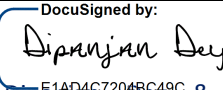
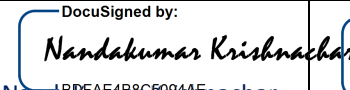



Syngene Anti-Bribery and Anti- Corruption Policy

Approved				
Version#	Approved Date	Prepared by	Reviewed by	Approved by
1.0	5/4/2021	DocuSigned by:  Dipanjan Dey & Shreekanth Katti	DocuSigned by:  Nandakumar Krishnachar Head, Legal	DocuSigned by:  Sibaji Biswas Sibaji Biswas, CFO

Revision History					
Version #	Revision Date	Summary of Changes	Updated By	Reviewed By	Approved By

1. Policy Statement

- 1.1 [Code of Ethics and Business Conduct](#) of Syngene International Limited (“**Syngene or Company**”) assures that it conducts its business transparently, in an honest and ethical manner. Company takes a zero-tolerance approach to Bribery and Corruption and is committed to acting professionally, fairly and with integrity in all its business dealings and relationships, wherever it operates. Syngene, in its endeavour to create a healthy and corruption-free business environment, employs the highest ethical standards in every action taken while dealing with customers, third parties, and all others with whom it interacts. Further, being a global scale scientific services provider, catering to various organizations across the globe, Syngene is required to comply with national and international anti-Corruption laws applicable to it. In light of the same, Syngene is implementing a robust system to counter Bribery and Corruption practices and conduct its business in compliance with applicable global policies and uphold all such laws relevant to countering Bribery and Corruption. The Company shall not authorize or tolerate any business practice that does not comply with this Anti-Bribery and Anti- Corruption Policy (“**Policy**”).
- 1.2 The objectives of this Policy are:
- i) set out the Company’s responsibilities, and the responsibilities of those working for or with the Company in observing and upholding the Company’s position on Bribery and Corruption;
 - ii) ensure that the Company has adequate procedures in place to prevent and detect Bribery and Corruption;
 - iii) provide information and guidance to those working for or with the Company on how to recognize and prevent potential Bribery and Corruption issues
- 1.3 This Policy applies globally to all employees (full-time, part-time and those on contractual assignments) of the Company including entities over which the Company has management control. The Company mandates and requires board members, senior managerial personnel, officers and employees to set highest ethical standards and uncompromising attitude against all forms and demonstration of Corruption. Syngene will engage only with those third parties (like consultants, contractors, vendors etc.) who either have or are willing to adopt the standards of ethical behaviour that are consistent with our own.
- 1.4 The Company is committed to:
- i) upholding anti-bribery and anti-corruption (“**ABAC**”) laws that apply to the Company.
 - ii) not offering bribes or condemning the offering of bribes on the Company’s behalf.
 - iii) not accepting bribes or agreeing to them being accepted on the Company’s behalf.
 - iv) not making distinction between public officials and private persons so far as Bribery is concerned.
 - v) not making or offering to make a facilitation payment by employees, consultants, vendors and other associated persons regardless of whether they may be a part of the “way of doing business” in a country.
 - vi) not to allow employees, consultants, to offer or accept Kickbacks.
 - vii) not to use intermediaries, such as Agents, consultants, advisers, distributors or any other business partners to commit acts of Bribery.
 - viii) not to offer, promise or provide Gifts (both in cash or in kind), Hospitality, entertainment, promise or offer of employment to a relative of Third Party, and reimbursement of expenses with the intent of causing the recipient to do something in Syngene’s favour or to refrain from doing something causing disadvantage to Syngene.
 - ix) making sure that the Company’s representatives are aware of and abide by the Company’s values and policies.
 - x) avoid doing business with or affiliating the Company with others who do not accept the Company’s values and policies and who may harm the Company’s reputation.
 - xi) encourage all employees, consultants, vendors and other associated persons to report any suspected Bribery or unethical or illegal conduct through proper reporting channel without fear of retaliation for good faith reports of suspected misconduct.
 - xii) maintaining accurate books, documents and financial records.

