

Anti-Corruption Policy

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For questions regarding the versioning and exact content-related changes please contact Group Compliance.

The currently valid version is highlighted bold. Currently applicable Compliance policies and SOPs may be consulted via the intranet (COIN, local intranet).



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Glossary

Business Partner	All Third Parties such as customers, suppliers, agents, consultants and others directly engaged with PHOENIX group's business activities.
Compliance Management System (CMS)	The CMS is the system that combines all activities pertaining to compliance (such as policies, training, compliance processes, etc.) within the PHOENIX group.
Compliance Organisation Handbook	The Compliance Organisation Handbook is made available to all LCMs by Corporate Compliance. It comprises all instructions, processes, recommended actions, etc. related to the implementation of the PHOENIX group CMS.
Local Compliance Committee (LCC)	Local compliance committee at the country or regional level, which oversees tasks related to monitoring, inspection, decision-making, and escalation. (See the Compliance Principles and Reporting & Investigations Policy for more details)
Local Compliance Manager (LCM)	The individual who is responsible for the implementation of the CMS – following the specifications from Corporate Compliance – in their respective company/companies and who is available as a local point of contact for all matters relating to compliance. One LCM has been designated for each unit within the PHOENIX group. (See the Compliance Principles and Reporting & Investigations Policy for more details)
Employee	An Employee is any individual who signed a direct employment contract with PHOENIX group, and performs work or tasks directly for PHOENIX group.
PHOENIX group (or just "PHOENIX")	Comprises all companies in which a majority of the shares are held by PHOENIX Pharma SE or one of its subsidiaries, or which are directly or indirectly controlled by the holding company or its subsidiaries.
SOP	Standard Operating Procedure. This policy contains numerous references to further SOPs with which each Employee of the PHOENIX group must comply. All compliance policies and SOPs may be consulted via COIN.
Third Party	A Third Party is any natural or juridical person with whom a company in the PHOENIX group has (business) contact. In the context of this policy, PHOENIX group companies and their Employees are not considered Third Parties. In the context of this policy, Public Officials are not considered "Third Parties" but special regulations apply.



I General Information

This policy and the SOPs associated with it govern all matters related to (potential) corruption and actions taken to prevent and fight it within the PHOENIX group in the context of the CMS.

Corruption is prohibited. It is never a trivial offence, nor is it ever a necessity in initiating or transacting business relations. Corruption is a serious form of criminality; therefore, Employees are not to engage in corrupt practices. This principle is to be observed at all times.

The regulations of the Compliance Principles and Reporting & Investigations Policy shall apply without restriction to this policy. They must be complied with and put into practice in their entirety. In Annex I, various "red flags" for corruption are presented. Contact your LCM or Group Compliance with any questions you might have regarding the prevention of corruption or any other content of this policy.

[See Compliance Principles and Section 10](#)

II Regulations

1. Bribery

Employees are not permitted to give bribes or accept them. Nor may they hire intermediaries (agents, consultants, other intermediaries, etc.) to commit bribery.

Any form of bribe, kickback, or other inappropriate forms of payment is prohibited, as is the acceptance or granting of tangible or intangible benefits.

PHOENIX does not distinguish between bribes involving Public Officials and those involving individuals in the private business sector.

[Principles and Rules](#)

All Employees, Third Parties, representatives, and contractors are prohibited from:

- a) Granting, offering, or promising contributions such as payments, gifts, invitations, or other benefits with the expectation or hope of receiving an illegitimate advantage, or remunerating any party for having already provided or agreed to provide any such advantage.
- b) Accepting contributions such as payments, gifts, invitations, or other benefits which come with the certainty or suspicion that they are offered in expectation of an illegitimate benefit for the other party.
- c) Offering or accepting contributions such as payments, gifts, invitations, or other benefits through a Third Party (intermediary) in a manner that is excluded under (a) and (b).
- d) Performing actions or transactions that infringe against this policy or applicable anti-corruption legislation.

Definition

In general, corruption is understood as the misuse of power with which one has been entrusted in a professional context for one's private benefit or to the benefit of a Third Party, such as one's employer.

This includes the granting, offering, promising, accepting, or requesting of benefits/advantages as an incentive for an action aimed at inappropriately influencing individuals to achieve or maintain an economic advantage in form of active (offering, promising, or granting an improper advantage) and passive (demanding or accepting an improper advantage) bribery:



A benefit/advantage in this case is any action that improves the tangible or intangible situation of the recipient and to which they don't have a legal claim.

