

REDHILL'S ANTI-BRIBERY AND CORRUPTION POLICY

The purpose of this Anti-Bribery and Corruption ("ABC") Policy is to deter, detect, prevent bribes and discourage overall corrupt behaviour by REDHILL and its employees.

1. Definitions and Interpretation

1. *"Anything of value"* means cash as well as gifts, services, employment offers, loans, travel and entertainment, charitable donations, sponsorships, business opportunities, favourable contracts, or personal favours.
2. *"Bribery"* is the promise, offer/acceptance directly or indirectly of anything of value to induce or reward the improper performance of an activity. A 'bribe' includes the receiving, offering, promising, authorising or providing anything of value (whether by doing something or not doing something) to any customer, business partner, vendor or other third parties in order to secure, induce or keep an improper or unfair advantage.
3. *"Corruption"* is the misuse of entrusted power for personal or private gain. It includes bribery as well as embezzlement, theft, fraud, extortion, conflict of interest and illegal charitable/political contributions (but not limited to these).
4. *"REDHILL"* refers to REDHILL WORLD PTE LTD, its subsidiaries and related companies within the REDHILL group.

2. Zero-Tolerance Approach

1. REDHILL adopts a zero-tolerance approach to bribery and corruption of any form. This applies to domestic and foreign governments, as well as to private parties (commercial bribery).
2. REDHILL's employees do not offer, pay, or accept any bribes for any purpose whether directly or through a third party.

3. Facilitation payments (routine payments made in some countries to expedite or secure routine action) are also prohibited.
4. REDHILL and its employees are committed to complying with this ABC Policy and all relevant anti-bribery and corruption laws including (but not limited to) the Singapore Prevention of Corruption Act, the UK Bribery Act, and the US Foreign Corrupt Practices Act.
5. This ABC Policy is to be read in conjunction with other related REDHILL policies including the Employee Handbook and other Human Resource (“HR”) Policies.

3. Compliance

1. REDHILL’s board of directors, its employees, suppliers, contractors, business partners and third parties who represent REDHILL are required to comply with this ABC Policy, and not engage in any form of bribery or corruption.
2. In particular, REDHILL’s employees must **NOT**:
 1. Give or offer to give or authorise to give anything of value that could be considered to be a bribe;
 2. Request or accept or authorise the request or acceptance of, directly or indirectly, anything of value that could be considered to be a bribe;
 3. Avoid knowledge or compliance with this ABC Policy;
 4. Engage directly or indirectly in any other employment or business of any kind, without the prior consent from the Company, or as may be allowed by their employment agreements;
 5. Obtain loans from anyone dealt with in the course of the employment (unless they are from banks or financial institutions which REDHILL maintains business relationships with but on the same terms as those received by others that are not from REDHILL);

6. Give entertainment or hospitality nor receive the same from external parties valued at SGD100 and more. (Where this happens unexpectedly, the employee must declare this as soon as is practically possible).

3. Employees **MUST:**

1. Declare all conflicts of interest where there is a clash between the employee's self-interest and professional interest and the impartiality and objectivity of an employee's professional judgement or actions may be undermined;

2. Declare that if the employee, family member or someone with whom there is a close personal relationship has a considerable financial interest in a competitor or business partner of REDHILL;

3. Exercise good sense in all business dealings on behalf of REDHILL;

4. Report any suspected breaches of this ABC Policy as soon as possible in accordance with REDHILL's Whistleblowing Policy and Procedure where breaches are related (but not limited) to the following:

<p>Gifts and hospitality, travel and entertainment</p>	<p>It is the responsibility of the person extending or receiving such a gift, hospitality or travel and entertainment benefit to ensure that it is not a bribe and is in strict compliance with REDHILL's HR policies and employee handbooks with reference to the following considerations:</p> <p style="text-align: center;">Assessment Matrix</p> <table border="0" style="width: 100%;"> <tr> <td style="vertical-align: top; width: 30%;">BONA FIDE</td> <td>Made for the right reason: if a gift or hospitality, it should be given clearly as an act of appreciation, if travel expenses then for a <i>bona fide</i> business purpose</td> </tr> <tr> <td style="vertical-align: top;">NO OBLIGATION</td> <td>The activity will not create any obligation or expectation on the recipient</td> </tr> <tr> <td style="vertical-align: top;">NO UNDUE INFLUENCE</td> <td>The expenditure will not be seen as intended for, or capable of, achieving undue influence in relation to a business transaction or public policy engagement</td> </tr> <tr> <td style="vertical-align: top;">MADE OPENLY</td> <td>It will not be performed in secret and be undocumented – if it is, then the purpose becomes questionable</td> </tr> </table>	BONA FIDE	Made for the right reason: if a gift or hospitality, it should be given clearly as an act of appreciation, if travel expenses then for a <i>bona fide</i> business purpose	NO OBLIGATION	The activity will not create any obligation or expectation on the recipient	NO UNDUE INFLUENCE	The expenditure will not be seen as intended for, or capable of, achieving undue influence in relation to a business transaction or public policy engagement	MADE OPENLY	It will not be performed in secret and be undocumented – if it is, then the purpose becomes questionable
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<p>Training or testing products</p>	<p>The acceptance of any products or devices (handsets, tablets, laptops or accessories) from vendors or clients for trial or training purposes valued at above SGD500 or more should be declared to the relevant BUH and President, and be conducted with strict compliance with the relevant company policies</p>								
<p>Charitable contributions</p>	<p>It is prohibited to use charitable contributions as a way of concealing a bribe</p>								
<p>Sponsorships</p>	<p>The provision of sponsorships should be approved by the CEO and in strict compliance with the relevant company guidelines</p>								

4. Business Unit Heads (BUHs) **MUST**:

1. ensure all records are accurate, complete and accessible for review, including records relating to referral fees, commissions, subscriptions, hiring, travel and entertainment;

2. ensure that all employees under their remit and business units:

1. are aware of the need to comply with this ABC Policy;
2. complete required ABC training within the timeframe stipulated by HR or other

internal policies or procedures;

3.4.2.3 report any breaches as soon as possible.

4. Working with Third Parties & the Government

1. REDHILL does not condone the action of, nor do we wish to be held liable for, any third parties who may have acted in a corrupt manner or a manner inconsistent with this ABC Policy whilst acting for us, whether with or without our knowledge.

2. Particular care must be taken when dealing with public officials including but not limited to:

- employees or officers of a government body, state-owned enterprise or public institution;
- politicians and their staff;
- individuals who hold or perform the duties of an appointment, office or position of a government body;
- planning officers or other employees of local planning authorities, council certifiers, council members; and
- police officers, members of the judiciary, or other law-enforcement officials.

5. Violation, consequences and review

1. If there are any concerns about the conduct of any person in their business dealings with REDHILL which may be contrary to this ABC Policy, such concerns must be reported to a Business Unit Head, President, CEO or an HR representative, in accordance with REDHILL'S Whistleblowing Policy and Procedure.
2. A violation of this ABC Policy will lead to disciplinary action for the individuals involved up to and including dismissal, and reporting to the police or relevant regulatory agency as REDHILL may be exposed to criminal or civil claims and reputational harm arising from the violation.
3. This ABC Policy will be regularly reviewed and updated as needed to ensure it continues to be adequate and effective.