- xiii) initiate disciplinary action against any person associated with Syngene violating or causing breach of the principles stated herein and reserves the right to initiate appropriate legal proceedings including termination of contractual relationship; and
- xiv) continue monitoring of and auditing compliance with these principles.

1.5. At all times, this Policy shall be in compliance with applicable laws and regulations on Bribery and Corruption, including, but not limited to, Prevention of Corruption Act, 1988, the UK Bribery Act 2010 (“**UKBA**”), the U.S. Foreign Corrupt Practices Act 1977 (“**FCPA**”), and other applicable national anti-bribery statutes and implementing rules and regulations. Where local customs, standards, laws or other local policies apply that are stricter than the provision of this Policy, the stricter rules shall be complied with.

1.6. All employees, consultants and third parties acting on behalf of Syngene are required to: (a) read, understand, and comply with the spirit and letter of this Policy; (b) undergo training and certifications as periodically required; (c) recognize and report violations; and (d) seek guidance from legal department as and when needed.

1.7. This Policy has to be read in addition to any other existing Syngene policies relating to Bribery and Corruption.

2 General Principle & Compliance with the Law

2.1 Gifts and Hospitality

Employees must not offer, give or accept any Gift or Hospitality:

- i) which could be regarded as illegal or improper, or which violates this Policy or applicable laws
- ii) which exceeds value mentioned in the Approval Matrix as per sub sec. (iii) of definitions in Annexure IV
- iii) which is in cash
- iv) which is given or taken secretly
- v) if there is any suggestion that a return favor will be expected or implied

Reasonable expenses incurred on behalf of clients, vendors or government official which may include items such as the reasonable cost of such party’s transportation, meals and lodging may be considered proper. However, caution must be exercised, as excessive payments may construe to give an improper advantage. In case of doubt, promptly seek the support from your line manager to ensure that payment of such expenses are proper and accounted.

2.2 Facilitation Payments or Kickbacks.

Syngene does not make, and will not accept, facilitation payments or kickbacks of any kind anywhere in the world irrespective of whether local law permits such payments.

2.3 Contributions to Political Parties, Organizations or Individuals.

Direct or indirect contributions by and on behalf of the Company to political organizations or individuals, both in cash or in kind, is prohibited. Employees making political contributions in their personal capacity shall not state their company affiliation.

2.4 Sponsorships, Donations, Contributions to Charity or Social Projects

Monetary and other contributions to charities, social projects and funds, including schools, educational funds and infrastructure projects, must be handled in accordance with applicable Sponsorship & Donations Guidelines stated in Annexure I.

3 Record-Keeping

3.1 The Company will keep accurate financial records and implement appropriate internal controls for making payments to, and receiving payments from, third parties, including maintaining appropriate supporting documentation which shall be promptly entered into company records and shall be maintained with strict accuracy and completeness. All secret, unrecorded or unreported transactions are prohibited, and no transactions shall ever be kept "off-the-record" to facilitate or conceal improper payments.

3.2 Employees must declare and document all Hospitality or Gifts accepted as per the Approval Matrix stated under Appendix IV of this Addendum.

4 Breach of this Policy

The consultants and Third Parties who violate any applicable anti-bribery and anti-corruption laws may personally be subject to criminal and civil penalties, including imprisonment and substantial fines, in accordance with the applicable law. Appropriate sanctions, including immediate contract termination, shall apply to Third Parties who violate any applicable ABAC laws and regulations or as per the Consequence Management Schedule (enclosed in **Annexure II**). Further, employees who violate any applicable ABAC laws and regulations, or this Policy will be subject to Syngene's internal disciplinary action, which may include termination of the employee's employment relationship with Syngene.

5 Training

Training on this Policy forms part of the induction process for all new employees and Third Parties. All existing employees will receive regular, relevant training to recognise the importance of this Policy and adhere thereof. Syngene Legal, together with Learning & Development team and ABAC Committee/CFO, will on a continuing basis, provide specific training on this Policy and on ABAC laws in general and support training for Syngene's sales, business development and procurements teams as well as for employees involved in internal control procedures, to ensure that their responsibilities and duties are correctly understood, and that best practice is followed.

