



**Rosemont  
and you**

# Anti-Bribery and Corruption Policy



FOR INTERNAL USE ONLY

# Anti-Bribery and Corruption Policy

## 1. Policy statement

It is our policy to conduct all of our business in an honest and ethical manner. We take a zero-tolerance approach to bribery and corruption and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate and implementing and enforcing effective systems to counter bribery and corruption.

We will uphold all laws relevant to countering bribery and corruption in all the jurisdictions in which we operate. However, we remain bound by UK laws, including the Bribery Act 2010, in respect of our conduct both at home and abroad.

## 2. About this policy

The purpose of this policy is to:

- a) set out our responsibilities, and of those working for and on our behalf, in observing and upholding our position on bribery and corruption; and
- b) provide information and guidance to those working for and on our behalf on how to recognise and deal with bribery and corruption issues.

It is a criminal offence to offer, promise, give, request, or accept a bribe. Individuals found guilty can be punished by up to ten years' imprisonment and/or a fine. As an employer, if we fail to prevent bribery, we can face an unlimited fine, exclusion from tendering for public contracts, and damage to our reputation. We therefore take our legal responsibilities very seriously.

In this policy, third party means any individual or organisation you come into contact with during the course of your work for us, and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties. This list is not exhaustive. There may be other parties who you come into contact with in the course of your employment, and to whom this policy will also apply.

Unless expressly stated, this policy does not form part of any employee's contract of employment and we may amend it at any time.

## 3. Who must comply with this policy

This policy applies to all persons working for us or on our behalf in any capacity, including employees at all levels, directors, officers, agency workers (in line with agency workers regulations), seconded

workers, volunteers, interns, agents, contractors, external consultants, third-party representatives and business partners, sponsors, or any other person associated with us, wherever located.

## 4. Who is responsible for the policy

The Executive Team has overall responsibility for ensuring this policy complies with our legal and ethical obligations, and that all those under our control comply with it.

The Chief Financial Officer has primary and day-to-day responsibility for implementing this policy, monitoring its use and effectiveness, dealing with any queries about it, and auditing internal control systems and procedures to ensure they are effective in countering bribery and corruption.

Management at all levels are responsible for ensuring those reporting to them understand and comply with this policy and are given adequate and regular training on it.

You are invited to comment on this policy and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to the Chief Financial Officer.

## 5. What are bribery and corruption?

Bribery is offering, promising, giving or accepting any financial or other advantage, to induce the recipient or any other person to act improperly in the performance of their functions, or to reward them for acting improperly, or where the recipient would act improperly by accepting the advantage.

An advantage includes money, gifts, loans, fees, hospitality, services, discounts, the award of a contract or arrangement or anything else of value.

A person acts improperly where they act illegally, unethically, or contrary to an expectation of good faith or impartiality, or where they abuse a position of trust. The improper acts may be in relation to any business or professional activities, public functions, acts in the course of employment, or other activities by or on behalf of any organisation of any kind.

Corruption is the abuse of entrusted power or position for private gain.

## 6. What you must not do

It is not acceptable for you (or someone on your behalf) to:

- a) give, promise to give, or offer, a payment, gift or hospitality with the expectation or hope that a business advantage will be received, or to reward a business advantage already given.
- b) give or accept a gift or hospitality during any commercial negotiations or tender process, if this could be perceived as intended or likely to influence the outcome.
- c) accept a payment, gift or hospitality from a third party that you know, or suspect is offered with the expectation that it will provide a business advantage for them or anyone else in return;

- d) indicate a willingness or intention to engage in any of the practices listed above at paragraphs 6 (a) - 6 (c), or suggest or indicate in any way that engaging in such practices could influence or affect any business or commercial arrangements;
- e) accept hospitality from a third party that is unduly lavish or extravagant under the circumstances.
- f) offer or accept a gift to or from government officials or representatives, or politicians or political parties, without the prior written approval of your manager or the Executive Team;
- g) threaten or retaliate against another individual who has refused to commit a bribery offence or who has raised concerns under this policy; or
- h) engage in any other activity that might lead to a breach of this policy.

## 7. Facilitation payments and kickbacks

We do not make, and will not accept, facilitation payments or “kickbacks” of any kind.

Facilitation payments, also known as “backhanders” or “grease payments”, are typically small, unofficial payments made to secure or expedite a routine or necessary action (for example by a government official or person in a position of trust or authority or who is or may be able to influence business or commercial arrangements). They are not common in the UK but are common in some other jurisdictions in which we operate.

Kickbacks are typically payments made in return for a business favour or advantage.

You must avoid any activity that might lead to a facilitation payment or kickback being offered, made or accepted by us or on our behalf, or that might suggest that such a payment will be made or accepted. If you are asked to make a payment on our behalf, you should always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided. You should always ask for a receipt which details the reason for the payment. If you have any suspicions, concerns or queries regarding a payment, you should raise these with your supervisor or management, a member of the Executive Team, or a member of the HR Team, or a Director.

