

**ANTI-CORRUPTION POLICY****1. Introduction**

SAIL is strongly and strictly committed to ethics, being completely intolerant of any practice of bribery and corruption in its business activities or in any relationship arising from its existence. We are daily committed to complying with all applicable laws and regulations in our field of operation, including but not limited to anti-corruption laws (national and international).

This Policy aims to establish the practices that must be followed by employees or any person (natural or legal) acting on behalf of SAIL, reinforcing in every act the commitment to intolerance of corruption, prohibiting the provision of any payment or benefit to anyone who might unduly influence the chain, allowing direct or indirect commercial advantage.

Through this Policy, SAIL reinforces its link and commitment to truth, transparency, integrity, and ethics, ensuring compliance with anti-corruption laws, including not only Brazilian legislation (Law No. 12,846/2013), the FCPA (Foreign Corrupt Practices Act - 1977), and the UK Bribery Act (2010).

The reputation of our company depends on all of us ensuring in our professional routine the highest ethical standards, in compliance with all applicable laws. This Policy aims solely to reinforce compliance with anti-corruption and anti-bribery laws applicable to our activity, reaffirming concepts, explaining how to act correctly in various practical situations, through relevant examples for our business activity.

We believe this Policy will help you identify potential problems, guiding you in detail on how to act, whom to submit to, or how to report any suspicious practices that are not in line with this Policy. Therefore, your careful reading of this content is mandatory and crucial for our organization.

All employees, collaborators, and third parties acting on behalf of SAIL will be properly trained and updated on any changes related to this Policy.

## 2. To whom it applies

This Policy is mandatory for everyone at SAIL, globally. It applies to all individuals within our organization, regardless of position and function, including employees, interns, directors, administrators, shareholders, consultants, etc. Furthermore, this Policy also applies to all third parties acting for or on behalf of SAIL or in any way relating their service provision to SAIL's activities (service providers, clinical research centers, doctors, freelancers, investigators, accounting firms, law firms, etc.), with the Policy in effect in all countries where SAIL operates.

## 3. References and Applicable Legislation

- Foreign Corrupt Practices Act of 1977 (FCPA);
- UK Bribery Act of 2010 (UKBA);
- SAIL Code of Ethics and Conduct;
- Brazilian Anti-Corruption Law No. 12,846/2013 (and its regulations).

## 4. Basic Concepts

**a) Compliance:** From the verb "to comply," it means acting in accordance with an order, a set of rules/laws, or a request. In the workplace, it relates to conformity and integrity, i.e., being aligned with and complying with SAIL's rules, policies, and codes.

**b) Anti-Corruption/Anti-Bribery Laws:** These are all national and international laws and regulations applicable to our activity, as referenced in item 3 above. The purpose of these norms is to create general rules to prevent illegal and illicit practices of corruption through objective liability in the civil, administrative, and criminal spheres of companies that commit harmful acts against national or foreign public administration and to inhibit such practice among private entities.

**c) Fraud:** Any deceitful, misleading, or bad-faith act intending to harm and/or deceive another, or failing to fulfill a duty, obtaining undue advantages or benefits (financial or otherwise) for oneself or third parties.

**d) Corruption:** Dishonest, illegal, or immoral behavior involving someone in a position of power or authority. It is an act or effect of bribery within the public or private sphere, involving one or more persons for their own benefit or that of third parties, often through money offers. It also includes using illegal means to obtain undue advantages or benefits for oneself or third parties (regardless of using money). Corruption can be classified as:

- **Passive:** Perpetrated by a Public Agent against the Public Administration in general, i.e., when the illegal act (corruption) originates from the Public Agent. Example: A Public Agent working in a regulatory body asks an individual for money or advantage to approve a clinical research project.
- **Active:** Perpetrated by an individual against the Public Administration in general, i.e., when the illegal act (corruption) originates from the individual. Example: An individual offers money to a regulatory body to approve a clinical research project.

It can also be understood as an act or effect of degenerating, seducing, or being seduced by money, gifts, entertainment, or any benefit that leads someone to deviate, act, or fail to act according to the law, morals, and good customs, as well as what is considered right in the social sphere. The consequence can be the imputation of crimes such as influence peddling, prevarication, extortion, etc., depending on the applicable legislation to the specific situation.

**d) Bribery:** When a person gives or promises to give something of value to another person intending to obtain an undue advantage. It can be a promise, a payment, a gift, a favor, facilitation, or anything else that unduly benefits one in a certain situation towards another person.

