

**Anti-Bribery Anti-Money Laundering Policy**

EFFECTIVE DATE: June 9, 2022

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**A. ANTI-BRIBERY COMPLIANCE POLICY**

**1.0 INTRODUCTION.** Compliance is a core value for Thermo Fisher. Thermo Fisher is committed to conducting its business ethically and in full compliance with the laws of the countries where we operate. Thermo Fisher must comply with the U.S. Foreign Corrupt Practices Act of 1977, as amended (“**FCPA**”), the UK Bribery Act 2010 (“**UK Bribery Act**”), and all applicable anti-corruption laws, both domestically and internationally. Countries around the world are adopting anti-corruption laws, which make it a crime to make bribes. This policy sets the expectation and requirements for compliance with those laws.

**2.0 PURPOSE.** This Anti-Bribery Compliance Policy (“**Policy**”) provides a framework for (1) promoting effective compliance with applicable anti-corruption laws and regulations by relevant Thermo Fisher business organizations and other 3<sup>rd</sup> party intermediaries; (2) designating organizational responsibilities for compliance with these laws and regulations throughout Thermo Fisher’s business operations; and (3) encouraging a commitment to compliance with laws, transparency, and integrity in all business activities as set forth in Thermo Fisher’s Code of Business Conduct & Ethics. This Policy is supplemented by the Thermo Fisher Third Party Due Diligence- Standard Operating Procedure, which is described further in **Exhibit C**.

**3.0 SCOPE.** This Policy applies to all (i) operations of Thermo Fisher, including all of its divisions, subsidiaries, and affiliated companies worldwide and to Thermo Fisher's various distributors, sales agents, consultants, suppliers and other business partners; and (ii) directors, officers, and employees (including temporary employees and contractors) of Thermo Fisher, who are always defined herein as and considered to be “**Covered Persons**,” on a world-wide basis.

**4.0 COMMITMENT TO COMPLIANCE.**

**4.1 General Policy.** No Covered Person shall (i) engage in any activity inconsistent with, or a violation of, the anticorruption laws and regulations covered by this Policy, nor to authorize, direct, or condone such conduct by any other Covered Person; (ii) accept, demand or solicit, or be expected to provide, any bribe or other undue advantage; or (iii) use subcontracts, purchase orders, agreements, arrangements, or other vehicles as means of channeling payments to a public official or to a business associate or close family relative of a public official. The FCPA also requires U.S. companies to keep accurate and complete books and records and to maintain proper internal accounting controls.

**4.2 Reporting Demands for a Bribe.** All people and entities that conduct business with Thermo Fisher must understand that Covered Persons will not, under any circumstances, offer, give or accept bribes or kickbacks. Any demand for a bribe or payment of a bribe must be immediately brought to the attention of your Group General Counsel or Thermo Fisher General Counsel, who may be contacted by phone or email.

**5.0 SUMMARY OF FCPA**

**5.1 Anti-bribery Provisions.** The FCPA's anti-bribery provisions criminalize giving or offering to give “anything of value” to a foreign official to secure an improper advantage. These provisions have broad reach. They apply to practically any U.S. company and many foreign companies doing business in the United States. Corrupt payments can include “anything of value,” including gifts and entertainment. Companies and individuals may be held liable for bribes paid by employees, subsidiaries, third-party agents, and contractors. The meaning of “foreign officials” has also been interpreted broadly to include not only government employees and political party officials, but also

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military personnel, candidates for political office, and employees of state-controlled enterprises, including state-owned telecommunications and utility companies, airlines, and hospitals. **For more information on Thermo Fisher's policies regarding gifts, entertainment, travel expenses, and accommodations, please refer to (i) Thermo Fisher's Code of Ethics; (ii) Thermo Fisher's Code of Conduct on Interactions with Healthcare Professionals and related policies (eff. June 28, 2010, as amended); and (iii) Thermo Fisher China's Gift & Entertainment Policy (eff. March 9, 2012), Approval Authority & Review Changes (eff. April 1, 2012), and Travel Policy (eff. March 9, 2012).**

**5.2 Accounting Provisions.** The FCPA's accounting provisions require companies to maintain accurate books and records and internal controls adequate to prevent and detect FCPA violations. For criminal liability to accrue under the accounting provisions, a person must "knowingly" falsify accounting records or fail to implement an internal controls system. The civil provisions, however, create nearly strict liability for issuers. For instance, the SEC has brought complaints for books and records violations of a parent company stemming from illegal payments by distant subsidiaries, where the SEC itself alleged that the illegal payments "were made without knowledge or approval of any" employee at the parent company.

