

Anti-Bribery and Anti-Corruption Policy

Policy No:	Version 1
Effective from:	1 January 2025
Issuing Authority:	Compliance & Ethics
Supersedes:	All earlier policies individually or collectively signed off

Purpose:

GoApptiv Private Limited and its subsidiaries are committed to the highest standards of integrity in all its business practices. We comply with applicable anti-bribery and anti-corruption laws and regulations. This policy provides standards of conduct for the Company and its business associates to help us all comply with those laws and regulations.

Scope:

This policy applies to all employees of the Company and external individuals or organizations, with whom the company has interactions with, including but not limited to Government Officials (GOs), Healthcare Professionals (HCPs), Customers, Patients, other members of the Healthcare Community, Third Party Representatives (TPRs), and other business partners. The policy should be read in conjunction with the Company's Code of Conduct.

Policy Requirements:

GoApptiv Corporate Policy (Lawful and Ethical Behaviour) provides that GoApptiv colleagues must conduct all GoApptiv business in a lawful and ethical manner, in accordance with applicable laws and regulations, including the U.S. Foreign Corrupt Practices Act of 1977 (the "FCPA"). The FCPA prohibits acts of bribery which include "making, promising, or authorizing the making of a corrupt payment or providing anything of value to a government official to induce that official to make any governmental act or decision to assist a company in obtaining or retaining business." The FCPA also prohibits a company or person from using another company or individual to engage in any of the foregoing activities. As an Indian company, GoApptiv shall also comply with the FCPA and could be held liable as a result of acts committed anywhere in the world by a GoApptiv consultant, agent, or representative, or even by a company acting on behalf of GoApptiv ("Business Associates"). Therefore, GoApptiv requires all of its Business Associates to conduct their GoApptiv related work in accordance with these principles.

Forms of Bribery that pose the greatest risk:

There are numerous forms of bribery and corrupt practice, but the following areas pose the greatest risk:

A. Engaging Third Parties

GoApptiv engages multiple third parties to act on its behalf. Every stakeholder appointed to act on behalf of GoApptiv must be selected based on their commercial and technical expertise and GoApptiv's need for the products or services. Stakeholders are prohibited from fulfilling any corrupt offer, request, demand or promise for payment to be made or received directly or through any third party. Further, margins, trade discounts or other incentives paid to third parties engaged by GoApptiv must always be bonafide, reasonable and on market terms. To minimize the risk of doing business with third parties with corrupt antecedents, appropriate due diligence checks on third parties shall be conducted in accordance with the laid down Third Party Due Diligence (TPDD) process.

B. Gifts, Hospitality and Business Promotion Expenses

Stakeholders shall not accept or offer gifts to any Government official or any private person.

Refer GoApptiv's Gifts and Entertainment Policy for further detailed guidelines.

C. Political Contributions

GoApptiv is committed to not supporting any specific political party or having any political affiliation. No contribution shall be made by stakeholders on behalf of GoApptiv either directly or indirectly to any political party or for any political purpose without the prior approval of the Board of Directors. No stakeholder shall use their job title or affiliation with GoApptiv in connection with political activities.

D. Charitable contributions and sponsorships

GoApptiv shall ensure that charitable contributions and sponsorships are not used as a vehicle for bribery or corruption. Any such charitable contribution/ sponsorship must be subject to Due Diligence (TPDD) Process. Refer GoApptiv's TPDD process for detailed guidelines.

Also, we shall publicly disclose all our charitable contributions and sponsorships and ensure that all such transactions are legal and ethical under local laws and practices. Stakeholders may make donations and charitable contributions in their personal capacity, provided they are legal and ethical and not used as schemes to conceal any bribery or other corrupt practice.

Definition of a Government Official

Under GoApptiv's policies, "government official" is broadly interpreted and includes: (i) any elected or appointed government official (e.g., a member of a ministry of health); (ii) any employee or person acting for or on behalf of a government official, agency, or enterprise performing a governmental function; (iii) any political party, officer, employee, or person acting for or on behalf of a political party or candidate for public office; or (iv) an employee or person acting for or on behalf of a public organization (e.g., the United Nations). "Government" is meant to include all levels and subdivisions of governments (i.e., local, regional, or national and administrative, legislative, or executive). Because this definition of "government official" is so broad, it is likely that Business Associates will interact with a government official in the ordinary course of their business on behalf of GoApptiv. For example, doctors employed by state-owned hospitals could be considered "government officials" under GoApptiv's policies or a Drug Inspector, tax officer etc.