Kickbacks concern payments in the form of hidden commissions, such as when a previously hired consultant transfers back a part of an inflated consulting fee to the account of the Employee. Agreements of such a nature are usually made in secret and not disclosed transparently.

This policy applies to the following categories:

- **Bribery in the context of commercial practice:**
Offering, promising, or granting tangible or intangible benefits to an individual within the commercial practice with the intent of bringing about or rewarding the illegitimate exercise of the individual's office.
- **Bribery of (foreign) officials (public officials):**
Offering, promising, or granting a tangible or intangible benefit to a Public Official with the intent of bringing about or rewarding the illegitimate exercise of the individual's office.

1.1 Facilitating Payments

Principles and Rules

The PHOENIX group considers facilitating payments to be bribes; they are therefore prohibited. This is independent of whether they are allowed under local laws or not.

Definition

Facilitating payments are payments made to Public Officials with the intention to expedite legally required actions to which one does have a legitimate claim (e.g., clearing goods through customs, issuing permits, etc.). These payments merely influence the moment of the activity and not the result.

2. Public Officials and Health Care Professionals

2.1 Public Officials

Principles and Rules

PHOENIX in principle does not distinguish between bribes involving Public Officials and those involving individuals in the private business sector. Nevertheless, Public Officials are often subject to stricter regulations and limitations (at the local level) which do not apply (or apply less strictly) to people from the private sector. This is intended to protect the independence of administrations. For this reason, stricter rules apply to contacts and business relationships with Public Officials.

Employees must refrain from giving contributions (e.g., gifts or hospitality services) to or accepting such from Public Officials. In consideration of the relevant (local) laws, this may be allowed in a very restricted scope (see AnCo_SOP_Contributions). The LCM must be consulted in case of any (planned) contributions.

Collaborations and interactions with Public Officials are in general only allowed if their special knowledge and competence necessitate it and the national laws or other regulations or provisions (e.g., those of the employer) to which they are subject are complied with in full. If a collaboration with Public Officials is required, it must be coordinated transparently to prevent any suspicion of corruption or bribery.

Definition

The concept of "Public Official" (or "government officials") is often defined very broadly by (local) supervisory authorities and comprises:



- Elected or appointed leaders or employees of governments, government agencies, authorities, or companies which are publicly owned, either in whole or in part;
- Elected or appointed leaders or employees of public international organisations, such as the United Nations;
- Persons who act in an official capacity or the name of a government, government agency, authority, company/institution, or public international organisations;
- Politicians and candidates for political office;
- Other persons considered to be "Public Official" according to the applicable laws, regulations, and industry codes: often in particular family members of any of the above may be considered as such.

References

- AnCo_SOP_Contributions

2.2 Lobbying Activities

PHOENIX may be involved in legitimate lobbying activities.

Federal, state, and local laws may exist to prevent improper influencing of public officials or restrict how the company participates in the political process. These laws may also require anyone who seeks to influence Public Officials to register as a lobbyist and require reporting by those who engage in lobbying activities.

Any kind of illegal activity, such as unduly influencing Public Officials in these contests, is prohibited.

When conducting such activities, the LCM or the local legal department must be consulted in advance. Lobbying may be also further regulated in the local entities of the PHOENIX group.

Further, the general rules about interactions with Public Officials in terms of contributions apply. Also, regulations of the Competition Compliance Policy always apply.

References

- AnCo_SOP_Contributions
- Competition Compliance Policy

2.3 Health Care Professionals (HCPs)

By the nature of its business, PHOENIX will constantly interact with HCPs – following the definition below – particularly with pharmacists. Usually, this definition does not apply to PHOENIX's core business in terms of trade and distribution of pharmaceutical goods in a wholesale and retail context, for which HCPs are considered simple customers. However, special regulations may apply for the following business rationale(s):

Principles and Rules

When PHOENIX interacts – usually on behalf of Third Parties in the course of so-called Representation Services – with HCPs, Health Care Organizations, and Patient Organizations, particularly in terms of the promotion of products and/or interactions with HCPs such as sponsoring and/or contracting HCPs, stricter local legal laws, and codes do apply (see AnCo_SOP_Interaction with Health Care Professionals).

Employees should stay cautious when interacting with HCPs in the above-described situations and contact their LCMs in case of uncertainties regarding the applicability of the SOP and/or applicable (local) laws when interacting with HCPs as they may vary from country to country.



