are acceptable, be it in-kind services, knowledge, services exchange or direct financial contributions. Managers and employees must ensure through due diligence and transparency that charitable contributions and sponsorships are not used as a subterfuge for and do not constitute bribery. Therefore, donations should only be given to organisations, not individuals.

### **4.3 Facilitation Payments**

4.3.1 Facilitation payments are a form of bribery made with the purpose of expediting or facilitating the performance by a public official of a routine governmental action and not with the purpose of obtaining or retaining business or any other undue advantage.

4.3.2 DATACONSULT is against facilitation payments and will actively oppose them.

### **4.4 Gifts and Hospitality**

4.4.1 Gifts are presents such as flowers, confections or wine. Tickets to sporting and cultural events which are given to an individual and not used in a hosted business context also constitute gifts.

4.4.2 Hospitality is understood as invitations to and provision of meals, receptions, sporting and cultural events etc. hosted in a business context.

4.4.3 The provision of hospitality and gifts must comply with the laws of the country in which they are promised, solicited, given or received. DATACONSULT employees shall keep in mind that stricter rules normally apply to dealings with the public sector than with the private sector. In many countries, for example, government officials are not allowed to receive advantages of any kind or can only accept those which are worth less than a fixed, low amount.

4.4.4 DATACONSULT employees will not offer or accept hospitality or gifts which are unreasonable, excessive or exceeding nominal market value. Gifts given on festive or special occasions, subject to a maximum limit of USD 50,00 in value are allowed; discount or other special offers given by any person or company to them as customers, on terms and conditions equally applicable to other customers in general, or gifts or souvenirs of nominal value presented to them in official functions are allowed too;

Additionally, they will never solicit gifts or hospitality in relation to their work for the company. Gifts in cash form or those equivalent to cash, such as gift certificates, are prohibited for DATACONSULT employees to promise, solicit, give or receive.

4.4.5 In general, all gifts that could be seen to influence judgements are also prohibited. Normally, gifts in connection with special occasions, such as Christmas, New Year or retirement, are not considered to be able to do so and are therefore allowed, provided they stay within the general limits stated above under Paragraph 4.4.4.

4.4.6 Gifts for or entertainment of parties engaged in tenders or competitive bidding processes are forbidden altogether. This applies to the awarding agency, concerned public bodies and the other competing companies.

### **4.5 Intelligence and Intellectual Property**

4.5.1 DATACONSULT employees will protect the company's confidential information and will respect other companies' products covered by intellectual property and their confidential information (altogether defined as protected information).

4.5.2 While collecting information on competitors and on various business opportunities is a normal and legitimate business practice, DATACONSULT will not try to obtain confidential information which is not in the public domain.

4.5.3 In particular, DATACONSULT will not try to obtain confidential information on competitors or secret information regarding invitations to tenders by engaging in payments to people that have legal access to this type of information.

4.5.4 No matter how it has been obtained, such as by chance or by hiring competitors' employees, DATACONSULT will refrain from using protected information that belongs to others without their explicit consent.

#### **4.6 Independence**

4.6.1 A conflict of interest and thereby a lack of independence may arise from, but is not limited to, situations where an agent, employee or manager of DATACONSULT or his/her close family members:

- Owns or holds significant financial interest in any company competing with DATACONSULT or any company that is a major DATACONSULT customer or supplier.
- Is employed or holds a managerial position with a company which competes with DATACONSULT or is a major DATACONSULT customer or supplier.
- Has established special deals or agreements with companies who directly or indirectly provide a benefit to the employee not specified in the employee's contract.
- Is in a position in which the director's, manager's, employee's or agent's loyalty or integrity towards DATACONSULT is compromised.

4.6.2 Any other question of independence or conflict of interest must be settled in writing together with Management.

#### **Involved Parties**

##### **4.7 DATACONSULT Employees**

4.7.1 This Code of Conduct applies to all DATACONSULT employees and its directors.

4.7.2 DATACONSULT employees will not participate in unethical or corrupt activities. In particular, they will NOT:

- Promise or make any illegal payment or undue advantage.
- Request, accept or receive any illegal payment or undue advantage.

##### **4.8 Business Relationships**

This Code of Conduct applies to DATACONSULT's relations with business partners and intermediaries, generally defined as third parties.

DATACONSULT will exert due diligence before engaging in business with any third party. DATACONSULT will conduct a vetting and background check of all prospective and current third parties alike. A description of this due diligence process for prospective agents is available at <http://www.business-anti-corruption.com/tools/due-diligence-tools/agent-screening->

[process.aspx](#) . The process can also be used as a starting point to vet other third parties.

DATACONSULT will maintain a record of the names, the result of the vetting, the terms of employment and payments to all third parties retained by the company.

#### **4.8.1 Subsidiaries and Business Partners**

4.8.1.1 DATACONSULT will exert due diligence before engaging a business partner and will ensure that subsidiaries and business partners are independent in regards to the specific assignment, and that they know and respect our Code of Conduct for countering bribery and corruption.

#### **4.8.2 Distributors and Agents**

4.8.2.1 DATACONSULT will exert due diligence before employing any distributor or agent. They will be vetted with the aim of discovering any possible signs of them conducting business by unethical/illegal means. A procedure to facilitate this process has been developed and is accessible on <http://www.business-anti-corruption.com/tools/due-diligence-tools/agent-screening-process.aspx>

4.8.2.2 In particular, compensation paid to distributors and agents must be an appropriate and justifiable remuneration for legitimate services rendered. The relationship must be documented and the agent or distributor must contractually agree to comply with this Code of Conduct. DATACONSULT reserves the right to termination in the event that an agent pays or solicits bribes or in any other way violates this Code of Conduct or the law.