Employment of a Government Official

Any employment or engagement of former government officials or their relatives by GoApptiv requires a thorough background check of the individual. In addition to the above, any such relationship requires pre-approval of the Chief Executive Officer (CEO).

FCPA, Anti-Corruption and Anti-Bribery Principles

Business Associates may not directly or indirectly make, promise, or authorize the making of a corrupt payment or provide anything of value to any government official to induce that government official to make any governmental act or decision to help GoApptiv obtain or retain business. Business Associates may never make a payment to or offer a government official any item or benefit, regardless of value, as an improper inducement for such government official to approve, reimburse, prescribe, or purchase a GoApptiv product, to influence the outcome of a clinical trial, or otherwise improperly to benefit GoApptiv's business activities.

Anti-Bribery and Anti-Corruption Principles Governing Interactions with Governments and Government Officials

Business Associates must communicate and abide by the following principles with regard to their interactions with Governments and Government Officials:

- Business Associates, and those acting on their behalf in connection with work for GoApptiv / GoApptiv, may not directly or indirectly make, promise, or authorize the making of a corrupt payment or provide “anything of value” to any Government Official to induce that Government Official to perform any governmental act or make a decision to help GoApptiv obtain or retain business. Business Associates, and those acting on their behalf in connection with work for GoApptiv / GoApptiv, may never make a payment or offer any item or benefit to a Government Official, regardless of value, as an improper incentive for such Government Official to approve, reimburse, prescribe, or purchase a GoApptiv product, to influence the outcome of a clinical trial, or to otherwise benefit GoApptiv’s business activities improperly.
- In conducting GoApptiv’s related activities; Business Associates, and those acting on their behalf in connection with work for GoApptiv / GoApptiv, must understand and comply with any local laws, regulations, or operating procedures (including requirements of Government entities such as Government-owned hospitals or research institutions) that impose limits, restrictions, or disclosure obligations on compensation, financial support, donations, or gifts that may be provided to Government Officials. If a Business Associate is uncertain as to the meaning or applicability of any identified limits, restrictions, or disclosure requirements with respect to interactions with Government Officials, that Business Associate should consult with his or her primary GoApptiv contact before engaging in such interactions.
- Business Associates, and those acting on their behalf in connection with work for GoApptiv / GoApptiv, are not permitted to offer facilitation payments. A “facilitation payment” is a nominal payment to a Government Official for the purpose of securing or expediting the performance of a routine, non-discretionary governmental action. Examples of facilitation payments include payments to expedite the processing of licenses, permits or visas for which all paperwork is in order. In the event that a Business Associate, or someone acting on their behalf in connection with work for GoApptiv / GoApptiv, receives or becomes aware of a request or demand for a facilitation payment or bribe in connection with work for GoApptiv / GoApptiv, the Business Associate shall report such request or demand promptly to his or her primary GoApptiv contact before taking any further action.

Commercial Bribery

Bribery and corruption can also occur in non-government, business to business relationships. Most countries have laws which prohibit offering, promising, giving, requesting, receiving, accepting, or agreeing to accept money or anything of value in exchange for an improper business advantage. Examples of prohibited conduct could include, but are not limited to; providing expensive gifts, lavish hospitality, kickbacks, or investment opportunities in order to improperly induce the purchase of goods or services. GoApptiv / employees of GoApptiv are not permitted to offer, give, solicit or accept bribes, and we expect our Business Associates, and those acting on their behalf in connection with work for GoApptiv / GoApptiv, to abide by the same principles.

