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TITLE: ANTI-BRIBERY AND ANTI-CORRUPTION(ABAC) POLICY

I. OBJECTIVE:

- This policy emphasizes MSN group’s zero tolerance approach to bribery and corruption. It establishes the principles with respect to applicable Anti-Bribery and Anti-Corruption laws.
- The policy provides information and guidance on how to recognize and deal with bribery and corruption issues.
- It guides us to act professionally, fairly and with utmost integrity in all our business dealings and relationships, wherever we operate.

II. SCOPE:

This Anti-Bribery & Anti-Corruption Policy applies broadly across all operations and stakeholders associated with MSN Group. It defines who must comply and under what conditions.

III. APPLICABILITY:

This policy is applicable to all contractors, consultants, trainees, service providers and employees of MSN Group and its subsidiaries.

IV. ABBREVIATIONS:

MSN Group	MSN Group stands as a collective term for all group companies under the umbrella of MSN India Group and at its subsidiaries across the globe.
CPO	Chief People Officer
LS	Legal Secretarial
CFO	Chief Finance Officer
Employee	Any individual who is officially engaged by the organization to perform work or services, either on a permanent, temporary, or contractual basis
PIGO	Potentially Influencing Government Official
GO	Government Officials
HCP	Health Care Professionals
FCPA	Foreign Corrupt Practices Act
Whistle-blower	A "Whistle-blower" is a person(s)/party who raises a concern.

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V. GOVERNANCE:

- Head Legal shall undertake periodic review and update this policy to reflect applicable law(s) and /or latest notifications released by the regulating authorities from time to time.
- Any changes to this policy shall be tracked and documented for future reference and all changes shall be performed by the Head Legal only after prior approval of the CPO and CFO.
- Head Legal shall monitor the effectiveness and review the implementation of the compliance principles set forth in this policy, regularly considering its suitability, adequacy and effectiveness.
- Employees are responsible for the successful implementation of the principles set forth in this policy and should ensure they use it to disclose any suspected concern or wrongdoing.
- Any violation of this policy may have significant consequences, including potential prosecution, fines and other penalties for improper conduct, as well as imprisonment and/or appropriate disciplinary action including termination of the concerned.

VI. POLICY FRAMEWORK:

- Bribe, Facilitation Payments or Kickbacks
 - MSN prohibits all forms of bribery and corruption whether involving, but not limited to, Government Official or a private sector person or company and whether directly or indirectly.
 - MSN conducts its business lawfully and ethically and expects everyone employed with it to conduct its business with integrity regardless of the existence of any local customs or traditions that may question integrity.
 - No employee shall ever:
Directly or-indirectly offer or pay, or-authorize an offer or payment, of money or anything of value to a Government Officials, Healthcare Professionals, or any other person or entity (including in the private sector), which is:

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- Intended to influence the judgment of the recipient in exercising his or her job responsibilities, or
 - Intended to secure preferential treatment or an improper advantage for MSN, or
 - Intended as gratification for the recipient having made a decision or acted in a way that benefited MSN.
- Directly or indirectly request or accept any money or item of value, which is:
 - Intended to influence the judgment or conduct of an employee in his or her job responsibilities, or
 - Intended as gratification for a decision or act in a way that benefits the person or entity giving the item of value.
- MSN (or any of its Employees) does not make or accept facilitation payments or kickbacks of any kind. All employees must avoid any activity that may lead to, or suggest that a facilitation payment or kickback will be made or accepted by MSN.
- If any employee is asked to make a payment on behalf of MSN, he/she should always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided. Employee should always ask for a receipt that details the reason for the payment. If case of any suspicion, concern or query regarding a payment, raise these with the Location HR without delay or hesitation.
 - Following are few indicative examples of bribe which any employee should refrain from exercising:
 - **Offering a bribe:** You offer tickets to a potential client of a major sporting event, but only if they agree to do a business with us. This would be an offence as you are making the offer to gain a commercial and contractual advantage. MSN may also be found to have committed an offence because the offer has been made to obtain business for us. It may also be an offence for the potential client to accept our offer.