**e) Public Agent:** Anyone providing any type of service to the State/Public Power, either directly or indirectly, having a public function or executing some public activity, such as:

- Political agents (members of political parties or who hold political office);
- Doctors employed by or acting on behalf of public hospitals, research centers, and/or universities or who have internal decision-making power;
- Members of CEP/CONEP;
- Members of the Ministry of Health or local Health Departments;

- Anyone working in or on behalf of a government-owned or controlled institution or company;
- ANVISA, Federal Revenue employees, etc.;
- Employees of international public organizations (such as the World Bank, World Health Organization, and UNICEF);
- Directors, directors, or employees of a non-governmental organization whose employees are treated, due to their status or other reasons, as government employees according to applicable legislation;
- Among others\*.

\*In case of doubts, contact SAIL's Compliance Department directly (compliance@sailforhealth.com).

**f) Asset, Thing/Something of Value:** For this policy, it means money, gifts, trips, entertainment, job offers, meals, work, giveaways, souvenirs, beverages, food, or any item that has an attributed value or can somehow be used as such. We can also include event sponsorships, scholarships, research support, donations, and charitable contributions requested for or on behalf of a Public Agent, their relatives, even if they benefit a legitimate charitable organization.

**g) Due Diligence:** Internal procedure of analyzing/qualifying third-party information and documents with the predetermined objective of knowing and understanding the organization with which SAIL intends to relate and interact, ensuring that it is an organization that will not affect SAIL's reputation and that follows the values and premises required by the Group in conducting any business or commercial relationship.

## **5. Functions, Obligations, and Responsibilities**

- Do not engage in or participate in any kind of Harmful Act or Corruption. Do not use suppliers who are proven to be involved in Harmful Acts or Corruption or who have not been previously approved/qualified by the Legal and Compliance Departments (when applicable).
- Do not influence any act or decision of government employees.
- Do not induce government employees to commit any act in violation of their legal duties.

- Do not induce government employees to use their influence over a government body to help secure, maintain, or direct business to any person.
- Do not use suppliers or partners to influence or induce government employees to secure or maintain business.
- Do not make prior contact with public bodies to gain advantages or benefits when participating in a public tender (public procurement).
- Do not make any contact (outside the ordinary course of business) with competitors throughout the public tender process (public procurement).
- It is strictly forbidden to give any money gift to any person (natural or legal), public or private, on behalf of SAIL, unless previously approved by the Compliance Department, either through the premises established in the Code of Ethics and Conduct (or specific policy) or by direct prior approval of the Compliance Department in unplanned cases.
- Any entertainment offering should generally be of a promotional nature, focusing on legitimate commercial discussions, and previously approved by the Compliance Department, together with the requesting department manager.
- Inform the Compliance Officer of any situation that may constitute a Harmful Act or Corruption where advantages or benefits were offered in exchange for material or financial rewards, even if such conduct is only a suspicion.
- Maintain control over payments made to public bodies to prevent suspicious and/or improper transfers.
- Include anti-corruption clauses approved by the Compliance Officer and/or Legal Department in all contracts with customers, partners, and service providers.
- Do not obtain (or assist in any way) regulatory approvals for clinical trials through bribery or offering kickbacks to involved employees.

- Do not influence, in any way, to receive certain favorable tax treatment.
- Do not influence, in any way, to expedite the receipt of goods from customs officials/agents or special authorizations that ensure agility (or normality) in an import/export process, among others.
- Do not pay or influence, in any way, anyone to gain an advantage over a competitor or to secure a business or contract.

## **6. Examples of Improper Payments**

Below are some examples of improper payments:

- Money or property transferred by an agent, employee, consultant, etc., to a public official or their representative to obtain business or secure an advantage, including consulting contracts, service provision, or to gain certain benefits regarding legislation, regulations, or other governmental activities inherent to the business;
- Facilitation payments, also known as expediting payments, where a public official receives money or something of value to perform or expedite the performance of an existing task, such as issuing a visa, work permit, release of goods, granting permission for a certain activity, etc.;
- Gifts to charitable institutions that are outside the general standard and given to obtain business or secure an advantage when certain government officials are affiliated with the institution;
- Gifts to charitable institutions that are (or are) illegal under applicable local law;
- Employment of consultants or agents who are also linked to a government agency to influence the decisions of that agency;
- Excessive entertainment of government officials or their representatives that is inconsistent with local industry standards, laws, or codes and may be perceived as an influence on the recipient;

- Gifts to any government official or healthcare professional (e.g., doctors, nurses, clinical research staff, hospital administrators, investigators, etc.);
- Gifts of more than nominal value to any other person for the purpose or intent of influencing a business decision.