Definition

Any natural person that is a member of the medical, dental, pharmacy, or nursing professions or any other person who, in the course of his/her professional activities, may prescribe, purchase, supply, recommend, or administer a medicinal product; this includes any official or Employee of a government, agency or other organization (whether in the public or private sector) that may prescribe, purchase, supply, recommend or administer medicinal products.

References

- AnCo_SOP_Interaction with Health Care Professionals

Principles and Rules

3. Contributions

PHOENIX Employees may occasionally give contributions (e.g., gifts) to Third Parties, or accept them; however, these must be socially appropriate¹ and should fall within the locally set value limits.

Contributions to Public Officials are generally not permitted. In exceptional cases, also taking into account local legal obligations, contributions (e.g., gestures of courtesy) to Public Officials can be potentially made, after mandatory consultation of the LCM.

If in an exceptional case in which a gift has been given or accepted that exceeds the value limit, it must be authorized by one's supervisor and reported to the LCM (see AnCo_SOP_Contributions).

Further explanations regarding contributions are given in points 3.1 and 3.2 of this policy and the AnCo_SOP_Contributions.

Employees are never allowed to bear the costs of contributions to Third Parties privately.

Definition

Contributions comprise gifts, trips, accommodations, food and drink services (hospitality), invitations, and events, as well as any other contribution which may either be granted to Third Parties or which may conversely be granted by them to PHOENIX Employees. The here-mentioned regulations do not apply to PHOENIX's internal contributions (e.g., between Employees or colleagues). Please note that contributions do also have tax implications which must be followed at all times. Do consult the (local) tax instructions and tax department in case of doubt.

References

- AnCo_SOP_Contributions
- Tax Regulations

¹ Social appropriateness refers to modes of conduct that are common and generally accepted, taking the ethical outlook of the broad public as the standard. No generally applicable limits are defined in this regard. (On this matter, see also AnCo_SOP_Contributions).



3.1 Gifts

Principles and Rules

PHOENIX Employees may occasionally give gifts to Third Parties, or accept them; however, these must be socially appropriate and should fall within the locally set value limits.

It is prohibited to promise, offer, or grant gifts with the expectation or hope of receiving an illegitimate advantage, or to remunerate any party for having already provided or agreed to provide any such advantage. This applies to the reverse situation as well.

Inappropriate gifts which might, for example, give you a sense of obligation or might damage the reputation of the Employee, PHOENIX, or the business partner, must be rejected in a polite but resolute manner. Such gifts must never be offered by us to Third Parties, either.

If in an exceptional case in which a gift has been given or accepted that exceeds the value limit, it must be authorized by one's supervisor and reported to the LCM (see AnCo_SOP_Contributions).

The additional regulations of the document AnCo_SOP_Contributions are to be observed when accepting or giving gifts.

The following points must always be taken into consideration concerning gifts to and from Third Parties, in addition to the aforementioned points:

- Gifts in the form of cash or cheques or cash equivalents (such as vouchers or lottery tickets) may never be given or accepted.
- Gifts may not be given or accepted during contract negotiations/tendering processes, nor may they be given to or accepted from companies or persons with whom no business relationship exists.

Each gift must be assessed for potentially inappropriate intentions before it is offered or accepted. It is inappropriate to accept or offer gifts with a value exceeding the locally specified limit.

Definition

Gifts are any type of benefit that is transferred to another person (e. g., as a sign of appreciation) without expecting something in return.

References

- AnCo_SOP_Contributions
- Value limits for the respective PHOENIX group company
- Compliance Notification Template



Principles and Rules

3.2 Travels, Accommodations, Hospitality Services, Invitations, and Events

PHOENIX Employees may occasionally invite Third Parties on trips and/or events and provide accommodation or hospitality, or they may accept such offers; however, these must be socially appropriate and should fall within the locally set value limits.

PHOENIX Employees are not allowed to receive invitations for overnight stays or offers to assume travel costs.

If in an exceptional case in which a gift has been given or accepted that exceeds the value limit, it must be authorized by one's supervisor and reported to the LCM (see AnCo_SOP_Contributions).

Employees should particularly follow the value limits for hospitality, accommodation, and events in cases in which the invitation does not have a business-related focus, such as sport events, cultural events or other social activities. Particular attention must be paid to the further assisting regulations in the AnCo_SOP_Contributions.

The principles and regulations specified in point 3 and 3.1 of this policy are to be observed along the same lines, and the additional versions of the document AnCo_SOP_Contributions are to be observed; this particularly applies in cases of ongoing contract negotiations and tendering processes.

