



## **MediCapital Rent Global Anti-Corruption Policy**

### **1. Purpose**

- 1.1. MediCapital Rent's ("MCR's") Code of Conduct makes clear that MCR expects its directors, officers, and employees to act with the highest ethical standards and in compliance with all applicable laws, rules, and regulations, including all anti-corruption laws, such as Article 291A of the Israeli Criminal Law (1977), the U.S. Foreign Corrupt Practices Act, and the UK Bribery Act, as well as applicable local laws and regulations. MCR expects the same from any third party that acts on MCR's behalf. This Global Anti-Corruption Policy (this "Policy") supplements the Code of Conduct by providing global minimum standards to ensure that MCR's activities are conducted with ethics and integrity. For purposes of this Policy, "Compliance" refers to the Global Manager QA that reports to the Board of Directors.

### **2. Scope**

- 2.1. Performance with integrity: MCR Personnel and all third parties acting on behalf of MCR must act with the highest integrity in connection with MCR's business and avoid conduct that is contrary to MCR's values and/or that may damage MCR's reputation. An excellent reputation is one of MCR's most important assets. Acting ethically and with personal integrity is of crucial importance to MCR's business. MCR's commitment to integrity means that MCR would rather lose an opportunity or sale than obtain benefits through improper or unethical means.
- 2.2. MCR is opposed to and prohibits all forms of bribery and corruption without exception. This Policy prohibits corruption of Government Officials, private persons and entities. MCR does not tolerate corruption regardless of local customs or traditions. MCR's interactions with Government Officials must be in compliance with applicable laws, rules, and regulations, including anti-corruption laws. Any benefits provided to and/or expenditures on behalf of Government Officials must be reasonable, justified, fully transparent, and accurately recorded in reasonable detail in MCR's books and records in accordance with local finance and accounting policies and procedures.
- 2.3. MCR maintains internal controls to ensure that MCR's transactions are accurately recorded in its books and records, all MCR assets are accounted for, and access to MCR assets is controlled.



- 2.4. MCR is committed to transparent and responsible business conduct. To that end, MCR's transactions must always comply with local finance and accounting policies and procedures.
- 2.5. MCR complies with the highest ethical standards in its interactions with members of the Healthcare Community.  
Most countries have laws, regulations, and best practices (within industry codes) that address the permissible scope of interactions with members of the Healthcare Community. MCR complies fully with these laws, regulations, and best practices and otherwise deals with members of the Healthcare Community with fairness and integrity.
- 2.6. MCR expects third parties acting on behalf of MCR to abide by ethical standards similar to MCR's and to comply with all applicable laws.  
Third parties constitute any person or entity hired by MCR to provide a service. MCR may engage third parties to act on behalf of MCR only where there is a bona fide business justification. Payments to third parties must be reasonable and based on a market rate. A third party may never be used to improperly influence any act or decision of a person to obtain or retain business or to secure any advantage for MCR through improper means. MCR cannot take actions indirectly through a third party that MCR cannot take directly.

### **3. Application**

- 3.1. This Policy applies to the activities of MCR and all affiliates in which MCR holds, directly or indirectly, 50% or more of any of the following: (i) outstanding equity interest, (ii) voting power, or (iii) rights to appoint directors or managers, and all directors, officers, and employees of MCR and all such affiliates ("MCR Personnel").  
Any local or regional policies and/or procedures that address any of the activities covered by this Policy must be at least as strict as the minimum standards and controls set forth herein.  
In addition to complying with this Policy, MCR Personnel must fully comply with any local, regional, or global policies, procedures, and/or standards that prohibit, restrict, or otherwise limit any of the activities covered by this Policy.

