



ANTI-BRIBERY PRINCIPLE

Principle Statement :

GTG prohibits bribery. GTG employees and any third party to whom this Principle applies must not provide offer or accept bribes, kickbacks, corrupt payments, facilitation payments, inappropriate gifts to or from Government Officials or any commercial person or entity, regardless of local practices or customs. All GTG employees and any third party acting on GTG's behalf must comply with all applicable anti-bribery laws and regulations including but not limited to the U.S Foreign Corrupt Practices Act (FCPA) and the U.K Bribery Act (UKBA)

Purpose :

This Principle ensures that GTG complies with all anti-bribery laws globally. Failure to comply with anti-bribery laws could lead to criminal and civil penalties for GTG and its employees, significant business disruption and harm to GTG's reputation.

This Principle applies globally to all employees and may apply to third parties acting on behalf of GTG. See the Compliance Principle for information on when a third party might be covered by the Code of Conduct Principles.

Additional Guidance :

- A bribe is the direct or indirect offer to give or receive anything of value to a Government Official or commercial person or entity with the intent to corruptly influence that official person or entity to award new business, continue existing business or to gain any improper advantage. Facilitation payments are bribes and are prohibited.
- A facilitation payment or "grease payment" is a small sum of money paid to a Government Official in order to expedite routine and nondiscretionary activities, such as obtaining a visa or work order, installing telephone service or initiating electrical service. GTG prohibits facilitation payments, which can violate the UKBA and other countries 'anti-bribery' laws.
- In this Principle, the term "improper advantage" is broadly defined to mean something to which GTG or one of its Business Partners is not clearly entitled such as a price increase approval, improper influence on a government institution's or commercial business's decision to purchase GTG products, favorable product specification selection, contract award, grant of operating permits, product use / registration approval, favorable court decision or tax dispute settlement.
- In this Principle, the term "corruptly influence" is broadly defined to mean that the offer, payment, promise or gift must be intended to induce the recipient to misuse his/her official/business position to benefit GTG or a GTG Business Partner. Such misuse could include wrongfully directing business to GTG or a Business Partner to obtain preferential legislation or regulations or to cause the recipient to fail to perform an official/business function.
- In this Principle, the term "Government Official" is broadly defined to include a broad range of individuals :
 - Government employee or elected or appointed official;
 - Political party;
 - Candidate for political office (even if not currently in office);
 - Employees of government or agency (police, tax and custom inspectors);
 - Professors who work at government affiliated universities;
 - Health care professional (e.g doctor, nurse, dentist, hospital administrator) who works in a public or government-sponsored health care program (e.g state-owned university hospital, government-funded dental program);
 - Consultant, speaker or advisor retained by GTG who is a government employee;
 - Government employee who benefits from a GTG research grant;



- ★ Official or employee of a public international organization such as the United Nations, World Trade Organization, OECD, Red Cross, Organization of American States, International Monetary Fund and the World Bank; and
 - ★ Employee of a quasi-public agency and other companies or organizations partly or wholly owned or controlled by a government.
- In this Principle, a Health Care Professional (HCP) is broadly defined as any person or entity (a) authorized or licensed to provide health care services or items to patients, or (b) who is involved in the decision to purchase, prescribe, order or recommend medical products, technologies and related services and solutions. HCPs include individual clinicians (for example, physicians, dentists, orthodontists, nurses and pharmacists among others), provider entities (for example, hospitals, ambulatory surgical centers, pharmacies and durable medical equipment suppliers) and administrative personnel of provider entities with purchasing, formulary or practice policy-making responsibilities (for example, hospital administrators and purchasing agents, group purchasing organizations, dental service organizations). Entities broadly involved in the health care services industry that are owned by HCPs should also be considered HCPs for purposes of this definition. This definition does not include healthcare professionals who are bona fide employees of GTG, while acting in the capacity.
 - In this Principle, the term “Business Partners” is broadly defined to include any person or entity with which GTG does business and includes :
 - ★ GTG’s agents (including sales agents)
 - ★ Consultants
 - ★ Distributors
 - ★ Resellers
 - ★ Converters
 - ★ Suppliers
 - ★ Independent Contractors
 - ★ Health Care Professionals (HCPs)
 - Small courtesies, such as a cup of coffee, a token gift of nominal value or a reasonably priced lunch or dinner, are not bribes. When providing such courtesies to a Government Official, you must comply with the gift laws and monetary limits applicable to that Government Official. See Gifts, Entertainment & Travel Principle for more information.
 - Remember that providing favors, promises or discounts to Governments Officials or their family members that are not available to others, can be “value”, which could violate this Principle.
 - The U.S Foreign Corrupt Practices Act and other countries bribery, depending on why the family member was hired, his or her qualifications and the Government Official’s ability to make decisions that could affect GTG business. Relatives of Government Officials may be hired by GTG. However, special care must be taken when an applicant is the close relative (such as a spouse, child, sibling, niece, nephew aunt or uncle) of a Government Official who is in a position to influence a decision related to the purchase, prescription or use of a GTG product or GTG service or to any other governmental action that would benefits GTG’s business. In such cases, close relatives of that Government Official may be hired only if :
 1. The individual hired meets standards and qualifications that apply to all individuals that GTG hires for similar roles;
 2. The position was properly approved with a clear business purpose and not created as a special position for the relative; and
 3. The individual hired follows the transparency and conflict of interest procedures GTG expects of all employees when interacting with Government Officials.



But a candidate being considered only because of his/her relative's ability to influence a decision in GTG's favor, may not be hired. In such circumstances, even offering that employment could violate this Principle.

- The failure to maintain adequate books and financial records violate many countries' laws, including the US FCPA, even where no bribery takes place. Every GTG employee must comply with GTG's Internal Controls. Financial Reporting, Document Retention and Auditing Principle to insure that GTG can demonstrate its compliance with anti-bribery laws and regulations.

- Employees, supervisors and managers must promptly report suspected violations of anti-bribery laws and this Principle to their assigned legal counsel, the Ethics & Compliance Department to their management or to any other resource listed in the Employee Obligations and Reporting Principle or through other appropriate channels and may do so anonymously.

- GTG's joint venture target companies and acquisitions should comply with all applicable anti-bribery laws and this Principle or GTG employees and GTG may be held responsible for their violations. GTG employees must conduct assessments of existing and prospective joint ventures, acquisitions and subsidiaries in accordance with GTG's Integrity Assessment procedures to determine if they are in compliance with applicable anti-bribery laws and this Principle.

- GTG employees have an obligation to carefully select every Business Partner that acts on GTG's behalf. GTG's Business Partners must comply with all applicable anti-bribery laws and where agreed this Principle. GTG employees must not allow any Business Partner to provide offer or accept bribes, kickbacks, corrupt payments, facilitation payments or inappropriate gifts or GTG and the employee may be held responsible for the actions of the Business Partner. GTG employees must conduct assessments of existing and prospective Business Partner in accordance with GTG's Integrity Assessment procedures to determine if they are in compliance with applicable anti-bribery laws and this Principle. GTG employees must follow the requirements of the Integrity Assessment procedures to mitigate or terminate a business relationship if they learn that an existing or prospective third party may have violated applicable anti-bribery laws or this Principle.

Penalties :

Failure to comply with anti-bribery and gift laws could lead to criminal and civil penalties for GTG and for GTG employees personally, significant business disruptions and harm to GTG's reputation. Violations of GTG's Code of Conduct will result in discipline, up to and including termination from employment.