Occasionally, our Employees are invited to events. We likewise invite business partners to events. When socially appropriate and in compliance with further regulations (see references), the PHOENIX group does not decline to participate in such events and accepts invitations in order to improve business relationships and promote mutual understanding with our business partners.

Definition

The definition includes any invitation (active or passive) to travel (such as flight costs, rail costs, etc.), accommodation (hotels, etc.), hospitality services (restaurant visits, catering at events, etc.) and events (congresses, trade fairs, theatrical performances, sporting events, etc.).

References

- AnCo_SOP_Contributions
- Value limits for the respective PHOENIX group country
- Compliance Notification Template



4. Donations, Grants and Sponsoring

Principles and Rules

Charitable donations, grants, and sponsoring must be approved in writing by a member of the board of the respective company in a way that is clearly documented.

All donations, grants and sponsorships must be reasonable, transparent and conform to the prevailing legislation. They must never be made as an attempt to improperly induce anyone to purchase, lease, or recommend any of our products or services; to obtain an improper business advantage; or to conceal a corrupt payment.

Donations and grants may only be granted by PHOENIX if no specific service is expected in return or a prospect thereof offered, or if it may be purported that this is the case.

Sponsoring relationships must categorically be regulated by contract. Every sponsoring activity must serve a legitimate business-related purpose.

There are categories of donations, grants and sponsoring. PHOENIX does not provide any financial or in-kind support such as political parties, religious groups or individuals. For the full list, see AnCo_SOP_Donations_Grants_Sponsoring.

Donations, grants and sponsoring activities are also subject to the Business Partner Due Diligence Process (see AnCo_SOP_Third Party Management).

All donations, grants, and sponsoring activities must be reported to the LCM. Clusters are defined for donations, grants, and sponsoring. The various procedures for handling these cases are described in AnCo_SOP_Donations_Grants_Sponsoring.

The additional versions of the document AnCo_SOP_Donations_Grants_Sponsoring are to be observed.

The PHOENIX group occasionally makes donations to charitable causes. These support activities must follow the integrity standards at the local and group level, as well as local laws. They must be approved by a member of the board of the PHOENIX company that is making the donation. One requirement for the approval of donations, grants and sponsoring is, among others, the personal assessment of the board member that the donation is not or could not be perceived as a concealed bribe.

All donations, grants, and sponsorships must be properly logged into the Compliance Register of the relevant company within the PHOENIX group. In addition, the PHOENIX group company in question must store and archive all correspondence relating to these activities for purposes of review/audit. Please note that donations, grants and sponsorships do also have tax implications which must be followed at all times (e.g. donation receipt). Do consult the (local) tax instructions and/or tax department before making a donation, grant or sponsorship or in case of doubt.

Definition

Donations and grants are contributions made by PHOENIX in cash payments or contributions in kind to a Third Party, without expecting and receiving anything in return. Grants differ from donations in that they are made for a specific purpose (e. g. medicine provided to hospitals), whereas donations tend to be cash payments that may be used in a variety of ways (e. g. cash donated in the event of a natural disaster).

Sponsoring in the sense used here concerns collaboration aimed at achieving a certain goal. In such a case, cash, non-cash benefits, and services, as well as anything received in return, are contractually agreed upon.



References

- AnCo_SOP_Donations_Grants_Sponsoring
- AnCo_SOP_Third Party Management
- Compliance Notification Template
- Tax regulations

5. Conflicts of Interest

Principles and Rules

Employees must place the interest of PHOENIX ahead of their own personal interest. By and of itself, a conflict of interest does not constitute an offence; however, it may become one depending on the way in which it is handled.

Employees are obligated to inform their immediate superior and their LCM about any potential conflicts of interest and to have them resolved before continuing with the matter in question.

Employees should refrain from involving themselves in any situation in which their objectivity in business decisions could be questioned due to a potential conflict of interest.

All conflicts of interest must be disclosed, regardless of whether the Employee considers a conflict as influencing a business transaction or not (e. g. via the Compliance Notification Template).

In case of doubt (if something is unclear, for example), Employees should always consult their direct superior as well as their local LCM.

Definition and Examples

Conflicts of interest arise when personal, financial, or other relevant interests of Employees lead to (or may lead to) decisions or business transactions being made which are not (or not in this manner) in the interest of the PHOENIX group.

The concept of "personal interests" is wide-ranging, comprising not only the interests of the Employee themselves, but also those of any closely associated persons (individuals or legal entities).