### **4. Definitions**

- 4.1. "Anything of Value" means anything that has monetary value or would constitute an advantage, financial or otherwise, to the recipient, such as, but not limited to: cash or a cash equivalent, services, offers of employment, fee-for-service contracts, charitable donations, political contributions, travel and/or entertainment expenses, meals, drug samples, gifts, conference and registration fees, and discounts not readily available to the public.
- 4.2. MCR provides both monetary and product support to qualified non-profit organizations in order to improve the overall health and well-being of our communities (referred to as "Donations").
- 4.3. For the purposes of this Policy, "Government Official" means any of the following: (i) Official (elected, appointed, or career) or employee of a federal, national, state,



provincial, local, or municipal government or any department, agency, or subdivision thereof; (ii) Officer or employee of a government-owned or -controlled enterprise or organization (e.g., a Healthcare Professional practicing at a government-owned or -controlled hospital or clinic); (iii) Officer or employee of a public international organization (e.g., UN, World Bank, EU, WTO, NATO); (iv) Individual acting for or representing a government or any of the organizations referred to above, even if he/she may not be an employee of such government or organization; (v) Individual who is considered to be a government official under applicable local law; (vi) Candidate for political office; (vii) Official of a political party, and (viii) Family member of any of the Government Officials described in this definition.

- 4.4. “Grants” are financial support made to reputable institutions, organizations, and/or associations (both nonprofit and for profit) in the healthcare arena for the purposes of supporting a targeted, identified project, study, or other healthcare-related endeavor. Grants may be provided either in response to an unsolicited request or at MCR's initiative.
- 4.5. The term “Healthcare Community” refers to Healthcare Professionals (defined below), Healthcare Organizations (“HCOs”), Healthcare Professionals’ associations, payers, non-HCP consultants related to MCR's Research and Development projects (PhDs, statisticians, chemists, etc.), patients, patients’ associations, and patients’ advocacy groups collectively.
- 4.6. “Healthcare Professional” (“HCP”) means members of the medical, dental, pharmacy, and nursing professions and any other persons who, in the course of their professional activity, are qualified or permitted to prescribe, supply, administer, purchase, recommend, reimburse, pay for or acquire a medicine, or influence or authorize any of the foregoing. The term also includes health service managers and administrative or clinical support staff who provide support to HCPs, as well as any employees of any entity that is owned by or comprised of HCPs. Examples of Healthcare Professionals are physicians, nurses, medical assistants, pharmacists, paramedics, product formulary committee members, clinical investigators, and public and private hospital employees.
- 4.7. “Hospitality” broadly means any travel, accommodations, meals, and entertainment.
- 4.8. “Third Party Representative” (“TPR”) means any of the following:
  - 4.8.1. Any “Business Partner,” defined as: any joint venture partner or consortium partner, any entity with which MCR has a partnership agreement, or any entity with which MediCapital Rent shares equity in another entity;
  - 4.8.2. Any party to whom MCR sells or provides products and who, in turn, resells or provides such products to anyone other than an end user, including through a local licensing agreement; or
  - 4.8.3. Any non-employee individual or entity paid by MCR that may reasonably be expected to deal with Government Officials, customers or potential customers, or political parties on MCR's behalf.

## 5. Policy



## 5.1. Standards

- 5.1.1. **Zero Tolerance for corruption:** MCR does not tolerate any form of corruption during its business. MCR Personnel may never directly or indirectly (i.e., through an intermediary) give a payment, gift, or Anything of Value with the intention to improperly obtain or retain business or any business advantage or to improperly influence the recipient's behavior.
- 5.1.2. **Facilitating payments:** "Facilitating" or "grease" payments are small payments of cash or Anything of Value to a Government Official for the purpose of expediting or securing the performance of a routine governmental action (e.g., processing of a visa). Such payments violate most international anti-corruption laws and almost all local laws. MCR strictly prohibits facilitating payments of any kind, regardless of whether such payments are permissible or not expressly prohibited under local laws.
- 5.1.3. **Gifts and Hospitality:** MCR occasionally provides gifts and Hospitality to its business counterparties, members of the Healthcare Community, and Government Officials. The value of the gift is considered to be the greater of: (1) the actual cost of the gift or (2) the retail value, if any, of the gift.