6 Reporting of Concerns and Violations and Raising of Queries on ABAC

All employees are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage. If you are unsure whether a particular act constitutes Bribery or Corruption, or if you have any other queries, these should be raised through Whistle-blower Portal or directed to the ABAC Committee/CFO.

7 Responsibility for Enforcement

The following members shall constitute an ABAC Committee of the Company: the CFO, Head of Legal or their respective designees, senior members from Strategic Sourcing and a Senior Management representative from other functions on an annual rotational basis. The ABAC Committee will be primarily responsible for implementing this Policy in its true spirit and intent and monitor the use and effectiveness of this Policy and deal with any queries on its interpretation. The ABAC Committee will be supported by Internal Audit, Corporate Finance, and Legal Departments. The CFO of the Company shall be the Chief Compliance Officer (CCO) for ensuring administration of this Policy. The ABAC Committee/CFO may delegate administrative tasks to subordinates or other employees or officers, as may be necessary for the purposes of this Policy.

8 Policy Revision

The ABAC committee will review and evaluate this Policy on a continual basis to determine whether the Policy is effective in ensuring compliance by the Company, its directors, officers, employees, consultants and contractors with the Legislation.

9 Contact

For any questions about how this Policy should be followed in a particular case, please contact the Head, Legal or CFO or a member of the ABAC Committee.

10 Roles and Responsibilities

Roles	Responsibilities
Executive Committee (EC)	<ul style="list-style-type: none"> Responsible for approval of this Policy and provide clear message with the aim to embed the program in the Company in such a manner that every manager and employee accepts this Policy as a personal commitment towards a clean and fair working environment.
Legal	<ul style="list-style-type: none"> Responsible for framing rules/clarifications, training, monitoring and reviewing ABAC clauses in contracts, answering ABAC due diligence questionnaires from customers and administration of third-party ABAC compliances. Legal shall advise the Board of Directors on the legal context for Bribery and related laws and regulations, and on any emerging laws. The function should be responsible for ensuring that the Company has procedures in place for monitoring relevant laws in the jurisdictions in which it operates and for ensuring that the Company is compliant with them. It should also ensure that the program meets the requirements of data and privacy laws in its due diligence.
ABAC Committee	<ul style="list-style-type: none"> ABAC committee will have the overall responsibility for periodically assessing the implementation and effectiveness of this Policy The Committee is also responsible for ensuring that material Corruption risks in the organization are duly attended, mitigated and communicated to the EC. The Committee shall be responsible for providing advice and guidance on issues relating to Bribery.
Chief Finance Officer (CFO)	<ul style="list-style-type: none"> Responsible for conducting regular risk assessments and should investigate any incident or violations of this Policy. CFO should also be proactive in identifying potentially vulnerabilities and be able to address these head-on with corrective measures and come up with proper guidance on how employees and the Company can avoid similar situations in the future. CFO will coordinate with different departments including internal audit and third-party due diligence assessment. CFO is tasked with reporting to the EC and ABAC Committee on everything related to compliance (from Policy development and monitoring to enforcement and implementation). Ensure that the anti-bribery management system conforms to requirements of ISO 37001.
Internal Audit	<ul style="list-style-type: none"> Internal audit shall review the effectiveness of the Policy as part of their annual risk assessment process and periodically monitor compliance and report the findings directly to the Audit Committee.
Employees and consultants	<ul style="list-style-type: none"> Responsible for adherence to the Policy and report any deviation. Must use reasonable business judgment and appropriately document the business decisions and supporting rationales in a way that sufficiently demonstrates compliance and prudence.

Annexure I – Donation and Sponsorship Guidelines and Procedure

Scope

Furtherance to Syngene's Code of Business Ethics and Business Conduct and Anti-Bribery and Anti-Corruption Policy, the Donation and Sponsorship Guidelines and Procedure ("**Guidelines**") are framed. These Guidelines covers all acts of Donations and Sponsorship which are distinctive contributions to express Syngene's commitment and responsibility towards society. All Donations and Sponsorships made as per Corporate Social Responsibility Policy and disaster relief funds maintained by government agencies are out of scope of this Guidelines. These Guidelines must be read and applied in conjunction with [Syngene's Code of Ethics and Business Conduct](#) and Anti-Bribery and Anti-Corruption Policy.

