

Anti-Bribery and Anti-Corruption Policy

REVISION HISTORY

This Anti-Bribery & Corruption Policy is reviewed to ensure continuous relevance to the systems and processes that it describes and a record of contextual additions or omissions is given below :

Ver. No.	Description of Change(s)	Effective Date
1.0	This is a new Policy	22-FEB-21
1.1	General update of policy	30-JUN-22
1.2	Review of the policy, adaptation of scope	23-MAY-24
1.2	Review of the POL: no changes made	23-MAY-26

1.0 INTRODUCTION AND PURPOSE

Novellas Healthcare is an international strategic partner of the pharmaceutical, biotechnology and medical device industries, specializing in recruitment & selection, outsourcing, trial nurses & patient programs, training & coaching. Novellas Healthcare recognizes it operates in a highly regulated industry. Ethical business practices are not only necessary for preserving reputability and improving business overall, but also for adhering to the law.

The purpose of this Policy (POL) is to demonstrate the organization’s commitment to prevent bribery and corrupt activities.

2.0 SCOPE

Our anti-bribery and corruption policy applies to all managers and employees (contractors and freelancers) (“Staff”) of Novellas Healthcare and its affiliates and is communicated to all Staff throughout the organization via regular communication and/or training. It also applies to those doing business on behalf of Novellas Healthcare, such as distributors, joint venture partners, consultants and other third party intermediaries.

3.0 GLOSSARY of TERMS

POL	Policy
QMS	Quality Management System
Bribery	Includes the act of offering, giving, promising, asking, agreeing, receiving or soliciting something of value for the purpose of influencing an action.
Corruption	Is a form of dishonesty or criminal offense undertaken by a person or organisation entrusted with a position of authority, to acquire illicit benefit or abuse power for one’s private gain.
Facilitation	Designing and running of meetings and workshops in organizational settings
Kickback	An illegal payment intended as compensation for preferential treatment or any other type of improper services received (money, gift, credit or anything of value)
Staff	All people working for Novellas Healthcare including Managing Partners, managers and employees, including contractors and freelancers

4.0 PROCEDURES

4.1 What does our policy cover ?

This anti-bribery and anti-corruption policy intends to set out the responsibilities of Novellas Healthcare and its employees with respect to observing and upholding our **zero-tolerance** position on bribery and corruption. This policy also exists to act as a source of information and guidance for all employees in helping them to recognize and deal with bribery and corruption issues, as well as understanding their responsibilities.

4.2 Policy Statement

- Novellas Healthcare promotes compliance with applicable anti-corruption laws and with the Novellas Healthcare anti-bribery and anti-corruption policy.
- Novellas Healthcare is committed to conducting business in an ethical and honest manner and is committed to implementing and enforcing systems that ensure bribery and corruption are prevented.
- Novellas Healthcare has zero-tolerance for bribery and corrupt activities. We are committed to acting professionally, fairly, and with integrity in all business dealings and relationships, whenever and wherever we operate.
- Novellas Healthcare recognizes that bribery and corruption is a criminal offense and therefore punishable by imprisonment and a fine. If our company is discovered to have taken part in corrupt activities, we may be subjected to an unlimited fine and face serious damage to our reputation. It is with this in mind that we commit to prevent bribery and corruption in our business, and take our legal responsibilities seriously.

4.3 Third parties

Any arrangement our company makes with a third party is subject to clear contractual terms, including specific provisions that require the third party to comply with minimum standards and procedures relating to anti-bribery and corruption.

4.4 Definition of Bribery

- Bribery refers to the act of offering, giving, promising, asking, agreeing, receiving, accepting, or soliciting something of value or of an advantage so to induce or influence an action or decision.
- A bribe refers to any inducement, reward, or object/item of value offered to another individual in order to gain commercial, contractual, regulatory, or personal advantage
- Bribery is not limited to the act of offering a bribe. If an individual is on the receiving end of a bribe and they accept it, they are also breaking the law.
- Bribery is illegal. Employees must not engage in any form of bribery, whether it be directly, passively, or through a third party. They must not accept bribes in any degree and if they are uncertain about whether something is a bribe or gift or act of hospitality, they must seek further advice from the company's Quality and Compliance Manager or General Manager.

4.5 Gifts, Payments & Contributions

This section of the policy refers to 4 area's:

- Gifts and hospitality
- Facilitation payments
- Political Contributions
- Charitable contribution

A) Gifts and hospitality

Gifts are items voluntarily given without payment in return. Hospitality covers meals (breakfast, lunch or dinner) and events (such as theater, sporting events, concerts, invitations to restaurants or cocktails) taking place between you and an actual or potential customer, supplier, business partner or other third party.

As a principle, Novellas Healthcare accepts appropriate gestures of nominal hospitality and goodwill as long as the giving or receiving gift meets the following requirements :

- ✓ It is not made with the intention of influencing the party to whom it is being given, to obtain or reward the retention of a business or a business advantage (eg do not give or accept gifts and hospitality while you or your business partner is involved in any stage of a competitive procurement or sales process)
- ✓ It is not made with the suggestion that a return favor is expected
- ✓ It is given in the name of the company, not in an individual's name
- ✓ It does not include cash money or a cash equivalent (eg a voucher or gift certificate)
- ✓ It is appropriate for the circumstances (eg small gifts around Christmas or a small thank you to the company for helping with a large project upon completion)
- ✓ It is of appropriate type and value
- ✓ It is given/received openly, not secretly
- ✓ It is accepted or provided in the normal course of an existing or prospective business relationship
- ✓ It is not selectively given to a key, influential person, clearly with the intention of directly influencing the business contact
- ✓ It is not above the value of 100 Euro
- ✓ It is not to offer to, or accepted from, a government official or representative or politician or political party, without the prior approval of the company's General Manager/Quality and Compliance Manager

Where it is inappropriate to decline the offer or gift (eg when meeting with an individual of a certain region/culture who may take offence), the gift may be accepted as long as it is declared to the General Manager/Quality and Compliance Manager, who will assess the circumstances.

