



1. Introduction

Worldwide Clinical Trials (“WCT”) is committed to achieving the highest standards of ethical conduct and to ensuring that it, its management, its employees, and others who may provide services on its behalf act in compliance with all applicable laws of the countries in which WCT operates. This includes compliance with all laws, domestic and foreign, prohibiting improper payments or inducements to any person, including **Public Officials**.¹ To ensure compliance with these laws, WCT has adopted this Global Anti-Corruption Policy. This Policy applies to all WCT officers, directors, board members, and employees worldwide (collectively, “**Employees**”) and to all agents, representatives, consultants, independent contractors, and any other third-party vendor or representative acting on behalf of WCT or retained by WCT on behalf of a Sponsor (collectively, “**Representatives**”).

2. Statement of Policy

WCT does not tolerate any form of bribery or corruption. It is WCT’s Policy that all WCT Employees and Representatives comply with the U.S. Foreign Corrupt Practices Act (**FCPA**), the UK Bribery Act (**UKBA**), and all other applicable anti-corruption laws. Specifically, WCT’s Policy prohibits the following conduct:

(a) The giving of bribes

WCT Employees and Representatives must not (i) give, (ii) promise to give, or (iii) authorize anyone to give anything of value, either directly or indirectly, to or for the benefit of any person (including a Public Official, whether “**domestic**” or “**foreign**”) that is for the purpose of: (1) retaining or obtaining business, except in the ordinary course of business and as provided in the accompanying Compliance

¹ For purposes of this Policy, a “**Public Official**” is to be interpreted broadly and includes: (1) healthcare professionals (“**HCP**”), including without limitation doctors, nurses, pharmacists, lab technicians, and hospital or medical administrators who work for a government agency or who work for a government-owned, -affiliated, or -controlled hospital or clinic (including university or military hospitals); (2) all officials, employees, agents, and representatives of any branch or level of government (executive, legislative, or judicial and whether national, state, or local) or of any government department or agency (including advisers to such agencies and branches); (3) directors, officers, and employees of state-owned or -controlled companies (including their consultants, advisers, agents, and other representatives); (4) political parties, party officials, and candidates for office; (5) officials and employees of public international organizations such as the World Bank, European Union, or the United Nations (including their consultants, advisers, agents, and other representatives); (6) known associates, family, and close friends of all the aforementioned parties; and (7) any other person who, by reason of domestic law in any jurisdiction in which WCT operates, would be considered or deemed a Public Official.

Procedures; or (2) inducing, securing, or rewarding the improper performance by any person of any function or activity² (whether or not it was done to obtain or retain business or a business advantage).

For purposes of this Policy, the term “**anything of value**” is to be construed broadly and includes not only cash or cash-equivalents, but also gifts, gift cards, tangible items bearing logos and other items such as equipment, clothing, meals, entertainment, travel, lodging, transportation, loans, forgiveness and/or payment of expenses or debt, use of property or equipment, charitable and/or political contributions,³ job offers, consultant contracts, and any kind of financial or other advantage.

(b) **The receipt of bribes**

WCT Employees and Representatives must not (i) solicit, (ii) request, or (iii) agree to receive or accept, either directly or indirectly, anything of value, including any financial or other advantage, that is intended to or designed in any way to induce or reward the improper performance by any WCT Employee or Representative of any function or activity.

(c) **Bribes paid through a third party**

WCT Employees and Representatives must not (i) give or (ii) offer to give on behalf of WCT (or a Sponsor of WCT) anything of value to a third party if he or she knows or suspects that it will be offered to any person (including a Public Official whether “**domestic**” or “**foreign**”) for the purpose of: (1) retaining or obtaining business, except as provided in the accompanying Compliance Procedures; or (2) inducing, securing, or rewarding the improper performance by any person of any function or activity (whether or not it was done to obtain or retain business or a business advantage). It is not necessary to have actual knowledge that a payment will be made to a person by a third party. Deliberate ignorance or conscious disregard of the facts can also constitute knowledge of a payment. Thus, it is important that WCT Employees make reasonable inquiries when dealings with third parties may give rise to improper payments.