**FOR ADDITIONAL EXPLANATIONS OF THE FCPA, AVAILABLE EXCEPTIONS AND DEFENSES, AS WELL AS FINES AND PENALTIES WHICH MAY ADMINISTERED UNDER THE FCPA, PLEASE SEE [EXHIBIT A](#).**

## **6.0 SUMMARY OF UK BRIBERY ACT**

**6.1 General Prohibitions:** The following are offenses under the UK Bribery Act (i) bribing another person or receiving a bribe; (ii) bribing foreign officials; and (iii) for corporations or "commercial organizations," failing to prevent bribery. A "commercial organization" commits an offense if a person associated with it bribes another for that organization's benefit. "Associated person" includes persons performing services for, or on behalf of, the organization regardless of capacity, e.g., agents, distributors, employees, subsidiaries, joint venture partners, suppliers.

**6.2 Defenses or Adequate Procedures.** Having "adequate procedures" in place aimed at the prevention of bribery is a defense to an allegation of failure to prevent bribery. These are more fully described on **Exhibit B**.

**FOR ADDITIONAL EXPLANATIONS OF THE UK BRIBERY ACT, A SUMMARY OF THE ADEQUATE PROCEDURES, PENALTIES, AND DIFFERENCES BETWEEN THE FCPA AND THE UK BRIBERY ACT, PLEASE SEE [EXHIBIT B](#).**

**7.0 THERMO FISHER ANTI-CORRUPTION COMPLIANCE PROGRAM.** The Legal Department shall administer this Policy.

**7.1 Due Diligence & Selection of Thermo Fisher Representatives.** Thermo Fisher is dedicated to the ethical and profitable expansion of its operations worldwide. This practice of fairness and professionalism must extend to the activities of agents, consultant, representative, distributor, partner, joint venture partner or other third party intermediaries who act on behalf of Thermo Fisher with regard to foreign governments on international business development or retention ("**Thermo Fisher Representative(s)**"). Thermo Fisher must be careful to avoid situations involving third parties that might lead to a violation of the FCPA or the UK Bribery Act. It is much better not to hire a distributor, agent or consultant, for example, than to conduct business through the use of a third party's questionable payments. Therefore, prior to entering into an agreement with any Thermo Fisher Representative, Thermo Fisher must perform risk-based, proper and appropriate Anti-Corruption-related due diligence and obtain from the third party certain assurances of compliance in accordance with the Thermo Fisher Third Party Intermediary Due Diligence Program. Appropriate agreements (e.g., distribution, sales representative, consultant, etc.) are required before a transaction with a new third party can take place. **FOR ADDITIONAL EXPLANATIONS OF THE THERMO FISHER THIRD PARTY INTERMEDIARY DUE DILIGENCE PROGRAM, PLEASE SEE [EXHIBIT C](#).**

**7.2 Training.** All Thermo Fisher employees are required to annually participate in training covering

Thermo Fisher's anti-corruption standards and procedures. Additional training for Covered Persons related to compliance with this Policy, and related procedures, is conducted periodically as directed and scheduled by the Legal Department. Completion of this training is recorded.

## **B. ANTI-MONEY LAUNDERING AND FACILITATION OF TAX EVASION POLICY**

### **8.0 ANTI-MONEY LAUNDERING POLICY**

**8.1 Introduction and Legal Basis.** Thermo Fisher must comply with the Proceeds of Crime Act 2002, the Terrorism Act 2000 and the Counter Terrorism Act 2008. This policy sets the expectations and requirements for compliance with those laws. Thermo Fisher is committed to combating money laundering and terrorist financing. It is the policy of Thermo Fisher to prohibit and actively prevent money laundering and the funding of terrorist or criminal activities.

**8.2 What is Money Laundering and Terrorist Financing?** Money laundering is generally defined as engaging in acts (often financial transactions) designed to conceal or disguise the true origins, source or nature of criminally derived proceeds so that the proceeds appear to have derived from legitimate origins or constitute legitimate assets. Money laundering typically involves three stages:

- 8.2.1** "Placement" – Proceeds of criminal activities enter the financial system.
- 8.2.2** "Layering" – The funds are transferred or moved within the financial system to further separate the money from its criminal origin.
- 8.2.3** "Integration" – Funds are reintroduced into the economy and used to purchase legitimate assets or to fund other criminal activities or legitimate businesses.

**8.3 Employee Engagement.** All Thermo Fisher employees must:

- 8.3.1** ensure that Thermo Fisher acts in compliance with laws related to money laundering and terrorist financing;
- 8.3.2** protect Thermo Fisher from actions which are or could be breaches of money laundering and terrorist financing laws;
- 8.3.3** be aware of the risks presented by implication in money laundering or terrorist financing activities; and
- 8.3.4** ensure that neither commercial considerations nor a sense of loyalty to clients will take precedence over the Policy.