## 8. Gifts, Hospitality and expenses

Rosemont permits the giving and receiving of modest gifts and hospitality where there is a legitimate business purpose, such as maintaining professional relationships, enhancing our reputation, or supporting the effective marketing of our products and services. All offers of gifts or hospitality – whether accepts or declined – must be declared in the Gifts and Hospitality Register, maintained by the Company Financial Controller. This applies to all employees, contractors, and agency staff, and include offers made to spouses, partners, or associates where the benefit could reasonably be perceived as intended for the employee.

Gifts must never include cash or cash equivalents and should be categorised by estimated value as follows:

- Category A – Low-value gifts (under £5):  
Typically, promotional items such as pens or notepads. These may be accepted without declaration.

- Category B – Moderate-value gifts (approximately £15):  
Common examples include seasonal tokens such as chocolates or flowers. These may be accepted but should be shared or raffled and must be recorded in the Gifts and Hospitality Register.
- Category C – High-value gifts (over £15)  
These require careful consideration to ensure there is no perceived compromise to integrity. All offers in this category must be declared, even if refused.

Hospitality should only be accepted where it is proportionate, openly given, and clearly linked to business activities. Lavish or purely social invitations, including holidays or entertainment without a business rationale, must be declined or taken as annual leave and recorded in the register.

Employees must not offer or accept gifts or hospitality with the intention of influencing business decisions or securing an unfair advantage. Offers made during commercial negotiations or tender processes are particularly sensitive and must be avoided. Any hospitality or expenses that exceed reasonable business norms – such as extended hotel stays – are not acceptable. Prior written approval from the Executive Team is required for any gift or hospitality that may raise concerns under this policy, including those involving government officials or political representatives.

Declarations should be submitted promptly via email and include the date, provider/recipient details, nature purpose of the gift or hospitality, any associated organisations, and estimated value. The register is reviewed quarterly and maintained on a calendar-year basis. Employees are expected to exercise sound judgement and consider how any offer may be perceived externally. Queries, concerns, or suggestions regarding this section should be directed to the Chief Financial Officer.

## Interactions with government officials

Dealing with government officials and government departments, is not the same as dealing with private parties. This is true whether the government is acting as a customer, a supplier, a consultant/service provider or a regulator.

Business courtesies, hospitality and small gifts of nominal value that might be appropriate when you are dealing with private parties, like paying for lunch or dinner, are not appropriate or legal when you are dealing with government officials. In addition, the laws of most countries usually prohibit the payment, promise, offer or authorization of money, gifts or other items of value to influence government officials or to secure any improper business advantage.

For these reasons, our policy is clear: we do not, either directly or indirectly through a consultant or other third-party intermediary, give, pay, offer, promise or authorise the payment of money, favour's, employment opportunities or anything else of value to a government official to influence government officials or to seek any improper business advantage.

However, in the course of business it may be proper for an employee to pay for or reimburse a foreign government official for meals, hospitality, transportation, or lodging expenses associated with product promotion or contract performance activities. These types of payment are only allowed if they are:

- a) Permitted under local laws.

- b) In compliance with the Staff Expenses Policy and any other; applicable policy; and
- c) Pre-approved in writing by the Human Resources Department.

All approved payments must be accurately recorded in Rosemont Pharmaceuticals' books and records.

For the purpose of this policy, a government official includes any:

- a) person acting in any official capacity on behalf of a government agency, department or instrumentality.
- b) employee of a state-owned or controlled company.
- c) employee/physician working in a state owned or controller medical facility.
- d) person or officials representing a political party.
- e) candidate for a political office; or
- f) individual who may be acting on behalf of a government (i.e., consultants and engineers).

## 9. Donations

We support each employee's individual right to participate in the political process. Our employees may make personal contributions of time or money to the political process so long as any such contribution does not interfere with their responsibilities at Rosemont Pharmaceuticals or violate any applicable laws.

We only make charitable donations that are legal and ethical under local laws and practices. No donation must be offered or made without the prior written approval of the Chief Executive Officer.

## 10. Lobbying activities

We may from time to time, and with the best interests of the business in mind, conduct legitimate lobbying and information activities to promote legislation, regulations and government policy favourable to our legitimate business interests, both directly and indirectly through industry associations.

We report all lobbying information as required to the appropriate authorities.

## 11. Record-keeping

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

You must declare and keep a written record of all hospitality or gifts given or received, which will be subject to managerial review.

You must submit all expenses claims relating to hospitality, gifts or payments to third parties in accordance with our expenses policy and record the reason for expenditure.

All accounts, invoices, and other records relating to dealings with third parties including suppliers and customers should be prepared with strict accuracy and completeness. Accounts must not be kept “off-book” to facilitate or conceal improper payments.

## 12. Conflict of Interest

You must avoid any situation where your personal interest conflicts, or could be perceived to conflict, with the interests of the business. This includes financial, professional, family, or other personal relationships that may influence your decision-making.