Anti-Bribery and Anti-Corruption Principles Governing Interactions with Private Parties and GoApptiv Colleagues

Business Associates must communicate and abide by the following principles with regard to their interactions with private parties and GoApptiv / GoApptiv colleagues:

- Business Associates, and those acting on their behalf in connection with work for GoApptiv / GoApptiv, may not directly or indirectly make, promise, or authorize a corrupt payment or provide “anything of value” to any person to influence that person to provide an unlawful business advantage for GoApptiv.
- Business Associates, and those acting on their behalf in connection with work for GoApptiv / GoApptiv, may not directly or indirectly, solicit, agree to accept, or receive a payment or anything of value as an improper incentive in connection with their business activities performed for GoApptiv.
- GoApptiv / GoApptiv colleagues are not permitted to receive gifts, services, perks, entertainment, or other items of more than token or nominal monetary value from Business Associates, and those acting on their behalf in connection with work for GoApptiv / GoApptiv. Moreover, gifts of nominal value are only permitted if they are received on an infrequent basis and only at appropriate gift-giving occasions.

Applicable Local Laws

Business Associates need to understand whether local laws, regulations, or operating procedures (including requirements imposed by government entities such as state-owned hospitals or research institutions) impose any limits, restrictions, or disclosure requirements on compensation, financial support, donations, or gifts that may be provided to government officials. Business Associates must take into account and comply with any applicable restrictions in conducting their GoApptiv-related activities. If a Business Associate is uncertain as to the meaning or applicability of any identified limits, restrictions, or disclosure requirements with respect to interactions with government officials, that Business Associate should consult with his or her primary GoApptiv contact before undertaking their activities.

Getting Help

GoApptiv employees shall notify their reporting manager or consult the Compliance Officer of the company as soon as possible if they have a reason to believe or suspect, that a breach of this policy has occurred or may occur in the future.

Record-Keeping

GoApptiv’s books and records shall be fair and accurate and reasonably detailed.

We shall keep financial records and have appropriate internal controls in place, which shall evidence the business reason for making payments to third parties.

All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as clients, suppliers and business contacts and a list of all donations and charitable contributions made by the company, shall be prepared and maintained with strict accuracy and completeness. Also, such records must be submitted for periodic evaluation to respective authority in accordance with GoApptiv’s authority matrix and applicable procedures of GoApptiv. No accounts shall be kept off-book to facilitate or conceal improper payments.

Anti-Money Laundering Compliance

It is GoApptiv’s policy to conduct business only with persons or entities who share our commitment to legal compliance and whose funds have a legal source. In the locations where GoApptiv conducts business, GoApptiv must take reasonable, risk-based measures to prevent and detect money laundering and avoid potential criminal liability and reputational risk associated with such activity. It is

generally a crime to engage in transactions with knowledge that the proceeds are from illegal activity. GoApptiv will conduct reasonable due diligence on persons or entities to ensure they are engaged in legitimate business activity.

Whistle-Blower Policy

- “Whistleblower” means a member / group of members, or a member of the public, who reports or raises a serious concern about misconduct or wrongdoing within an organisation, about someone other than themselves.
- “Protected Disclosure” means a written communication of a concern made in good faith, which discloses or demonstrates information that may evidence an unethical or improper activity or a violation of the Company’s Codes and applicable policies and procedures.
- “Investigators” means those persons authorized, appointed, consulted or approached by the management of the Company to investigate the Protected Disclosure.
- Stakeholders who refuse to accept or offer a bribe, or those who raise concerns or report another’s wrongdoing, are sometimes worried about possible repercussions.
- GoApptiv shall not tolerate retaliation in any form against anyone for raising concerns or reporting what they genuinely believe to be improper, unethical, or inappropriate behaviour. All reports shall be treated confidentially. For more information, please refer to GoApptiv’s Whistle-blower Policy and Vigil Mechanism.

Enforcement – Disciplinary Approach

GoApptiv’s ABAC Policy shall be promoted and enforced consistently amongst Stakeholders with clear and consistent disciplinary consequences to anyone who violates the Policy. We reserve the right to terminate a contractual relationship with any Stakeholder if they breach this Policy. Failure to ensure compliance with this ABAC Policy could lead to serious consequences for Stakeholders, including but not limited to:

- Dismissal / termination of employment
- Termination of business relationship
- Reputational damage
- Reporting to regulatory authorities
- Conviction of offender under the applicable laws and regulations
- Personal criminal liability including fines and/ or imprisonment

Training and Communication

As part of the prevention, identification and detection of bribery and corruption issues, trainings and risk assessments shall be conducted.