**8.4 Examples of Red Flags.** In order to detect money laundering and terrorist financing, employees must watch for indicators of suspicious activity. If employees identify suspicious activity in connection with a proposed transaction, they must notify their manager and legal support before the transaction is processed. Examples of suspicious activity include:

- 8.4.1** transfers of funds from or to countries considered high risk;
- 8.4.2** transfers of funds to or from countries considered to be tax havens;
- 8.4.3** transfers of funds to or from countries unrelated to the transaction;
- 8.4.4** any customer not confirmed to be the true beneficial owner;
- 8.4.5** unusually complex business structures;
- 8.4.6** overpayments with a request shortly thereafter for a refund;
- 8.4.7** orders or purchases that are not consistent with the customer's business;
- 8.4.8** requests to pay in cash;
- 8.4.9** a transaction that is unusual in size or frequency;
- 8.4.10** concerns about the honesty or integrity of the customer;
- 8.4.11** no obvious and legitimate source of the funds used in the transaction; or
- 8.4.12** a repeat order from the same customer where previous concerns have been raised.

### **9.0 TAX EVASION AND FACILITATION OF TAX EVASION POLICY**

**9.1** Tax evasion is a criminal offence within the United States, United Kingdom and in most countries in which Thermo Fisher and its customers and suppliers operate. Tax evasion typically involves deliberate non-reporting of tax which is due, and can therefore be distinguished from tax avoidance or tax planning. Tax evasion requires an element of intention (i.e. knowledge) and dishonesty. When we refer to “tax”, we mean any and all forms of tax, including sales taxes (such as value added tax, or VAT) and social security contributions.

**9.2** You must remain vigilant to “red flags” in your dealings with third parties, which can be hallmarks of tax evasion, including (but not limited to):

- 9.2.1** a third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business;
- 9.2.2** a third party requests that goods and services be paid for in cash;
- 9.2.3** a third party to whom we have provided services requests that their invoice is addressed to a different entity, where we did not provide services to such entity directly;
- 9.2.4** a third party to whom we have provided services asks us to change the description of services rendered on an invoice in a way that seems designed to obscure the nature of the services provided;
- 9.2.5** you receive an invoice from a third party that appears to be non-standard or customised;
- 9.2.6** you notice that we have been invoiced for a commission or fee payment that appears too large or too small, given the service stated to have been provided;
- 9.2.7** a third party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to us; and
- 9.2.8** employees requesting specific payment structures for the purpose of evading tax.

**9.3** **Facilitation of Tax Evasion.** In general terms, the facilitation of tax evasion by an associated person means Thermo Fisher employee, officer, agent (or other person performing services for or on our behalf) helping someone else to evade tax. It includes all forms of assistance, support or encouragement.

**9.4** The facilitation of tax evasion, like tax evasion itself, is a criminal offence, and requires deliberate and dishonest conduct.

**9.5** When considering whether behaviour is “dishonest”, as for tax evasion itself, you should assume this includes the case where another person, acting reasonably, is likely to regard the behaviour as dishonest, even if you personally do not think that it is dishonest.

**9.6** You should also assume for these purposes that a person may also facilitate tax evasion through “omission”. Therefore, Thermo Fisher employees should not deliberately “turn a blind eye” if a transaction seems uncommercial, documents appear misleading, or a Third-Party request appears unusual and tax evasion may be an explanation.

**9.7** Examples of the facilitation of tax evasion in the context of our business might include (but are not limited to):

- 9.7.1** helping a supplier to evade tax by agreeing to pay for goods and services in cash; or
- 9.7.2** helping a customer to evade tax by addressing an invoice to another entity which is not our customer in order to assist the customer to evade sales tax liability.

**Thermo Fisher employees are prohibited from engaging in either tax evasion or the facilitation of tax evasion.**

## **C. GENERAL PROVISIONS**

### **10. REPORTING MECHANISMS, ONGOING REVIEW, VIOLATIONS AND FURTHER INFORMATION**

**10.1 Reporting Mechanism.** All Covered Persons must promptly report any suspected or actual violation of this Policy by informing the General Counsel or Group General Counsel, or contacting our anonymous hotline at [www.GlobalEthicsHotline.com](http://www.GlobalEthicsHotline.com) or (888) 267-5255 (Global Ethics Hotline). The Legal Department is responsible for monitoring the implementation of actions to address or correct any problem internally reported as a violation of or vulnerability associated with this Policy.

**10.2 Internal Compliance Reviews, Monitoring, and Audits.** The Legal Department (and Internal Audit) shall oversee the performance of periodic internal reviews, informal monitoring, and audits, whether internal or external, to promote compliance with (a) applicable anti-corruption laws and regulations, (b) applicable anti-money laundering, tax evasion, or facilitation of tax evasion laws and regulations, or (c) this Policy.

**10.3 Violations.** Violations of anti-corruption, anti-money laundering, tax evasion, or facilitation of tax evasion laws and regulations covered by this Policy can result in substantial civil or criminal penalties both for Thermo Fisher and responsible individuals, including jail time. Such penalties would have serious consequences for Thermo Fisher's operations and reputation. Covered Persons who violate laws and regulations covered by this Policy shall be subject to internal discipline, up to and including termination. Thermo Fisher will not pay any fines or penalties assessed against a Covered Person who is found guilty of violating any anti-corruption laws.