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- **Receiving a bribe:** An agent gives your nephew a job, but makes it clear that in return they expect you to use your influence in MSN to ensure we continue to do business through them. It is an offence for an agent to make such an offer. It would also be an offence for any employee to accept the offer to gain a personal advantage.
- **Government Officials (GO) and Potentially Influencing Government Officials (PIGO)**
 - It is our responsibility to conduct operations and activities in compliance with applicable Anti-bribery and Anti-Corruption Laws, which prohibits improper/unethical payments to Government Officials. Any payment or benefit conveyed to a GO must be fully transparent, properly documented, and accounted for.
 - MSN imposes special requirements, including determination as to whether a GO is a PIGO, and if so, additional evaluation and approvals are required. Additional data may also be needed when a transaction is proposed with a PIGO that has the ability to influence decisions to purchase any drug on a national/regional level or the inclusion of any drug within Government sponsored programs.
 - Examples of decisions made by PIGOs include, but are not limited to:
 - Approval of product registration or licenses or marketing authorizations, approval of pricing or reimbursement of a product,
 - Awarding public tenders for government sales or contracts,
 - Including products within drug or product formularies or rotation schedules,
 - Recommendations for any drug to be included in government sponsored programs, and
 - Granting licenses or permits required to operate or conduct business (i.e., by regulatory agencies).
- Any "red flags" or potential "red flags" observed by any employee should be notified to the Head Legal as soon as possible. This should cover both actual or suspected conflict with the compliance principles, set forth in this policy

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- Dealing with cross-border transactions with GOs and Health Care Professionals (HCPs):
When engaging in a cross-border transaction, unless otherwise specified in this policy, employees must ensure compliance with local laws in the GO/HCP's home country. The interaction or transaction also must be permitted in the initiating employee's country and in the country where the interaction or transaction is reasonably expected to occur. If you have any questions, consult your Head Legal

Indicative Scenario - A:

One of the MSN Entities is trying to obtain a drug-licence in a non-US country. The Regulatory affairs and Clinical trial teams, which are leading the discussions with the authority, consist of several U.S. & Non-U.S. Employees. During one of the meeting, the official shows interest in Goa plant and expressed his desire to visit the plant during a week-long trip. He indicated that if MSN can make his stay arrangements, he is willing to plan a trip and facilitate faster approvals.

The FCPA is a U.S., law that prohibits making, promising, offering or authorizing the making of a payment or providing anything of value to a foreign Government Official to improperly or corruptly influence that official to take any governmental act or decision to assist a company in obtaining or retaining business, or gaining an improper advantage. The FCPA also prohibits a company or person from using another company or individual to engage in such activities. Offering stay arrangement for a Government official on a holiday to ensure faster approvals violates the FCPA requirements.

MSN Entities, Employees and Business Partners acting on MSN's behalf must comply with the FCPA.

GIFTS HOSPITALITY AND ENTERTAINMENT:

- MSN acknowledges that exchange of nominal gifts and sharing of entertainment is customary in many parts of the world during national, cultural and religious occasions.
- The giving or receipt of gifts by employees is not prohibited, if following requirements are met:
 - No quid pro quo - there must always be a legitimate business purpose to support gifts related expenses. Customary gifts, meals, entertainment, travel or lodging

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may never be given or received in return for a favor/ favorable treatment or to refrain from doing something disadvantaging MSN.

- It complies with all applicable Anti-bribery and Anti-corruption laws;
 - It is given under the brand name of MSN, and not in the name of any employee
 - It does not include cash or a cash equivalent (such as gift certificates or vouchers);
 - Considering the reason and nature of the gift, it is of an appropriate type and value and given at an appropriate time;
 - It is given openly not secretly; and
 - Gifts should not be offered to, or accepted from, GO or representatives, or politicians or political parties without seeking an opinion of the Head Legal.
- The test to be applied is whether in all the circumstances the gifts, hospitality and entertainment is modest, desirable, reasonable, and not viewed as lavish regardless of actual monetary value and justifiable.
 - Employees cannot accept any gifts in cash or kind, except owing to the customary or religious practices followed by any third party. Employees need to exercise professional judgment in identifying inappropriate, frequent or material gifts and entertainment and shall avoid the same to maintain integrity and independence.
 - This policy does not intend to prohibit normal and appropriate hospitality (offered and received) to or from third parties, only if employees or personnel of the third-party organization offering the hospitality are in attendance. Hospitality limited to meals, drinks and other such sustenance may be offered without prior approval if it is reasonable and justifiable in all the circumstances, taking into account reason and nature, appropriate type, value, given at an appropriate time and not made with the intention of influencing a third party to obtain or retain business or a business advantage, or to reward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favors or benefits.