### Gifts and Hospitality

- 5.1.3.1. Must not be offered or provided as part of a quid pro quo—i.e., with the improper intention of influencing the recipient to do something in return that would benefit MCR or to refrain from doing something that would create a disadvantage to MCR.
  - 5.1.3.2. Must be reasonable and customary, in type and value, in the host country or the country in which the recipient resides or conducts business, whichever is more modest.
  - 5.1.3.3. Must be provided openly, rather than secretly.
  - 5.1.3.4. Must never be of a value or nature or given in a circumstance that could cause embarrassment to either MCR or the recipient.
  - 5.1.3.5. Must never be offered in the form of cash or cash equivalents (e.g., gift certificates, shopping vouchers, and bonus cards).
  - 5.1.3.6. Must never be offered as per diems or lump sum payments.
  - 5.1.3.7. Must be given or provided to the appropriate business counterparties, Government Officials, or individual members of the Healthcare Community, and never to their guests, spouses, family members, or friends.
  - 5.1.3.8. In the case of Hospitality, must be directly related to the business discussion and should only be provided occasionally.
  - 5.1.3.9. Must be adequately supported by documentation and all associated expenditures must be accurately recorded in reasonable detail in MCR's books and records and in accordance with local finance and accounting policies and procedures; and
  - 5.1.3.10. Must comply with the appropriate approval process for gifts or hospitality as dictated by applicable regional and/or local compliance standards.
- 5.1.4. **Donations:** MCR provides both monetary and product support to qualified non-profit organizations in order to improve the overall health and well-being of our



communities (referred to as “Donations”). Organizations eligible for charitable Donations include, but may not be limited to, public or governmental organizations, HCP professional associations, patient advocacy groups and patient groups, and universities. Donations may not be provided to individuals, private physician groups, or for-profit entities.

Donations may only be provided for legitimate purposes and may never be used as an inducement to prescribe, promote, or recommend MCR products or provide any improper business advantage to MCR. Donations may not be tied to any sales or marketing activity; furthermore, sales and marketing personnel may not be involved in approving any Donations. Prior to funding, all Donations must be adequately supported by documentation. Donations must be accurately recorded in reasonable detail in MCR's books and records in accordance with local finance and accounting policies and procedures. In addition, MCR Personnel must comply with the appropriate approval process for Donations as dictated by regional and/or local compliance standards.

- 5.1.5. **Political contributions:** MCR generally does not provide contributions to support politicians or political parties either directly or indirectly (through intermediaries). Due to the complex nature of local laws and regulations governing political contributions, advance, written Compliance Department approval is required for any political contribution. Political contributions must never be provided with the expectation of receiving any improper benefit for MCR. Political contributions must be adequately supported by documentation and accurately recorded in reasonable detail in MCR's books and records in accordance with local finance and accounting policies and procedures.
- 5.1.6. **Discounts and rebates:** Discounts and rebates on products and services must be market-driven and based on arm's-length commercial terms. Discounts and rebates may never result in an improper benefit, either directly or indirectly, to any business counterparty, member of the Healthcare Community, Government Official, or customer. All discounts must be adequately supported by documentation and accurately recorded in reasonable detail in MCR's books and records in accordance with applicable finance and accounting policies and procedure.

- 5.2. MCR must create and maintain books and records that reflect financial transactions and dispositions of assets fairly, accurately, and in reasonable detail. False or misleading entries in MCR's books and records, “slush funds,” or other “off-the-books” accounts are strictly prohibited. Further, MCR must maintain a system of internal accounting controls sufficient to provide reasonable assurances that MCR's transactions are accurately recorded in its books and records in accordance with local finance and accounting policies and procedures, all MCR assets are accounted for, and access to MCR assets is controlled. Even if corruption is not involved, failure to maintain accurate books and records or internal accounting controls may result in a violation of law.
- 5.3. Any breach of this Policy, including failure to report actual or potential violations of this Policy or applicable law, may result in disciplinary measures, up to and including termination of employment. MCR Personnel are required to promptly report any known or suspected improper activity in violation of this Policy, MCR's Code of Ethics, or applicable laws, regulations, or best practices (as provided in industry codes). Such reports can be



made to the Compliance or Board of Directors.

- 5.4. MCR will not tolerate any form of retaliation against anyone for making a good faith report of a potential violation.
- 5.5. Any exception to this Policy must be approved in advance, in writing, by the Board of Directors.