In case of doubts, please consult directly the SAIL Compliance Department ([compliance@sailforhealth.com](mailto:compliance@sailforhealth.com)).

## **7. Guidelines**

The guidelines of this Policy must be followed by all SAIL employees, sponsors, service providers, and/or anyone who directly or indirectly acts for or on behalf of SAIL.

Interactions between Government Officials and SAIL Employees / Clients / Service Providers must always be governed by ethics, integrity, and transparency.

In situations where a Government Official makes a proposal that contradicts the guidelines of this Policy, it is the duty of the Employee / Client / Service Provider to unequivocally refuse the proposal and promptly alert the Compliance Officer about the occurrence.

As SAIL may be held liable for the acts of third parties acting on its behalf, all business decisions are based on merit, including the selection of business partners, clients, or any other third party that will represent or act in any way on behalf of SAIL.

SAIL emphasizes that:

- It maintains accounting books and records that accurately and adequately reflect all transactions carried out by the Group, whether with the Public or Private Sector, in any country where it has commercial operations;
- It does not make contributions in money or services or any other kind to political parties or politicians in any country and also does not participate in payments for fundraising events and other similar events held by politicians or political parties;

- Every third party is duly qualified by the Compliance and Legal Department;
- All contracts entered into by SAIL, regardless of the country of operation, include Compliance and Anti-Corruption clauses.

## **8. Policy Deviations**

Indications of irregularities in complying with the determinations of this policy will be subject to an internal investigation by the Compliance Officer. Upon verifying the actual irregularity through due process, the Employee / Client / Service Provider will be subject to applicable penalties as per SAIL's Code of Ethics and Conduct and the prevailing laws of the country (verbal warning, written warning, suspension, dismissal, immediate contract termination, and any other contractually and legally applicable actions).

Legal entities that violate the Anti-Corruption Law may face administrative and judicial sanctions and the payment of fines.

If you discover or suspect any of the prohibited practices described in this Policy, you must immediately report it to the SAIL Compliance Officer.

## **9. Communication Channels – Compliance Officer**

Speak up. If you know, suspect, or are concerned about anything you consider to be bribery or corruption, REPORT the situation to the SAIL Compliance Department.

We believe it is essential to have an environment where everyone feels comfortable raising concerns without fear. Our policy ensures that you can report suspected violations without fear of retaliation, regardless of who the person or act being investigated is.

SAIL declares and guarantees through this Policy that no one can be treated negatively – such as being fired or subjected to disciplinary action – if, in good faith, they report a suspected crime or violation of law or policy or assist in investigating such a suspicion of crime or violation.



If you suspect there is a violation of this policy, law, or ethical principles, it is your responsibility to report this information. You can do so through the following means:

Email: [compliance@sailforhealth.com](mailto:compliance@sailforhealth.com)

Phone: +55 11 3777-0625

We guarantee that any report through any of the above channels will be protected by confidentiality and anonymity to avoid any form of retaliation. Any report received will be subject to an internal investigation, and its result will be subject to a final report that may be shared, not only with the reporter but also with SAIL's Compliance Committee.

Although investigations are handled with discretion, confidentiality, and anonymity, we may disclose the results of investigations to agencies or public bodies through law enforcement or judicial decisions when necessary/mandatory.

## **10. Final Provisions**

- If you have any questions about the content of this Policy or any practical situation in which you do not know how to resolve or act, please consult the Compliance Department in advance.
- There is no excuse for making an improper payment. Regardless of who might ask us for such a payment, or if our competitors regularly make similar payments, we must always adhere to this Policy and our Code of Ethics and Conduct. At SAIL, we prefer to refrain from entering into a contract or closing a deal rather than violating this Policy and the Code of Ethics and Conduct.
- We do not tolerate any illegal conduct, as per this Policy and/or the Code of Ethics and Conduct.
- If you have doubts when faced with situations where you have to accept or offer a gift/present or any valuable item, assess whether it follows the premises of this Policy, the limits set by SAIL's Code of Ethics and Conduct, and its own policy for this purpose. If still in doubt, consult the SAIL Compliance Department.



EVOLVING TO A BRIGHTER FUTURE

- It is not the value of an item or money that will determine whether it is permitted or not. Strictly follow the rules and premises of SAIL's Policies. The appearance, reputation, and image we present to others are fundamental for the personal and professional growth of our employees and SAIL itself in our business activities. Take care of it!
- We all have to take PERSONAL RESPONSIBILITY to ensure our behavior is consistent with this Policy and to report actual or suspected violations.

We count on your cooperation.

**Compliance Committee**  
**SAIL for Health**