**10.4 Further Information.** Anti-corruption, anti-money laundering, tax evasion, and facilitation of tax evasion laws around the world can be complex and far reaching. This Policy is not intended to be an explanation of all the specific provisions of those laws or an exhaustive list of activities or practices that could affect the reputation and goodwill of Thermo Fisher's business. This Policy should be read in conjunction with Thermo Fisher's other policies governing employee conduct and any questions should be addressed to the Thermo Fisher General Counsel or Group General Counsel. This Policy may be more restrictive than the letter of the international anti-corruption laws (including the FCPA and the UK Bribery Act), anti-money laundering laws, or tax evasion/facilitation of tax evasion laws. In the case of any inconsistency between any other Company policy and this Policy, the provisions of this Policy will govern.

**10.4.1 Foreign Corrupt Practices Act:** <http://www.justice.gov/criminal/fraud/fcpa/>; also available in several languages: <http://www.justice.gov/criminal/fraud/fcpa/statutes/regulations.html>

**10.4.2** A detailed guide and compilation of information about the FCPA was published in November, 2012: <http://www.justice.gov/criminal/fraud/fcpa/guidance/>

**10.4.3 UK Bribery Act Guidance:** <https://www.gov.uk/government/publications/bribery-act-2010-guidance>

## 11.0 CONTACT INFORMATION

Thermo Fisher General Counsel: Michael Boxer, [michael.boxer@thermofisher.com](mailto:michael.boxer@thermofisher.com)  
 Chief Compliance Counsel: David Hissong, [david.hissong@thermofisher.com](mailto:david.hissong@thermofisher.com)

**12.0 RELATED DOCUMENTS – available on Legal iConnect webpage at**  
<https://thermofisher.sharepoint.com/sites/Anti-CorruptionCompliance/>

- 12.1 Distribution Agreement Templates
- 12.2 Sales Agent Agreement Template
- 12.3 Consultant Agreement Template
- 12.4 Third Party Due Diligence - Standard Operating Procedure
- 12.5 FCPA Certification Letter
- 12.6 Letter of Authorization
- 12.7 Power of Attorney (e.g., product registration)
- 12.8 Sample Termination Letter (must be reviewed by Legal)

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**Revision History**

<b>Issue No.</b>	<b>Issue Date</b>	<b>Description of Change</b>
1	July 1, 2013	Initial issue.
2	March 1, 2015	Updated to reflect enhanced third-party due diligence process.
3	December 7, 2017	Clarification regarding completion of due diligence and signed agreements.
4	December 15, 2021	Updated to include sections on anti-money laundering and facilitation of tax evasion sections.
5	June 9, 2022	Updated hotline contact information.

**EXHIBIT A – SUMMARY OF FCPA**

**1.0 PROHIBITION.** Publicly traded companies and businesses organized under U.S. law and their respective officers, directors, employees and agents, as well as U.S. citizens, resident aliens, , and anyone within the territory of the U.S., *may not, directly or indirectly, make payments, promises, or offers of anything of value to foreign officials to obtain or retain business or to secure an improper advantage.*

**2.0 MANDATE.** Companies whose securities are listed on a U.S. exchange *must keep accurate books and records and must establish and maintain a system of internal controls* to ensure accountability for assets (i.e., no bribery).

**3.0 PENALTIES.** (i) The FCPA imposes criminal liability on both individuals and corporations. For individuals who violate the anti-bribery provisions of the FCPA, criminal penalties include fines of up to \$250,000 or disgorgement of twice the amount of the gross pecuniary gain resulting from the improper payment, imprisonment of up to five years, or both. Thermo Fisher may not reimburse any fine imposed on an individual. Corporations may be fined up to \$2 million, or, alternatively, disgorgement of twice their pecuniary gain, for criminal violations of the FCPA's anti-bribery provisions. In addition to criminal penalties, civil penalties may also be imposed upon a company that violates the anti-bribery provisions, and against any officer, director, employee or agent of a company, or a stockholder acting on behalf of a company who violates the FCPA. (ii) Individuals who willfully violate the accounting provisions of the FCPA may be fined up to \$5 million, imprisoned up to twenty years, or both. A corporation may be fined up to \$25 million. (iii) In addition to civil and criminal penalties, a person or company found in violation of the FCPA may be precluded from doing business with the U.S. government or may be denied export licenses and debarred from government programs. Violating the FCPA will also result in discipline by Thermo Fisher, up to and including termination of employment or other contract.

**4.0 WHO DOES THE FCPA APPLY TO? (WHO) –** Any individual, firm, officer, director, employee, or agent of a firm and any stockholder acting on behalf of a firm. Foreign companies and individuals are not subject to FCPA unless it causes, directly or through agents, an act in furtherance of the corrupt payment to take place within the territory of the United States. However, a U.S. parent corporation may be held liable for the acts of foreign subsidiaries where they authorized, directed, or controlled the activity in question.