Purpose

These guidelines govern the process by which Donations and Sponsorships are awarded by Syngene and provides a detailed description of the procedure through which any Donation or Sponsorship may be allowed. Through implementing these guidelines, Syngene aims to:

- fulfill its role as a corporate citizen by contributing to the betterment of society;
- foster initiatives that have a direct impact on future generations, student retention, innovation and the social economy;
- provide a framework to manage the Bribery and Corruption risks presented by Sponsorships and Donations.

The Guidelines

Any Sponsorships or Donations offered or given must:

- be made and / or approved in accordance with this Guidelines.
- not be given to organisations that the Company is in legal or financial conflict with or which connects the Company to any political party or group.
- be compatible with the Company's business activities (like legitimate scientific, educational or charitable purposes to support health or healthcare systems, medical or scientific education) and reflect its commitment towards operating in an ethical manner.
- be given directly in good faith and be reasonable in value and frequency.
- be given in an open manner, and not to, or for the benefit of, an individual;
- not influence or appear to influence the independence of the giver or receiver of the Sponsorship or Donation;
- be in accordance with the receiving party's own compliance rules;
- only be given to an organisation which has had satisfactory due diligence checks if required to confirm that there are no conflicts of interest or apparent risks of unethical or corrupt behavior;
- not be given in any personal capacity in order to avoid approval and reporting requirements.

When offering any Donation or Sponsorship one must:

- accept any additional scrutiny audits or restrictions that Anti-Bribery Anti-Corruption (ABAC) Committee may impose;
- report to the CFO or ABAC Committee;

Approval

All requests for Donations and Sponsorship must be presented to Appropriate Authority for approval. The value-based Approval Matrix provided for Gift, Hospitality and facilitation payment as per section 2.1 of this Policy shall apply for Sponsorship and / or Donations, also.

Annexure II – Third Party Due Diligence, Red Flags and Consequence Management Schedule

1. Third Party Due Diligence

1.1 Syngene shall engage Third Parties if all of the following requirements are met:

- i) Appropriate due diligence is conducted and properly documented prior to engaging a Third Party.
- ii) ABAC Policy is communicated to all third parties; and
- iii) Formal commitment (in writing) including self-assessment and anti-bribery undertaking is sought from Third Party to ensure compliances to these standards; such compliance undertaking and assessment shall be provided annually once by each of the vendors.

1.2 Appropriate actions (as stated in sec. 3 of this Schedule) shall be taken against vendors for failure to provide self-assessment and anti-bribery undertaking or appropriate actions can be taken based on the details provided in the self-assessment categorized as red flags as per Article 4, below. The actions to be taken by the Company is provided in the Consequence Management Schedule (Annexure III).

1.3 An exception, from aforesaid ABAC compliances, may be granted to vendors where the vendor has strong policies and compliances which are equal, if not higher, to the global anti-bribery standards.

2. Identification of Red Flags

The following is a list of "red flags" that may indicate the possible existence of corrupt practices and consequence schedule shall be referred for next steps:

- (a) Use of an Agent by a Third Party or when the Third Party itself has been involved in Corruption/Bribery instances in the preceding five years.
- (b) Unusually large commission payments not commensurate with the value of the services provided or procured without complying with the Syngene Purchase Policy.
- (c) Cash payments, or payments made without a document trail or without compliance with normal internal controls.
- (d) Payments to be made through Third Party countries or to offshore accounts.
- (e) Not following Syngene policies or procedures (like Code of Business Ethics and Business Conduct, Supplier Code of Conduct and other relevant policies).
- (h) Unexplained preferences for certain sub-contractors.
- (i) Invoices rendered or paid in excess of contractual amounts.

This list is not exhaustive, and one should be alert to other indicators that may raise a suspicion of corrupt activity.