Training on this Policy shall form part of the induction process for new Employees at all levels working in areas that are susceptible to ABAC risk. Post joining and completion of induction process, such new appointees must undergo the same trainings as scheduled for existing employees. Existing employees at all levels, shall receive regular, relevant trainings on how to implement and adhere to this Policy throughout the term of their relationship with GoApptiv.

Stakeholders may be required to give an annual certification confirming their compliance with this Policy.

Reporting Suspected or Actual Violations

Business Associates, and those acting on their behalf in connection with work for GoApptiv/ GoApptiv, are expected to raise concerns related to potential violations of the International Anti-Bribery and Anti-Corruption Principles or the law. Such reports can be made to a Business Associate’s primary

point of contact at GoApptiv/ GoApptiv, or if a Business Associate prefers to GoApptiv/ GoApptiv's Compliance Group by e-mail at shreya.punjabi@goapptiv.com or by phone at +91-22-49399899.

Review and Revision

This policy is effective as of 01 January 2025. The policy will be reviewed and updated annually or as required to ensure compliance with applicable regulatory requirements and to reflect any changes in organisational practices or industry standards by the designated Compliance Officer of the company.

PREPARED BY		CHECKED BY	AUTHORISED BY
Signature			
Name	GURJEET SINGH / SHREYA PUNJABI	SANDEEP M	SREERAM V.
Designation	Chief Commercial Officer	Head finance	Executive Director

Attachment A Foreign Corrupt Practices Act Certification

For the purposes of this attachment, "Government Official" has the same meaning as that set forth in GoApptiv's Anti-Bribery and Anti-Corruption Principles (As defined above "Government Officials").

FIRM provides the following Representations and Warranties on it's own behalf and on behalf of any affiliates providing services hereunder, collectively "Firm":

- a. Firm is licensed, registered, or qualified under local law, regulations, policies, and administrative requirements to do business and, to the extent required by applicable law, has

obtained licenses or completed such registrations as may be necessary or required by law to provide the goods or services encompassed within the agreement;

- b. Firm has not and will not directly or indirectly offer or pay, or authorize such offer or payment, of any money or anything of value to improperly or corruptly seek to influence any non-U.S. Government Official;
- c. All due diligence information provided by Firm including all information provided in the Third-Party Entity Due Diligence Questionnaire, is complete, truthful and accurate; and
- d. Firm agrees to update these Representations and Warranties if during the performance of the agreement, it learns of any changes with regard to the information provided, or if a government or Government Official becomes an owner of Firm.

Firm further agrees to permit GoApptiv to take reasonable steps to ensure that funds provided pursuant to the Agreement are properly used, including:

- a. Providing periodic invoices stating, in detail, the work performed;
- b. Providing documentation of all expenses to obtain reimbursement and providing GoApptiv with written notification in advance of any extraordinary expenditure. GoApptiv must authorize any extraordinary expenditure in writing before it may be incurred; and
- c. Permitting, during the term of the agreement and for three years after final payment has been made under the agreement, GoApptiv's internal and external auditors access to any relevant books, documents, papers, and records of Firm to which GoApptiv would otherwise be entitled to receive.

GoApptiv may terminate the agreement if Firm breaches any of the above Representations and Warranties or if GoApptiv learns that improper payments are being or have been made to Government Officials by Firm with respect to services performed on behalf of GoApptiv or any other company.

Certification of Compliance with GoApptiv's Principles

Pursuant to this agreement between GoApptiv Private Limited and FIRM dated XXX, I hereby certify:

1. Firm has been provided with a copy of GoApptiv's *Anti-Bribery and Anti-Corruption Principles* and such principles have been distributed to any affiliates that will be providing services under the agreement; and
2. Firm on its own behalf and on behalf of any of its affiliates providing services pursuant to the agreement, has not made and will not make any payments or provide any benefit to a non-U.S. Government Official, as defined in GoApptiv's Anti-Bribery and Anti-Corruption Principles, to induce such Government Official to make any governmental act or decision to help GoApptiv obtain or retain business and will not make, and have not made, a payment or offered any item or benefit, regardless of value, as an improper inducement for such Government Official to approve, reimburse, prescribe, or purchase a GoApptiv product, to influence the outcome of a clinical trial, or otherwise improperly to benefit GoApptiv's business activities.

FIRM

Signature

Name

Title

Date

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