**4.1** Instructing, authorizing, or allowing a third party to make a prohibited payment on Thermo Fisher's behalf constitutes a violation of the FCPA by Thermo Fisher and the individuals involved. This includes ratifying a payment after the fact, or making a payment to a third party knowing or having reason to know that it will likely be given to a foreign official.

**5.0 WHAT DOES "KNOWING" MEAN? (CORRUPT INTENT) –** It is unlawful to make a payment to a third party while knowing that all or a portion of the payment will go directly or indirectly to a foreign or government official. *The term "knowing" includes conscious disregard and deliberate ignorance of known circumstances.* It does not matter if the payment is "the way business is done here."

**6.0 WHAT IS A "PAYMENT"? (PAYMENT) –** The FCPA prohibits paying, offering, promising to pay (or authorizing to pay or offer) money or anything of value. Even if the improper payment is not consummated or successful in its objective, merely offering it violates the FCPA.

**6.1** "Obtaining or retaining business or securing an improper advantage" includes but is not limited to preferential treatment in a bid, a reduction in taxes or customs duties, a favorable change in regulations, tolerance of non-compliance with local rules, or other favors or preferential treatment. The business to be obtained or retained or the improper advantage need not involve a contract with a foreign government or foreign government instrumentality.

**6.2** "Anything of value" includes not only cash and cash equivalents, but also gifts, entertainment, travel expenses, accommodations, and anything else of tangible or intangible value. **For more information on Thermo**

Fisher's policies regarding gifts, entertainment, travel expenses, and accommodations, please refer to (i) Thermo Fisher's Code of Ethics; (ii) Thermo Fisher's Code of Conduct on Interactions with Healthcare Professionals and related policies (eff. June 28, 2010, as amended); and (iii) Thermo Fisher China's Gift & Entertainment Policy (eff. March 9, 2012), Approval Authority & Review Changes (eff. April 1, 2012), and Travel Policy (eff. March 9, 2012).

**6.3** Although the FCPA permits payments, gifts, offers or things of value that are lawful under the written laws and regulations of the foreign country, Covered Persons must follow this Policy and those referenced in Sections 6.2 and 8.1 below. The fact that payments or gifts are common and thought by Covered Persons to be widely permitted or authorized by local officials in another country is not sufficient to qualify as "lawful under the written laws or regulations" of that country.

**7.0 Who/What is a Foreign Government Official? (RECIPIENT)** – Anyone acting in an official capacity on behalf of a foreign (i.e., non-U.S.) government, regardless of rank or position. This includes: foreign political parties, party officials or candidates; employees of foreign state-owned companies or entities; employees of public international organizations; and members of the armed services.

## **8.0 Permissible Payments.**

**8.1 Facilitation Payments.** The FCPA allows certain types of payments to foreign officials under very limited circumstances. For example, the FCPA allows certain "facilitating" payments to foreign officials in order to obtain non-discretionary, routine governmental action, such as obtaining a permit to do business in a foreign country, obtaining police protection, or processing a visa, customs invoice or other governmental paper. *Thermo Fisher's policy concerning facilitation payments, however, prohibits any Covered Person from making any facilitating payments.* If there are any questions concerning facilitation payments, they should be directed to the applicable Group General Counsel.

**8.2 Promotional or Marketing Payments.** Various types of "promotional or marketing payments" may also be permissible under the FCPA in certain circumstances. For example, certain reasonable, bona fide expenses incurred while promoting Thermo Fisher to foreign officials, hosting a tour of foreign public officials at a Company facility or entertaining employees of a foreign state-owned firm (such as a state-owned oil company) may also be legitimate expenses under the FCPA. Once again, Company employees and agents should not provide gifts and entertainment to foreign officials or authorize a promotional expense or event for a foreign official except as set forth in this Policy and those referenced in Section 6.2, and only if the Group General Counsel or lawyer designated by the General Counsel has provided prior, written approval, if such approval is required. Moreover, these expenses must be fully and accurately described in Thermo Fisher's books and records.

**8.3 Charitable donations or political contributions.** The FCPA does not prohibit charitable donations or political contributions, but such payments can violate the FCPA when they are made with the intention of influencing an act or decision of a foreign official in his official capacity or to secure an improper advantage. Lawful charitable donations or political contributions must comply with this Policy and those referenced in Section 6.2.



## EXHIBIT B – SUMMARY OF UK BRIBERY ACT

**1.0 Background:** The UK Bribery Act took effect on July 1, 2011. The UK Bribery Act has extra-territorial implications and applies to commercial organizations doing business in the UK, regardless of where those commercial organizations are domiciled and whether or not the relevant acts took place in the UK or are in any way connected with the organization's UK operations. There are four main offenses under the Act:

- 1.1** The general offenses (bribing another person and receiving bribes);
- 1.2** The bribery of foreign officials;
- 1.3** The failure of “commercial organizations” to prevent bribery; and
- 1.4** Senior officer consent or connivance to an act of bribery carried out by a subordinate.