(d) **Helping or allowing others to give or receive bribes**

WCT Employees and Representatives must not agree (tacitly or explicitly) or conspire to aid or abet the commission of any of the above or conspire with, aid, or abet any third party (including Sponsors) in the contravention of any applicable anti-corruption laws.

(e) **Internal controls**

WCT must (i) maintain a reasonable system of internal controls to prevent and detect any improper or corrupt payments; and (ii) ensure that all financial transactions are accurately and fairly recorded in the books and records.

² For purposes of this Policy, the term “**function or activity**” includes a function of a public nature or an activity connected with a business or performed in the course of employment by or on behalf of a body of persons, and the person performing the function or activity is expected to perform it in good faith, impartially, or is in a position of trust by virtue of performing it.

³ Under no circumstances are WCT Employees or Representatives to make charitable and/or political contributions on behalf of WCT without the prior written approval of the Chief Operating Officer.

(f) **Failure to comply**

WCT Employees and Representatives who contravene any applicable anti-corruption laws may expose WCT and themselves to significant criminal and/or civil sanctions. A failure to act in accordance with the letter and spirit of applicable anti-corruption laws, this Policy, and the accompanying Compliance Procedures may result in disciplinary or other action, including termination, by WCT against the persons concerned. Such failure may also be reportable to and/or give rise to disciplinary action by professional bodies regulating WCT.

3. Anti-Corruption Laws

Because WCT is a global enterprise, WCT Employees and Representatives must comply with the anti-corruption laws of many different countries, including the FCPA and the UKBA, and any other applicable local laws. This Policy is designed to set a very high standard so as to ensure that WCT and its Employees and Representatives comply with all applicable anti-corruption laws, both foreign and domestic.

a. The laws in brief

The primary focus of the FCPA, and to a certain extent the UKBA, is to prohibit improper inducements to foreign Public Officials in connection with international business transactions. The FCPA makes it unlawful to make or offer a bribe to a foreign Public Official for the purpose of obtaining or retaining business. A “**foreign Public Official**” is a broad term that encompasses not only political officials, but also includes employees of government agencies, such as the Ministry of Health or the local equivalent of the Food and Drug Administration. That term also includes doctors and other healthcare professionals (“HCPs”) employed (part-time or full-time) at publicly-financed or state-owned healthcare entities, including public hospitals, university hospitals, military hospitals, and affiliated clinics. Other examples of HCPs considered to be foreign Public Officials under the FCPA and the UKBA include nurses, physician assistants, pharmacists, members of product formulary committees, clinical investigators and researchers, hospital administrators, and other employees of public hospitals. Accordingly, many Principal Investigators in clinical trials would be considered Public Officials. Because the distinction between private and public in the healthcare industry is often blurred, this Policy is applicable to all HCPs, whether they work in a private or public hospital or clinic.

Additionally, laws of the countries in which WCT operates also prohibit the bribery of “**domestic Public Officials**”. In some countries, the penalties for bribery of domestic Public Officials are even stricter than those imposed by the FCPA and the UKBA.

The UKBA also makes it unlawful to offer, promise, give to, or receive from persons *in the private sector* inducements or a reward for improper performance of any function or activity. In addition, numerous countries have adopted “commercial” anti-bribery laws that, in essence, prohibit the same.

b. Who is subject to these laws?

