



Anti-Bribery Anti-Corruption Policy (ABAC)



Inspired by **patients**.
Driven by **science**.

Why this policy?

At UCB, integrity is unconditional; therefore, we must conduct business responsibly, ethically, and free from any form of bribery or corruption regardless of local custom, practice or risk of losing business.

Building on the principles established in the UCB Code of Conduct and other core compliance policies, this Anti-bribery anti-corruption ("ABAC") policy is designed to ensure that the Company's Personnel, as well as third parties acting on the Company's behalf, understand and comply with applicable global anti-bribery and anti-corruption rules and take the right decisions that maintain our integrity, reputation and commitment in improving the lives of people living with severe diseases, now and in the future.

Violations of this policy may harm the people and society we serve and may jeopardize UCB's and its employees' reputation and trust. Additionally, violations may also have significant consequences including penalties (civil and criminal).

This policy outlines the key anti-corruption and anti-bribery principles and is supported by additional procedures and guidelines that describe how we detect, prevent, and mitigate the bribery and corruption risk in our business activities.

Key Takeaways

- **Act with integrity and legitimate intent:** UCB has zero tolerance for bribery or corruption of any kind, whether public or private, active or passive, direct or indirect. All business interactions must be conducted with valid business purposes in line with UCB's values and expectations.
- **Comply with Laws and avoid undue influence:** If there are competing or conflicting anti-corruption laws, you should adhere to the most restrictive standard applicable. Multiple laws need to be evaluated when dealing with Cross-Border Transactions with any third party, including Government Officials and Healthcare Professionals.
- **Perform legitimate business with proportionality:** UCB engages only in activities that advance UCB's legitimate business strategies. All transfers of value ("ToV") should meet the needs of the interaction/transaction. ToVs should never exceed the needs of the interaction/transaction.
- **Engage ethical business partners:** Third parties acting on behalf of UCB are held to the same high standards of integrity, transparency, accountability, honesty, and fairness.
- **Keep accurate records and be transparent:** Anti-corruption laws prohibit improper payments and require transactions to be accurately documented and recorded.

- **Speak up and be accountable:** Be alert to potentially improper activity and escalate any concerns, especially with third parties.

Scope

This policy applies to all UCB Personnel including officers, directors, employees of UCB Companies, third parties acting on behalf of UCB, all contractors, temporary staff, and agency workers. The ABAC policy requires UCB Personnel to comply with all applicable anti-bribery and anti-corruption laws, regulations, and industry codes in every location where we conduct business. Examples of these laws include but are not limited to:



- U.S. Foreign Corrupt Practices Act ("FCPA")
- United Kingdom Bribery Act 2010 ("U.K. Bribery Act")

Critical Definitions

	Corruption Corruption is wrongdoing through means that are illegitimate, immoral, and incompatible with ethical standards. Corruption mixes private and professional interests, resulting in someone abusing their power in their job for personal/private gain.
	Bribery Bribery is the most common form of corruption. It means (1) offering, promising, or giving or (2) authorizing someone else, including Third Parties working on our behalf, to offer, promise or give, "anything of value", directly or indirectly, to any person or entity to "improperly influence" the recipient, gain an improper business advantage, or as a reward for any act or decision benefiting UCB improperly.
	Anything of Value Means anything that could benefit someone else. This includes more than money. Examples include, but are not limited to, the following: • Cash, money, above market compensation, below market investments • Luxurious hospitalities, personal favors, business tools or services • Payment of medical, educational, living, and/or professional expenses • Extending employment/internships to close relatives of business partners

	Improper Influence A bribe is generally associated with the expectation of receiving an “improper” advantage. Influence is “improper” if UCB uses anything of value to induce/reward behavior that is not in good faith. Examples include, but are not limited to, the following: • Obtaining, retaining, or renewing a sales contract/tender • Obtaining licenses or regulatory approvals • Preventing a detrimental action by a government authority • Obtaining a competitor’s bid information • Avoiding or reducing customs, duties, taxes, or fines
	Government Official Any person who is involved (e.g. elected, appointed, selected or employed) in public administration, institution or government.
	Third Party Working on UCB’s Behalf A Third Party working on UCB’s behalf is any individual/entity not employed/owned by UCB but is retained to provide goods/services or to engage in business on behalf of UCB.