3. Consequence Management Schedule existing vendors

Type of Non-compliance	Consequences
Vendor Doesn't Provide the Signed Due Diligence Form	<ol style="list-style-type: none"> 1. 1st Reminder send to vendor to complete due diligence after a week of first email 2. 2nd Reminder send to vendor to complete due diligence after 2 days of 1st reminder 3. Notice sent to vendor for stoppage of payment if no response is received within 2 days of 2nd reminder 4. Payment to vendor stopped if vendor doesn't respond with 7 days of receipt of notice 5. Termination of contract with vendor.
Vendor refuses to share the signed due diligence form	<ol style="list-style-type: none"> 1. Mail sent to vendor to resolve dispute 2. Notice sent to vendor for stoppage of payment if vendor refuses to sign due diligence 3. Payment to vendor stopped if vendor doesn't respond with 7 days of receipt of notice 4. Termination of contract with vendor.
Red-Flags identified in due diligence assessment	<ol style="list-style-type: none"> 1. Assign risk rating based on the inputs provided in the self-assessment 2. All vendors not having red flags will be considered as low risk rating department to decide whether to ahead with the vendor 3. All vendors having any of the red flags will considered as high-risk and will be rejected.

Annexure IV - Definitions

- (i) “Agent” is any individual acting as an agent, appointed by the Company, acting on the Company’s behalf in negotiating with Third Parties.
- (ii) “Appropriate Authority” means the any person or group of persons delegated or invested with the power and the responsibility to approve any request for Donation or Sponsorship and also to initiate disciplinary process in for violation of the Approval Matrix or any terms stated in these Guidelines.
- (iii) “Approval Matrix” is a decision table that allows to the value of a Gift, Donation or Hospitality to be accepted from or given to clients or vendors by the Appropriate Authority as per the terms stated in this Policy. Below is the Approval Matrix:

Gift, Hospitality, Donation or Sponsorship	Department Head	CFO*
Up to US \$50	Informed	Nil
From US \$51 to US \$200	Approval	Informed
Over and above of US \$200	Approval	Approval

*CFO may at his discretion consult the CEO prior to approving any request presented before him under the Approval Matrix.

- (iv) “Bribe” is an inducement or reward offered, promised or provided in order to gain any commercial benefit or advantage.
- (v) “Bribery” occurs when one person offers, pays, seeks or accepts a payment, gift, favour, or a financial or other advantage from another to unfairly influence a business outcome, to induce or reward improper conduct or to gain any commercial, contractual, regulatory or personal advantage. It can be direct or indirect through Third Parties.
- (vi) “Corruption” includes wrongdoing on the part of an authority or those in power through means that are illegitimate, immoral or incompatible with ethical standards. Corruption often results from patronage and is associated with Bribery.
- (vii) “Donation” in the form of monetary or non-monetary Gifts to a fund or cause wherein no return service or payment can be expected Contributions to industry associations or fees for memberships in organisations that serve business interests are not necessarily considered Donations.
- (viii) “Facilitation Payments” means any payment made with the purpose of expediting or facilitating the performance by a public official of a routine governmental action.
- (ix) “Gifts”: Gifts given or received to unfairly influence a business outcome against Syngene Policy.
- (x) “Hospitality” means giving or receiving anything of value such as meals (food and/or beverages), travel and accommodation, and other directly related, incidental expenses. The term also refers to invitations or tickets to social events or entertainment events (such as sporting/fitness, theatre, music or recreational events).
- (xi) “Kickbacks” are payment of any portion of a contract made to employees of another contracting party or the utilisation of other techniques, such as subcontracts, purchase orders or consulting agreements, to channel payment to Public Officials, political parties, party officials or political candidates, to employees of another contracting party, or their relatives or business associates.
- (xii) “Public Official” or “Government Official” are officials or employees of any government or other public body, agency or legal entity, at any level, including officers or employees of state-owned corporations.
- (xiii) “Sponsorship” refers to acts of financial support or a contribution in money, in kind, or in services to support a program (including employee time), event, activity, person or organisation or service where Syngene being the sponsor receives something of value in return for its Sponsorship. Corporate Sponsorships are driven by a desire to receive recognition that will further benefit Syngene’s trade or business.
- (xiv) “Third Party” means any individual or organisation that interacts with the Company and its employees. This includes actual and potential customers, suppliers, business contacts, Intermediaries, government and public bodies, including their advisors, representatives and officials, politicians and political parties.