A “commercial organization” commits an offense if a person associated with it bribes another for that organization's benefit. “Associated person” includes persons performing services for, or on behalf of, the organization regardless of capacity, e.g., agents, distributors, employees, subsidiaries, joint venture partners, suppliers. A “Senior Officer” includes anyone in a managerial capacity.

**2.0 Adequate Procedures.** Having “adequate procedures” in place aimed at the prevention of bribery is a defense to an allegation of failure to prevent bribery. The UK Ministry of Justice released guidance (“Guidance”) as to what may constitute “adequate procedures.” The core principle of the Guidance is “proportionality” and it recognizes that different commercial organizations will face different bribery risks. The Guidance focuses on six core principles: (1) Proportionate procedures; (2) Top-level commitment; (3) Risk assessment; (4) Due diligence; (5) Communication (including training); and (6) Monitoring and review. The Guidance is not intended to be prescriptive, however, and will be assessed by the courts on a case-by-case basis.

**3.0 Applicability Beyond the UK.** The UK Bribery Act may apply outside the UK if offenses committed outside of the UK are discovered and there is a “close connection with the UK.” Generally, this may include any Thermo Fisher entity conducting work in the UK, as well as Thermo Fisher entities incorporated in the UK.

### 4.0 Key Differences Between the UK Bribery Act and the FCPA.

**4.1 Strict Liability.** The UK Bribery Act imposes strict corporate liability for failure to prevent bribery by an “associated person,” i.e., employee, agent, or third party acting on company’s behalf.

**4.2 Facilitation Payments.** The UK Bribery Act, unlike under the FCPA, does not permit small payments to facilitate routine action. Although this is not a departure from the previous UK law, it does mean that payments that would be considered legitimate under the FCPA may be prohibited under the UK Bribery Act.

**4.3 Beyond Government Officials.** The UK Bribery Act prohibits private sector bribery as well as bribery of government officials (as limited by the FCPA).

**4.4 Hospitality.** Although the Guidance recognizes the role that bona fide hospitality and client entertainment play in conducting business, there is no equivalent in the UK Bribery Act to the affirmative defense the FCPA provides. Hospitality should be reasonable and proportionate and should not be offered or entered into with the intent to influence the recipient in a manner which would contravene the UK Bribery Act. The Corporate policies referenced in Section 6.2 should be followed.

**4.5 Penalties.** Prison terms under the UK Bribery Act can be up to twice as long as those under FCPA. Individuals can be jailed for up to 10 years and/or receive an unlimited fine and be disqualified as a director for up to 15 years. Company fines may be unlimited. There may also be mandatory exclusion under EU law from carrying out public contracts in the EU for active corruption, or discretionary exclusion for failing to prevent bribery.

**4.6 Defense of proper compliance program.** Unlike the UK Bribery Act, the FCPA does not contain a codified defense against prosecution of a company in case of bribery if such company can demonstrate that it has implemented appropriate procedures to prevent bribery. However, in practice, a proper compliance program put in place by a company can also be recognized under the FCPA by the courts/prosecutors on a case-by-case basis.

**EXHIBIT C – THERMO FISHER RISK-BASED DUE DILIGENCE SELECTION & TERMINATION OF THIRD PARTY REPRESENTATIVES**

**1.0 SELECTION OF NEW DISTRIBUTORS.** Thermo Fisher must perform risk-based FCPA-related due diligence and obtain from the third party certain assurances of compliance as set forth below. Each responsible Thermo Fisher employee, or person managing the relationship with the Third Party Representative, shall ensure compliance with this process. The detailed procedure for this is set forth in the “**Third Party Due Diligence – Standard Operating Procedure**,” a copy of which can be found on the Legal iConnect site for Anti-Bribery Compliance and Distributor Management: <https://thermofisher.sharepoint.com/sites/Anti-Bribery-Anti-Corruption-Compliance/>.

**2.0 COMMERCIAL AGREEMENTS (AFTER DUE DILIGENCE IS COMPLETE):**

**2.1 Templates:** After the Third Party Representative has cleared the Securimate due diligence review, Thermo Fisher employees shall enter into the appropriate TMO standard distribution agreement, sales agent agreement, consulting agreement, etc. These templates may be found on the Legal iConnect page referenced above. These templates contain TMO-approved anti-bribery certification language. Agreements are required before a transaction can take place.

**2.2 Approval Authority Matrix (“AAM”):** Thermo Fisher employees must adhere to the AAM, including, but not limited to, entering into agreements with and terminating distributors:

**B. Non-Customer Channels (total contract value)**

1) Products with Unit Sell Price < \$500K	\$ 1,000,000	\$15M	\$500M	Over \$500M	Same approval requirements as section V. A. for CCG above
2) Products with Unit Sell Price > \$500K and Services	\$ 2,000,000	\$15M	\$500M	Over \$500M	Same approval requirements as section V. A. for CCG above

**3) Distribution Agreements**

(a) New or Renewal Agreements	\$ 1,000,000	\$15M	\$500M	Over \$500M	Distribution agreement requires review by Legal Dept. or lawyer designated by Legal Dept.
(b) Termination payment	None	\$500K	Any	N/A	Requires review by Legal Dept. or lawyer designated by Legal Dept.