Any actual or potential conflicts of interest must be reported to your manager as soon as possible. This allows us to assess the situation and take appropriate steps to manage it transparently and fairly.

## 13. Doing business in high-risk countries

You must take extra care when conducting business in countries or regions where bribery and corruption are known to be more prevalent. This includes both public and private sector dealings and applies to any third parties we engage with – such as suppliers, agents, or customers – who are based in high-risk jurisdictions.

Before entering into any business relationship in these areas, you must:

- Conduct appropriate due diligence, including background checks for any history of bribery, corruption, or other unethical practices.
- Review the third party’s internal policies and procedures to ensure they have adequate anti-bribery controls in place.
- Ensure that contract include appropriate anti-bribery and compliance clauses.
- Remain alert to warning signs, such as unexplained payments, excessive hospitality, or close connections to government officials.

## 14. Your responsibilities

You must ensure that you read, understand and comply with this policy.

The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for us or under our control. You are required to avoid any activity that might lead to, or suggest, a breach of this policy.

You must notify your supervisor or management, a member of the Executive Team or a member of the HR Team, as soon as possible if you believe or suspect that a conflict with this policy has occurred or may occur in the future. For example, if a client or potential client offers you something to gain a business advantage with us or indicates to you that a gift or payment is required to secure their business. Further “red flags” that may indicate bribery or corruption are set out in section 18.

You must ensure that you read, understand and comply with Rosemont’s Sanctions policy.

## 15. How to raise a concern

You are encouraged to raise concerns about any issue or suspicion of bribery or corruption at the earliest possible stage.

If you are offered a bribe, or are asked to make one, or if you believe or suspect that any bribery, corruption or other breach of this policy has occurred or may occur, you must notify your supervisor or management, a member of the Executive Team, a member of the HR Team or report it in accordance with our Whistleblowing Policy as soon as possible.

If you are unsure about whether a particular act constitutes bribery or corruption, raise it with your supervisor or management, a member of the Executive Team or a member of the HR Team or with a Director.

## 16. Protection

Individuals who refuse to accept or offer a bribe, or who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. We aim to encourage openness and will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken.

We are committed to ensuring no one suffers any detrimental treatment as a result of refusing to take part in bribery or corruption, or because of reporting in good faith their suspicion that an actual or potential bribery or other corruption offence has taken place or may take place in the future. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern. If you believe that you have suffered any such treatment, you should inform the Executive Team immediately. If the matter is not remedied, and you are an employee, you should raise it formally using our Grievance Procedure.

## 17. Training and communication

Training on this policy forms part of the induction process for all individuals who work for us, and annual refresher training will be provided.

Our zero-tolerance approach to bribery and corruption must be communicated to all suppliers, contractors and business partners at the outset of our business relationship with them and as appropriate thereafter.

## 18. Breaches of this policy

Any employee who breaches this policy will face disciplinary action. This could result in dismissal for misconduct or gross misconduct.

We may terminate our relationship with other individuals and organisations working on our behalf if they breach this policy.



## 19. Potential risk scenarios “ red flags ”

The following is a list of possible red flags that may arise during the course of you working for us and which may raise concerns under various anti-bribery and anti-corruption laws. The list is not intended to be exhaustive and is for illustrative purposes only.

If you encounter any of these red flags while working for us, you must report them promptly to your supervisor or management, a member of the Executive Team , a member of the HR Team or using the procedure set out in the whistleblowing policy:

- a) You become aware that a third party engages in, or has been accused of engaging in, improper business practices;
- b) You learn that a third party has a reputation for paying bribes, or requiring that bribes are paid to them, or has a reputation for having a “special relationship” with foreign government officials;
- c) A third party insists on receiving a commission or fee payment before committing to sign up to a contract with us, or carrying out a government function or process for us;
- d) A third party requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made;
- e) A third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business;
- f) A third party requests an unexpected additional fee or commission to “facilitate” a service;
- g) A third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services;
- h) A third party requests that a payment is made to “overlook” potential legal violations;
- i) A third party requests that you provide employment or some other advantage to a friend or relative;
- j) You receive an invoice from a third party that appears to be non-standard or customised;
- k) A third party insists on the use of side letters or refuses to put terms agreed in writing;
- l) You notice that we have been invoiced for a commission or fee payment that appears large given the service stated to have been provided;
- m) A third party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to us;
- n) You are offered an unusually generous gift or offered lavish hospitality by a third party.

## 20. Review

The company reserves the right to amend, update, or withdraw this policy at any time, in line with business needs and applicable employment legislation. Any changes will be communicated appropriately to ensure transparency and understanding.

### Policy: Anti-Bribery and Corruption

Covering Legal Entities:	Primrose Topco and all subsidiaries
--------------------------	-------------------------------------

Version No:	3.0	Overall pages:	8
Approved by:	Tim Busby, Chief Financial Officer	Date:	September 2025