Conflicts of interest may arise in the following situations, for example:

- In personal relationships, where it is in the personal interest of a person closely associated with the Employee to take up a business relationship or employment with PHOENIX ("nepotism"; e. g., employing a relative, initiating a business relationship with a relative based on non-objective criteria);
- In the awarding of contracts, whereby an Employee gives undue advantages to a person closely associated with them (e. g., granting a contract to a friend based on non-objective criteria);
- In instances of secondary employment² (e. g., doing side work for a competitor, client, service provider, etc. of PHOENIX);
- If a business partner (e. g., a competitor, current business partner, or potential business partner) or Employee has financial interests (e. g., ownership of significant shares).

References

- Compliance Notification Template

² In addition to any obligation to report for compliance reasons, Employees are generally already obliged to report secondary employment in accordance with their employment contract.



6. Contracts with Third Parties

Principles and Rules

Employees must follow the Business Partner Due Diligence Process (BPDD) and the Sanctions Compliance Policy (particularly regarding blacklist and greylist countries) when engaging with new (potential) Business Partners.

As a rule, contracts with Third Parties should include a Compliance clause.

When external codes are not comparable to the provisions of the PHOENIX Compliance Policies and/or a code or Compliance clause includes audit rights, approval from the local board of directors is required before signing a contract

PHOENIX might also be subject to a Due Diligence performed by a Third Party. In such cases the AnCo_SOP_Third Party Management must be complied with and/or the LCM consulted.

Inappropriate conduct on the part of Third Parties may have legal consequences for the companies in the PHOENIX group and may damage their reputation. That is why we strive for relationships with Third Parties who share our high standards of integrity.

In order to secure to the best possible extent that the Third Parties PHOENIX engages with do not pose any legal, financial or reputational risks for PHOENIX a BPDD process was established. The BPDD process particularly focuses on corruption risks, however, also covers antitrust, sanctions and anti-money laundering risk exposures, as well as social, environmental, and human rights requirements Furthermore, the processes outlined in the Sanctions & Embargo Compliance Policy, particularly regarding blacklist and greylist countries must be taken into consideration.

When negotiating a contract with a Third Party an appropriate Compliance clause should be added, e.g., by using the provided Compliance Clause Toolbox. Compliance clauses in contracts and similar documents should always be reconciled with the local Legal Department and/or the LCM.

Third Parties often attempt to commit PHOENIX to terms or provisions as well as references to their own internal company policies and codes. In that regard, the AnCo_SOP_Third Party Management must be complied with and/or the LCM consulted. When external codes are not comparable to the provisions of the PHOENIX Compliance Policies and/or a code or Compliance clause includes audit rights, approval from the local board of directors is required.

Definition

A Third Party is any natural or juridical person with whom a company of the PHOENIX group has (business) contact. In the context of this policy, other companies within the PHOENIX group and their Employees are not considered Third Parties.

References

- AnCo_SOP_Third Party Management
- Sanctions Compliance Policy

7. Transactions related to Mergers and Takeovers, Joint Ventures

Principles and Rules

Before the conclusion of any contract dealing with transactions relating to mergers and/or takeovers or with joint ventures, an appropriate due diligence assessment is to be made for anti-corruption purposes. This also includes the BPDD process.

Mergers and/or takeovers may result in the companies in the PHOENIX group being liable for the past or future transactions of the companies concerned. Therefore, it must be guaranteed that



these companies share our standards of integrity and act accordingly. To ensure compliance with this policy in the event of transactions of this nature, the business activities of the companies concerned are to be assessed and monitored accordingly within the scope of due diligence before and after the contracts are concluded.

Before any Merger and/or acquisition please always consult Corporate Development, Mergers & Acquisitions and Corporate Tax. Further, an M&A check in the BPDD System is mandatory. Please refer to AnCo_SOP_Third Party Management and/or to your LCM in case of doubts.

Definition

The concept of merger and takeover transactions designates the takeover/acquisition of a company in whole or in part, the purchase of a company, or the merger of a company in the PHOENIX group with another company.

A joint venture denotes the shared operation of a company with at least one Third Party.

References

- AnCo_SOP_Third Party Management
- M&A policy
- Tax regulations

8. Customer Loyalty Programmes / Point Systems

Principles and Rules

PHOENIX group Employees are only allowed to privately benefit from bonus programs used to perform a business activity (e. g., purchasing, procurement, and hiring of services as well as leasing) if this business activity is governed by a binding internal policy (e.g., policy on travel costs, policy on motor vehicles, etc.).