**2.3 TMO’s FCPA/Trade Compliance Letter:** Third Party Representatives conducting business with Thermo Fisher must be approved pursuant to the third party due diligence process referenced in Section 1.0 above, and must have a signed agreement with Thermo Fisher which contains TMO-approved anti-bribery certification language. In the event that a Third Party Representative is an occasional or one-time reseller and does not have a written agreement on file, the Thermo Fisher employee is responsible for entering the Third Party Representative into the Securimate system and having the Third Party Representative sign a Thermo Fisher “FCPA/Trade Compliance Letter,” which is available on the Legal iConnect page referenced above. For additional explanations of the use and requirement of the FCPA/Trade Compliance Letter, see the Third Party Due Diligence – Standard Operating Procedure located on the Legal iConnect page referenced above.

**2.4 Special “Bring Down” Certificate from Distributor for Large Government Tenders:** Large “one-off” tenders (exceeding USD \$1 million) by non-U.S. governments frequently are responded to by Thermo Fisher with the assistance of a local distributor. For any such tender, the order may not be accepted by a Thermo Fisher business unit until any distributor assisting us signs a “bring down” certificate stating that no violations of the FCPA have occurred/will occur in connection with our response to the tender. A sample certificate can be located on the Legal iConnect site for third party intermediary compliance referenced above. An exception to the requirement for the bring down certificate will exist if the distributor has signed the FCPA/Trade Compliance Letter within the year preceding the tender. Such distributors must also have completed the Third-Party Due Diligence process.

**3.0 ON-GOING FCPA DILIGENCE:** Thermo Fisher employees shall conduct the following due diligence on an on-going basis. Specifically, Thermo Fisher employees:

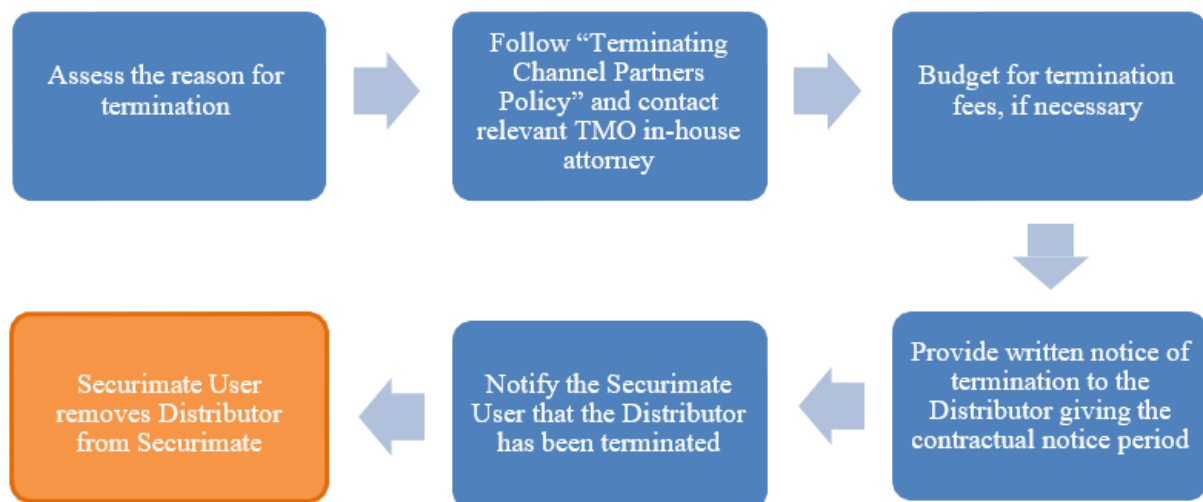
- 3.1 Shall maintain and update the Securimate system,
- 3.2 Obtain “one-off” Bring Down Certificates for government tenders exceeding USD \$1 million,
- 3.3 Obtain “one-off” FCPA/Trade Compliance Letters from, or carry out risk based due diligence on, one-time Third Party Intermediaries used by a Thermo Fisher Representative, pursuant to the Third Party Due Diligence – Standard Operating Procedure, and
- 3.4 Continually watch for “red flags” and report any identified red flags to the Thermo Fisher Legal Department for review and resolution.

In addition, the Legal Department shall (i) conduct on-going anti-corruption training (in addition to annual on-line training) on as-needed basis, and (ii) assist and support Thermo Fisher Representatives with on- going Securimate reviews, maintenance of the due diligence data in Securimate, and resolution of open issues or questions.