The FCPA and the UKBA have broad territorial reach. All U.S.-based or U.S.-registered companies (“**U.S. Companies**”), employees and agents acting on behalf of U.S. Companies, U.S. citizens

(wherever located), and U.S. residents are subject to prosecution under the FCPA, even if the bribery offense occurred entirely outside the United States. Foreign nationals may also be prosecuted under the FCPA for conduct having a connection with the United States, even if a limited one. Under U.S. law, WCT Employees or Representatives who commit a bribery offense contrary to the FCPA will also expose WCT, and possibly themselves, to the risk of prosecution. Pursuant to the UKBA, all UK citizens, persons who ordinarily reside in the UK, and companies and partnerships that are incorporated or formed in the UK may be prosecuted in the UK for bribery offenses, even if those offenses have no connection with the UK. Because WCT has operations in the UK, if WCT Employees or Representatives commit a bribery offense anywhere in the world, WCT may be prosecuted in UK courts for failing to prevent that bribery from occurring. WCT and its Employees and Representatives could also be prosecuted under the domestic laws of any of the jurisdictions in which WCT operates, if any WCT Employee or Representative were to engage in unlawful conduct.

WCT Employees and Representatives are not expected to become experts in the anti-corruption laws applicable to them. They should, however, be aware of the circumstances when corruption concerns may arise as a result of anti-corruption laws of their own and other jurisdictions and adjust their behavior accordingly. If in doubt, WCT Employees should seek guidance from their Regional Anti-Corruption Compliance Officer or the WCT General Counsel.

4. Exceptions to this Policy

This Policy contains a minimum set of standards intended to supplement all national and international laws. Where domestic laws are more stringent or specific than this Policy, they must always take precedence. Where this Policy is more stringent than domestic laws, this Policy takes precedence unless such domestic laws expressly permit (in writing) the specific activity.

It is generally not sufficient that domestic standards are simply silent regarding the activity in question. In those circumstances, the activity is not permitted unless expressly approved by the Regional Anti-Corruption Compliance Officer. Such approval should be made upon the exercise of reasonable due diligence, including a thorough analysis of factors such as existing and pending domestic laws, applicable foreign laws that may apply (*e.g.*, the FCPA and the UKBA), local business culture and tradition, and in consultation with the Regional Anti-Corruption Compliance Officer. Any such exceptions to this Policy, as well as their underlying rationale and approvals, should be documented.

5. Risk Assessment and Procedures

WCT shall periodically carry out a risk assessment identifying and prioritizing anti-corruption risks. This includes an evaluation of where WCT operates, the markets for its particular services, the extent to which it uses Representatives, and the degree of interaction with Public Officials.

6. Training

WCT will implement and maintain a program to provide anti-corruption training to its Employees. Each WCT Employee must certify review of this Policy through the ELEMENT Learning Management System upon hiring. WCT also requires re-certification on a yearly basis.

7. Certifying Compliance with this Policy

Each year, the General Counsel must certify compliance with this Policy using the Certification in **Appendix A**. By providing such certification, the General Counsel confirms that this Policy has been disseminated and implemented within WCT in a manner that insures that all WCT Employees understand their responsibilities under this Policy. Such certification shall also confirm that appropriate processes, including an effective system of internal controls, have been established to achieve compliance with this Policy.

8. Disciplinary Procedures

Violations of anti-corruption laws could result in significant criminal and/or civil penalties for WCT and the WCT Employees and Representatives involved. Fines imposed on individuals may not be paid by WCT. WCT Employees who fail to comply with the FCPA, UKBA, other applicable anti-corruption laws or this Policy and the accompanying Compliance Procedures may also be subject to disciplinary action by WCT, including termination.

9. Reporting

WCT Employees must report known or suspected violations of this Policy or any applicable anti-corruption law as described in the accompanying Compliance Procedures. WCT Employees and Representatives may use WCT's regional hotlines to anonymously report known or suspected violations. The regional hotline numbers are available on the Legal Department's homepage on Sharepoint. The U.S. regional hotline number is 855-250-5371; the UK regional hotline number is 800-055-6328; and the CIS regional hotline numbers are 49-9922-3978 or toll free 8-800-555-02-43.

10. Questions

Any questions about this Policy should be raised with a Regional Anti-Corruption Compliance Officer or the General Counsel.