Policy principles

- UCB has **zero tolerance for bribery or corruption** of any kind, whether public or private, active or passive, direct or indirect.
- We do not offer, promise, give or accept bribes to secure an improper advantage in business and we do not instruct and authorize third parties who act on our behalf to do so.
- All business interactions must be conducted with valid business purposes in line with UCB’s values and consistent with laws, regulations and industry standards. If there are competing or conflicting anti-corruption laws, we should adhere to the most restrictive standard applicable.
- Bribery and corruption risk exists when UCB interacts with Government Officials, Healthcare Professionals, as well as any other person/entity in **both the public and private sector**. UCB does **not** distinguish between public officials and private sector employees for purposes of the requirements herein.

- We always engage with third parties that embrace high standards of integrity, transparency, accountability, honesty, and fairness consistent with our own. Specifically, we must ensure that:
 - ✓ There is a legitimate business need for the goods/services to be provided.
 - ✓ The engagement is permissible under applicable laws and regulations.
 - ✓ The bribery and corruption risks associated with the third party have been assessed and mitigated to the extent possible as per UCB third parties' due diligence processes.
 - ✓ The goods and services are provided at fair market value. All transfers of value ("ToV") should follow internal limits whenever defined and should never exceed the needs of the interaction/transaction.
 - ✓ There is a written contract that contains anti-bribery clauses whenever applicable.
 - ✓ Any payments need to be executed only via the approved financial payment systems, only to the identified third party, in the registered location of the third party and in the currency agreed in the contract.
- UCB may provide funding and support initiatives of external organizations, aiming to foster science/medical practice and support people and local communities, in alignment with the highest ethical standards, global and local regulations and company procedures.
- Any hospitality offered as part of our business activities need to follow internal procedures/guidelines/limits and external codes of practice to ensure that this is not and could not be perceived as bribe.
- All company guidance including prohibitions on offering/receiving gifts, gratuities and entertainment should be followed in all instances in alignment with the Global Travel, Meetings and Expense Reimbursement Policy. Specifically, offering gifts to Health Care Stakeholders (HCSs) is not allowed. Local customs do not supersede this policy.
- UCB's books and records must accurately reflect the purpose and substance of transactions and payments.
- Conflicts of interest must be appropriately disclosed as per relevant internal policy to mitigate any potential or apparent bribery and corruption risk and avoid the perception of unlawful or unethical conduct of business activities or any decision which would be contrary to UCB's interest.
- Facilitation payments are prohibited. Facilitation payments are payments made to Government Officials that are used to expedite or secure the performance of routine government services or actions to which UCB is otherwise entitled to receive. UCB prohibits any Personnel or third party acting on UCB's behalf from offering or authorizing the offer of a facilitation payment (directly or indirectly). If Personnel receive, or becomes aware, of a request or demand for a



facilitation payment or bribe, the request or demand must be promptly reported to UCB Integrity Line and to the relevant E&C counterpart.

- Lobbying activities are subject to local regulations and laws, registration requirements, reporting requirements, and expenditure restrictions. Only authorized UCB Personnel may engage in lobbying activities on UCB's behalf.
- Political parties and candidates are considered Government Officials. Therefore, no political contributions can be offered or made on behalf of UCB, unless permissible under federal, state and local laws and executed in accordance to them. Employees may participate in political activities on an individual basis, with their own money and on their own time. UCB will not reimburse any personal political contributions.
- Risks of Bribery and Corruption in our business activities are assessed on regular intervals and appropriate controls for their mitigation are being established. These controls are monitored on a standard basis and appropriate improvement actions are implemented if considered necessary.
- Any situation that might constitute or create a perception of bribery or corruption, must be disclosed immediately to the UCB E&C counterpart or to the UCB Integrity Line. In case of any doubt, speak up and share your concerns.

Regulatory Reference

Compliance with, but not limited to:

- International Federation of Pharmaceutical Manufacturers & Associations (IFPMA)
- European Federation of Pharmaceutical Industries and Associations (EFPIA)
- Pharmaceutical Research and Manufacturers of America (PhRMA)
- OECD Anti-Bribery Convention
- Non-U.S. anti-bribery and/or anti-corruption legislation, including but not limited to:
 - U.K. Bribery Act
 - The People's Republic of China Criminal Law
 - The laws of the other countries that have signed the United Nations Convention Against Corruption (UNCAC) (collectively, the "Global Anti-Corruption Laws")
- U.S. Foreign Corrupt Practices Act of 1977, as amended (the "FCPA")
- UK Bribery Act
- France Low Sapin II

Need more information?

The related associated documents are managed in **UCB's electronic content management system of controlled documents**. Please refer to the system.

Abbreviations and definitions, used in this document, are in accordance with the **UCB Glossary**.

Related documents:

- **gov - 100106 - UCB Code of Conduct: Our Ethics in Action**
- **gov - 000579 - Global Travel, Meetings and Expense Reimbursement Policy**