**4.0 TERMINATING DISTRIBUTORS:** If a Thermo Fisher business unit is contemplating the termination of a Third Party Representative or a Third Party Representative’s agreement expires, the responsible Thermo Fisher employee must do the following:

- 4.1 If a Third Party Representative is being terminated, the Thermo Fisher employee must follow the “Terminating Channel Partners Policy” and contact the relevant TMO in-house attorney; and
- 4.2 If a Third Party Representative is terminated or the agreement expires, the Thermo Fisher employee must contact the Securimate User so that the Third Party Representative can be removed from the Securimate system.

#### **TERMINATING INTERNATIONAL DISTRIBUTORS/AGENTS**



**5.0 SUPPLEMENTAL ACTIONS IN CHINA:** The following additional policies and procedures have been implemented in China:

- 5.1 Implementation of China Guidelines on Business Gifts and Entertainment mirroring Code of Conduct
- 5.2 Implementation of Guidelines on Consulting Fees/Commission Payments paid to Third Party Consultants
- 5.3 Formulation of Single Thermo Fisher China Approval matrix based on Thermo Fisher AAM and China legal requirements

EFFECTIVE DATE: September 5, 2022

<b>Title: CRG Addendum to the Anti-Bribery Policy</b>	<b>Supersedes: none</b>	<b>Total Pages: 3</b>
<b>Issued by: Compliance Department</b>	<b>Author: Tom Reece</b>	<b>Rev: 1.1</b>

**1.0 INTRODUCTION (ref. Section 1.0 of the Policy).** In adopting the Thermo Fisher Anti-Bribery Policy (“**Policy**”), CRG will continue to maintain certain aspects of its pre-acquisition anti-bribery program and Code, in the manner set out in this document (“**Addendum**”).

**2.0 PURPOSE (ref. Section 2.0 of the Policy).** No change.

**3.0 SCOPE (ref. Section 3.0 of the Policy).** This Addendum applies to (i) all operations of CRG; (ii) CRG’s vendors, suppliers, subcontractors, joint-venture partners, agents, consultants, business partners, and other representatives; and (iii) directors, officers, employees (including fixed-term and temporary employees), contractors, workers (including agency staff), volunteers and interns of CRG or managing CRG-related operations, who are defined herein as and considered to be “**Covered Persons**,” on a world-wide basis.

**4.0 BUSINESS PARTNERS.**

**4.1 Business Partner Activities.** Business Partners should be made aware of and agree to comply with the Policy and this Addendum. If a Business Partner wishes to provide a gift or hospitality on behalf of CRG or CRG’s client, it must comply with the Policy and this Addendum, and the employee should make a submission to the Gifts and Hospitality Register on behalf of the business partner, as required.

**5.0 GIFTS AND ENTERTAINMENT**

**5.1 Gifts.** Giving or receiving a lawful modest non-cash gift or hospitality is not prohibited under the Policy or this Addendum. Covered Persons must ensure the gift is not cash or cash equivalent, is modest in value, customary and given in a manner in which both the transfer itself and the motivation are transparent (no appearance of impropriety or expectation of improper advantage).

**5.2 Gifts and Hospitality Registry.** In order to maintain effective review channels and recordkeeping of gifts given/received, CRG will be continuing to utilize its Gifts and Hospitality Registry (“**Registry**”), linked below. Under the circumstances described below and further shown in Exhibit A, gifts and hospitality expenses should be entered into the Registry for review and approval **prior** to the gift or hospitality being offered/accepted.

Link to Registry: [https://ppdi.ethicspointvp.com/custom/ppdi/forms/gifts/form\\_data.asp](https://ppdi.ethicspointvp.com/custom/ppdi/forms/gifts/form_data.asp)

**5.3 Registering Gifts to Government Officials.** Consistent with the Policy, government officials include anyone acting in an official capacity on behalf of a government entity, which includes doctors and study staff employed by government-owned hospitals and healthcare facilities. If a gift/hospitality is intended for a government official, it must be entered into the Registry unless it is associated with an investigator meeting organized through the approved list of organizers.

5.4 **Registering All Other Gifts.** If a gift/hospitality is intended for a recipient other than a government official, it must be entered into the Registry. The following are excluded from the requirement to enter into the Registry:

- A corporate-branded item of modest value;
- A meal/drink with a client in accordance with the applicable expense policy;
- Gifts or hospitality with a value of less than \$50 USD per person; or
- Charitable gifts or hospitality given in accordance with the applicable philanthropic donations policies.

**RELATED DOCUMENTS –**

Anti-Bribery Policy (in the [Thermo Fisher Policy Library on iConnect](#))

Global Travel and Expenses Policy (in the [Thermo Fisher Policy Library on iConnect](#))

**Revision History:**

<b>Issue No.</b>	<b>Issue Date</b>	<b>Description of Change</b>
1	09/05/2022	Initial version

**EXHIBIT A –**

**CRG Gifts & Hospitality Registry Submissions Flow Chart**