Definition

So-called customer loyalty programs or point systems are programs offered by various providers (e.g., by airlines, hotel providers, hire car services, etc.) that reward the loyalty of customers for using their services by awarding points or forms of credit to a customer account.

References

- Local travel cost policy, if available

9. Books and Records

Principles and Rules

False or misleading entries in the books and records (electronic or otherwise) of PHOENIX are strictly prohibited (such as in the form of "slush funds" or "black funds"). All financial transactions must be documented and properly recorded in the books and records of the respective unit within the PHOENIX group.

Local control mechanisms and/or authorization procedures must always be followed.

Books and records of PHOENIX must be documented with sufficient accuracy and detail. Sources of revenue and their use, as well as all assets, must be documented in accordance with the locally applicable accounting regulations (from PHOENIX).

The measures we take to prevent the risk of corruption and/or bribery must be documented in sufficient scope within a sensible framework. Books and records must accurately, fairly, and reasonably reflect the subject of transactions while complying with the relevant and (locally) applicable accounting principles.



Locally applicable legal and tax retention periods must be complied with.

Definition

Books and records are defined as all accounts, invoices, written documentation (correspondence, notes, etc.) in addition to any other written records.

References

- PHOENIX group Accounting Manual

9.1 Obligatory Compliance Records

a) Local Value Limits

The local compliance unit specifies and recommends permissible value limits for the respective PHOENIX group company and maintains an index of existing local value limits for all audit purposes and for inspection by the compliance unit at the group level. The local value limits must be approved by the LCC of the respective company. The compliance unit at the group level sets appropriate maximum values to serve as points of orientation for the compliance units within the companies.

Further details are laid out in the Compliance Organisation Handbook.

b) Compliance Register

Each local compliance unit maintains a Compliance Register with records of:

- a) Conflicts of interest (point 5)
- b) Contributions which exceed value limits (see points 3)
- c) Donations, grants, and sponsoring (see Point 4)

The Compliance Register must be available for all audit purposes.

The Compliance Register is provided by Group Compliance and managed by the LCM. The compliance unit at the group level may lay down additional requirements regarding the form, content, and availability of the Compliance Register.

Further details are laid out in the Compliance Organisation Handbook.



10. Contact

[See Compliance Principles](#)

There are various options available for reporting misconduct (see Compliance Principles).

In case of any questions about this or one of the other policies, please contact your LCM or Group Compliance.

Group Compliance may be reached via the following channels:

By email: compliance@phoenixgroup.eu

By phone: +49 621 8505 – 8519

(Anonymously) via the case reporting system: [Integrity Plattform - Phoenix \(integrityplatform.org\)](https://integrityplatform.org)

By post:

PHOENIX Pharma SE
Corporate Compliance
Pfungstweidstraße 10–12
68199 Mannheim
Germany



ANNEX I: Corruption Red Flags

The following is a list of possible red flags that may arise during your work and that may raise concerns under applicable anti-corruption and anti-bribery laws. The list is not intended to be exhaustive and is for illustrative purposes. If you encounter any of these red flags while working, you should report them promptly to your Local Compliance Manager or Group Compliance:

- Requests for payments in cash or equivalents;
- A request or requirement, particularly from a public official, to hire a specific Third Party;
- An extraordinary fee request that exceeds the market rate for comparable work without reasonable justification (e.g., excessive commissions);
- A Third Party or service provider that appears to lack resources, qualifications, or expertise to perform the services or is ignorant of or indifferent to the local laws and regulations governing the proposed activities;
- A request to engage a Third Party whose services are vaguely described or when it is not clear what services will be rendered;
- A Third Party representative's compensation is contingent on the occurrence of some future event, such as a specific governmental or regulatory action, obtaining of business, or closing of a corporate transaction;
- A claim that only companies that partner with the Third Party will be able to secure a governmental benefit (such as a license) or a commercial benefit (such as a contract) because of their close connections with key officials;
- A claim that a transaction can only be done with a specific donation/sponsorship or order and the connection is unclear;
- A request to work with a Third Party that is related to or closely affiliated with a government official or a business partner's employee;
- A request for payment in a country where service was not rendered or to a party other than the contracting party providing services;
- Requests for reimbursement for unexpected or last-minute expenses that lack justification or explanation or are poorly documented or described;
- Business partner invoices are not logically comprehensible (e.g., very high amounts for consulting services, which were not comprehensible and not documented).