

# Anti-bribery and anti- corruption policy

Our  
ABAC  
policy

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# Purpose

Bioderm Therapeutics is committed to conducting business ethically, with integrity, and in compliance with all applicable laws, including the South African Prevention and Combating of Corrupt Activities Act (PRECCA), the Companies Act, and Medicines and Related Substances Act (MCA requirements). This policy sets out the company's stance against bribery and corruption and applies to all employees, contractors, consultants, agents, and third parties representing Bioderm Therapeutics.

This policy aims to:

- Prevent bribery and corruption in all Bioderm Therapeutics' business dealings.
- Ensure compliance with South African and international anti-corruption laws.
- Protect the company's reputation and safeguard its relationships with government officials, healthcare professionals, and business partners.

This policy applies to all employees and third parties conducting business on behalf of Bioderm Therapeutics, both in South Africa and internationally.

# Prohibition of Bribery and Corruption

Bioderm Therapeutics strictly prohibits any form of bribery or corruption in all business dealings, whether direct or indirect. Employees, contractors, agents, and other business partners must not offer, solicit, or accept any form of bribe, kickback, or improper payment to gain business advantages or secure favourable treatment.

## Prohibited Activities

The following are examples of bribery and corrupt practices that are strictly forbidden:

- Offering, giving, soliciting, or accepting bribes: This includes money, gifts, favours, or anything of value to improperly influence business decisions.
- Improper payments to government officials or regulatory authorities: No payments, gifts, or favours should be made to government officials, healthcare professionals, or regulators to influence decisions related to product approvals, pricing, licensing, or procurement.
- Facilitation payments: Small, unofficial payments made to expedite routine government processes (such as visa approvals, customs clearance, or permits) are not allowed under any circumstances.
- Kickbacks and incentives: Employees or third parties must not request or receive any benefits, commissions, or incentives in exchange for business favours or preferential treatment.
- Improper influence in clinical trials and research: Bribes, gifts, or incentives must not be used to manipulate research results, influence investigators, or gain regulatory approvals.

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- Third-party misconduct: Business associates, including suppliers, consultants, distributors, and other representatives, must also comply with this policy. Bioderm Therapeutics will not tolerate corrupt activities conducted on its behalf by third parties.
- Political or charitable contributions to secure business: Donations to political parties, candidates, or charities must not be made with the intention of gaining an improper business advantage.

## **Responsibilities of Employees and Business Partners**

All employees and business partners must:

- Conduct due diligence before engaging with third parties to ensure they adhere to anti-bribery laws.
- Decline any requests or demands for bribes, facilitation payments, or any improper advantage.
- Report any suspected cases of bribery or corruption immediately to the Compliance Officer.

Violating this policy may result in disciplinary action, including termination, and legal consequences under South African law (PRECCA) and international anti-corruption regulations.

# Definition of Government Officials

For the purposes of this policy, a Government Official includes:

- Elected or appointed government officials at any level, including national, regional, or local officials.
- Employees of government agencies, public hospitals, regulatory authorities, or universities.
- Political candidates, party officials, or individuals acting on behalf of a government entity.
- Employees or representatives of state-owned or state-controlled enterprises.
- Members of public international organisations, such as the World Health Organization (WHO) or the United Nations (UN).
- Any other individual who, by virtue of local legislation, is classified as a Government Official.

As interactions with Government Officials are subject to strict regulatory oversight, all dealings must be conducted transparently and in compliance with applicable anti-bribery laws. Employees must obtain prior approval from the Compliance Officer before offering anything of value to a Government Official.

# Commercial Bribery

Bribery is not limited to government interactions but can also occur in business-to-business relationships. Bioderm Therapeutics prohibits any unethical practices intended to improperly influence business decisions. Employees and third parties must not:

- Offer, promise, give, request, or accept anything of value as an improper business advantage.
- Provide or receive excessive or inappropriate gifts, hospitality, or entertainment that may be construed as a bribe.
- Engage in kickbacks—where an undisclosed commission or rebate is offered in exchange for preferential treatment.
- Manipulate tender processes or procurement decisions through corrupt practices.