#### **4.8.3 Contractors and Suppliers**

4.8.3.1 DATACONSULT conducts procurement practices in a fair and transparent manner and exerts due diligence when evaluating major prospective contractors and suppliers. We will make our anti-bribery policies known to our contractors and suppliers. We reserve the right to termination in the event that a contractor's or supplier's agent pays or solicits bribes or in any other way violates this Code of Conduct or the law.

4.8.3.2 DATACONSULT will avoid dealing with prospective contractors and suppliers known to be paying bribes.

#### **4.8.4 Use of Company Assets**

Directors and staff in charge of or having access to any Company assets, including funds, property, information, and intellectual property, should use them solely for the purpose of conducting the Company's business. Unauthorized use, such as misuse for personal gain, is strictly prohibited.

## **Procedures to be Adopted in Particular Cases**

### **4.9. Procedures**

4.9.1 Faced with a demand for a facilitation payment, excessive gifts or hospitality, the following steps must be taken by the agent, employee or manager of DATACONSULT faced with the demand:

1. Actively resist the payment, gift or hospitality
2. Inform Management, if possible, before making any unavoidable payment
3. Keep any given amount to a minimum
4. Create a record concerning the payment and state the reason for making it

4.9.2 In case a conflict of interest arises, the following steps must be taken immediately by the agent, employee or manager of DATACONSULT involved in this conflict:

1. Inform Management
2. Disassociate yourself with the particular assignment
3. In cases where Management finds the conflict of interest to not be substantial, a written consent may be agreed with Management

4.9.3 DATACONSULT has developed a set of procedures to further support this Code of Conduct. This includes procedures for reporting breaches of the Code of Conduct and for the vetting of business partners.

### **4.10. Complaints and Reporting**

4.10.1 Employees are encouraged to report instances of unethical or corrupt behaviour in relation to DATACONSULT's conduct of business. They can do so by contacting their manager or the Compliance Officer (see below under Section 5 for more information about the Compliance Officer). Employees who choose to report (whistleblowers) will not face reprisal.

4.10.2 Complaints about unethical or corrupt behaviour related to DATACONSULT's conduct of business can also be filed by parties external to the company.

4.10.3 DATACONSULT will only investigate complaints involving the company or its business subsidiaries. Complaints regarding DATACONSULT employees are only relevant if they relate to their role as employees. Complaints regarding employees' private matters are not of interest of the company and will be deleted immediately.

4.10.4 Complaints can be filed anonymously. However, it is preferable that contact information is provided in order to enable DATACONSULT to ask for more information when this is needed to investigate the case. Both in regards to internal and external complaints, DATACONSULT will observe confidentiality regarding the identity of the whistleblower and about the reported case.

4.10.5 The storage of information about the whistleblowers will abide by the rules in force for the protection of personal information, among others, those prescribing the deletion of information which is not longer of interest to the company.

## **5. IMPLEMENTATION OF THE CODE OF CONDUCT**

### **5.1 Roles and Responsibilities**

5.1.1 It is every employee's responsibility to counter bribery and corruption by adhering to this Code of Conduct. Every manager and employee has an individual obligation to ensure that any interaction with public officials complies with all relevant laws and regulations, as well as this Code of Conduct.

5.1.2 It is the responsibility of every manager to communicate this Code of Conduct and to ensure that all employees and external parties working on behalf of DATACONSULT, within their area of responsibility, understand and comply with the aims and procedures of this Code of Conduct.

5.1.3 Section 4 of this Code of Conduct establishes the minimum requirements with respect to kickbacks, political contributions, charitable contributions and sponsorships, facilitation payments, gifts and hospitality, intelligence and intellectual property, and independence. These requirements do not supersede national law and it is imperative to comply with relevant laws and regulations at all times.

5.1.4 DATACONSULT has established the function of a Compliance Officer to safeguard the implementation of this Code of Conduct.

5.1.5 The Compliance Officer also discharges the tasks of a Help Desk. If employees have any doubts regarding ethical behaviour in the conduct of business on behalf of DATACONSULT, they can contact him/her for guidance.

### **5.2 Communication and Training**

5.2.1 DATACONSULT will ensure that all its employees are informed about and understand this Code of Conduct. A copy of the Code of Conduct will be available on DATACONSULT's website (in construction).

5.2.2 Each employee will receive relevant training and new employees will be briefed as a part of the introductory orientation. At a minimum, key employees will receive mandatory training, including compliance with laws, regulations, or standard conducts relevant for our field of business, annually.

### **5.3 Sanctions**

5.3.1 No employee will be penalised or be subject to other adverse consequences for refusing to pay bribes, even if doing so may cause DATACONSULT to lose business or suffer any other negative consequence.

5.3.2 No employee will be penalised for raising questions about or reporting unethical behaviour or corruption.

5.3.3 Failure to observe this Code of Conduct is cause for disciplinary action and possible dismissal. In the event of a failure to comply with this Code of Conduct implies a breach of law, as any case of bribery does, it will be reported to national authorities for criminal prosecution.