The intention behind a gift being given/received should always be considered. If there is any uncertainty, the advice of the General Manager/Quality and Compliance Manager should be sought.

B) Facilitation payments and kickbacks

A facilitation payment is a small bribe known as a 'grease payment' or a 'speed payment' typically solicited to facilitate or expedite the performance of a routine transaction or service to which the person or company making the payment is legally entitled to receive

Facilitation payments are different from bribes in that they're offered or solicited in return for a service a person or a company is entitled to receive. In contrast, bribes are offered in return for undue and illegal advantage.

Novellas Healthcare does not accept and will not make any form of facilitation payments of any nature. Novellas Healthcare does not allow any kickbacks to be made or accepted. We recognize that kickbacks are typically made in exchange for a business favor or advantage.

C) Political contributions

Novellas Healthcare will not make donations, whether in cash or by any other means, to support any political party or candidate.

D) Charitable Contributions

Novellas Healthcare accepts (and indeed encourages) the act of donating to charities – whether through services, knowledge, time, or direct financial contributions (cash or otherwise) and agrees to disclose all charitable contributions it makes.

Employees must be careful to ensure that charitable contributions are not used to facilitate and conceal acts of bribery.

Novellas Healthcare will make sure all charitable donations made are legal and ethical under local laws and practices, and that donations are not offered/made without the approval of the General Manager/Quality and Compliance Manager.

4.6 Employee responsibilities

As an employee of Novellas Healthcare, you must ensure that you read, understand and comply with the information contained within this policy, and with any training or other anti-bribery and corruption information you are given.

All employees are equally responsible for the prevention, detection and reporting of bribery and other forms of corruption. They are required to avoid any activities that could lead to, or imply, a breach of this anti-bribery and anti-corruption policy.

All staff is expected :

- Not to offer, promise, give, accept, agree to receive, or seek a bribe (whether for yourself or for Novellas Healthcare) of any kind in return for a favorable treatment or to gain any business advantage for yourself or for Novellas Healthcare
- Not to make facilitation payments of any kind, even to secure an action that is a matter of routine
- Not to use cash payments to pay suppliers', customers' and other business partners' invoices, commissions, discounts or rebates, nor to accept cash or cash equivalent in relation to Novellas Healthcare's business
- To always be mindful of what the payment is for if you are asked to make or receive a payment on the behalf of Novellas Healthcare, and whether the amount requested is proportionate to the goods or services provided and constitutes a legitimate business dealing which is proportionate to the terms of the agreement in place
- Look out for certain 'red flags' that may indicate a risk of bribery or other form of corruption prior to entering into any contract or providing any services to a customer, supplier or other business partner. Examples of red flags include a request to pay in cash, a request to be paid via an unknown third party or in a third country, fees that are out of proportion to the product or service provided or refusal to put terms agreed in writing. If any such red flags exist, do not proceed and please notify your Line Manager, as an inquiry must be launched to verify whether the transaction is permissible or not
- Register every supplier, customer or other business partner in the financial systems foreseen at Novellas Healthcare for the registration of business partners

If you have reason to believe or suspect that an instance of bribery or corruption has occurred or will occur in the future that breached this policy, you must notify the General Manager/Quality and Compliance Manager.

If any employee breaches this policy, they will face disciplinary action and could face dismissal for gross misconduct. Novellas Healthcare has the right to terminate a contractual relationship with an employee if they breach this anti-bribery policy.

4.7 What happens if you raise a concern

If you suspect there is an instance of bribery or corrupt activities occurring in relation to Novellas Healthcare, or in case you are a victim of bribery or corruption, you are encouraged to raise your concerns as early as possible. If you are uncertain about whether a certain action or behavior can be considered bribery or corruption, you should speak to your line manager or to the General Manager/Quality and Compliance Manager.

Novellas Healthcare ensures that employees can communicate their concerns swiftly and confidentially.

If you refuse to accept or offer a bribe or your report a concern relating to the potential act of bribery or corruption, Novellas Healthcare understands that you may feel worried about potential repercussions. Novellas Healthcare will support anyone who raises concerns in good faith under this policy, even if investigation finds that they were mistaken.

4.8 Communication

Novellas Healthcare will provide communication / training of this policy as part of the introduction process for all new employees. Employees will also receive regular, relevant communication / training on how to adhere to this policy, and will be asked to formally accept that they will comply with this policy.

4.9 Record Keeping

Novellas Healthcare will keep detailed and accurate financial records, and will have appropriate internal controls in place to act as evidence for all payments made. Internal control systems and procedures exist to prevent bribery and corruption.



Novellas Healthcare Policy : Anti-Bribery and Anti-Corruption

Document No: POL-NH-004 Effective Date: 23-MAY-26
Version No: 1.2 Last Review Date: 22-APR-26

SIGNATURE PAGE

The signatures below certify that this anti-bribery and anti-corruption policy has been authorized and demonstrates that the signatories are aware of all the requirements contained herein and are committed to ensuring their provision

Date	Written, Reviewed and Signed by
2026-04-22	<i>Tom Torfs</i> _____ wo. 22 apr. 2026 12:59 CEST
	Tom Torfs, General Manager

Date	Written, Reviewed and Signed by
2026-04-22	<i>Inge Wyns</i> _____ Wed, Apr 22, 2026 1:04 PM CEST
	Inge Wyns, Quality and Compliance Manager

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