All business dealings must be based on fair competition, ethical conduct, and transparent decision-making. (Refer to our Business Code of Conduct)

# Gifts, Hospitality, and Donations

While business gifts and hospitality can be an accepted part of business culture, they must never be used to improperly influence a business decision.

The following guidelines apply -

## **Permissible Gifts and Hospitality**

Employees and third parties may offer or accept modest gifts or hospitality only if:

- The value is reasonable and does not create an impression of obligation or improper influence.
- It is infrequent and occurs within the context of a legitimate business relationship.
- It is provided transparently and does not violate any local laws or company policies.
- It is not in the form of cash or cash equivalents (such as gift cards or vouchers).
- It is accurately recorded in the company's books.

## **Prohibited Practices**

- Offering or accepting lavish or excessive gifts, entertainment, or hospitality.
- Providing gifts during tendering or procurement processes.
- Offering gifts, donations, or hospitality to government officials without prior approval.
- Making political or charitable contributions in exchange for business advantages.

# Facilitation Payments

Facilitation payments are small, unofficial payments made to expedite routine governmental actions, such as issuing permits or clearing customs. These payments are prohibited under this policy.

Employees must:

- Never offer or authorize facilitation payments, even if common practice in certain jurisdictions.
- Report any requests or demands for facilitation payments to the Compliance Officer.
- Seek alternative, legal means to address any delays or bureaucratic inefficiencies.
- Keep clear records of all government interactions to ensure transparency.

If an employee is faced with a situation where refusal to pay a facilitation payment would result in personal harm or safety risks, they should comply with immediate demands but report the incident to the Compliance Officer as soon as possible.

# Speaking Up & Open Door Policy.

We believe that a culture of honesty, transparency, and accountability is essential for building trust within our organisation. We encourage all employees to speak up when they witness unethical, unsafe, or unlawful behaviour, without fear of retaliation. Our Open Door Policy ensures that every employee has access to leadership and the opportunity to raise concerns in a safe, respectful, and confidential environment.

## Why Speaking Up Matters

- Protecting Our Ethical Culture – Integrity is the foundation of our business, and raising concerns helps us uphold our values.
- Ensuring Compliance – Reporting misconduct ensures we comply with South African labour, corporate governance, and healthcare regulations.
- Preventing Harm – Addressing issues early can prevent financial, reputational, and legal damage.
- Building a Trustworthy Workplace – A transparent and accountable culture fosters employee engagement and business success.

## Open Door Policy: Your Voice Matters

Bioderm encourages open and direct communication between employees and leadership at all levels. Under our *Open Door Policy*, employees are:

- Encouraged to share feedback, concerns, or suggestions with their managers or senior leadership.
- Free to report unethical behaviour or policy violations without fear of retaliation.
- Able to access multiple reporting channels to ensure a safe and confidential process.

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Your concerns will always be taken seriously, and appropriate action will be taken to address them.

## What Should You Speak Up About?

- Employees are expected to report any concerns related to:
- Unethical or Illegal Conduct – Fraud, corruption, bribery, or financial misconduct.
- Discrimination or Harassment – Any form of workplace discrimination, bullying, or harassment.
- Health & Safety Violations – Unsafe work conditions, lack of protective equipment, or environmental hazards.
- Data Privacy Breaches – Unauthorized access to patient, customer, or employee data (POPIA compliance).
- Regulatory & Compliance Violations – Non-compliance with SAHPRA, MCA, or Competition Act guidelines.

## Your Role in Upholding Ethical Standards

- Be Aware – Know the Code of Conduct and company policies.
- Speak Up – Report concerns early to prevent escalation.
- Lead by Example – Foster an open, respectful, and ethical workplace.
- Support Others – Encourage a culture of integrity and accountability.