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- Hospitality involving attendance at sporting events or private boxes at sporting events should not be offered or accepted without seeking prior opinion of the Head Legal.
- We recognize that in relation to gifts and hospitality referred to above, what is considered acceptable will vary from country to country and from region to region and what may be normal and acceptable in one country/region may not be in another. In countries where there are specific limits of monetary value prescribed under local law or policies defined, employees should obtain prior approval from the business finance head and the business unit head. In countries where there are no specific limits of monetary value prescribed under local law or policies defined, employees should obtain prior approval from the business finance head, the business unit head and the Head Legal.
- In case any MSN employee receives or offers a hospitality or gift, it should be declared via a written record for review by the Head Legal.

Indicative Scenario - B:

After successful completion of one year of supply, a client has offered John with VIP tickets to NBA play-offs. The client gets such tickets, as his firm sponsors the game and hence there is no monetary value of the tickets.

Should John accept the tickets?
Such tickets may not be of monetary value but may still be deemed desirable. Accepting such a gift would amount to violation of MSN policy. John should politely decline such offer. He should also explain the reasons to the client to make sure that client does not feel offended and client does not make such offers in the future.

- **EXTORTION:**
 - When a payment is extorted by an imminent threat to the safety of an employee or his/her family members, the demanded payment may be made. However, once the immediacy of the situation has been resolved, the payment must be reported to the Head Legal, including information on the circumstances and

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amount of the payment. Any such payment always must be accurately and completely recorded in MSN books and records.

- MSN personnel will not be in breach of this policy in respect of any payment made for reasons of personal safety and security. Where possible any such payment should only be made after consultation with Head Legal. Where not possible, such payment should be reported subsequently.

Indicative Scenario – C

Due to political unrest in a non-U.S. country, MSN is experiencing a significant delay in the clearance of its product through customs due to no fault of MSN. The delay is beginning to cause serious disruption to MSN's supply chain in the market. During one of your daily follow-up calls with the customs bureau, the customs inspector suggests that he could resolve the matter and clear the product within 24 hours if MSN were to provide him a small gift as a tip.

What should you do?

Report the request to LS. A payment, gift or other thing of value to a Government Official to secure or expedite routine non-discretionary governmental action is a facilitation payment. MSN prohibits any employee from offering or authorizing the offer of a facilitation payment. This request for a facilitation payment must be promptly reported to a LS who will work with you to decline the request.

- **DONATIONS:**

MSN may make charitable donations that are legal and ethical under local laws and practices. No donation must be offered or made without seeking the prior opinion of the LS. Employees may, in their personal capacity, make donations that are legal and ethical under local laws and practices. It is recommended that all such donations or contributions are documented with a receipt.

- **BUSINESS PARTNERS:**

- We understand that various applicable anti-corruption and anti-bribery laws make MSN Entities responsible for the acts of our Business Partners and others acting on our behalf. Therefore, no Business Partner, acting on behalf of MSN may engage in any act that could be construed as bribery or corruption - whether using MSN funds or their own personal funds or whether acting directly or

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through an intermediary. MSN expects all those acting on its behalf to abide by its standards of ethics and integrity and, where necessary and appropriate, to follow its procedures.

- While engaging with Business Partners, employees should ensure that they comply with MSN Anti-Bribery and Anti-Corruption Policy.
- If any Employee becomes aware that Business Partner is engaged in bribery or corruption, that employee should immediately report his/her concern following the procedure set out in our "Whistle-Blower Policy".

VII. BOOKS, RECORDS AND INTERNAL CONTROLS:

- MSN is required to keep accurate books and records and maintain internal controls to prevent and detect potential violations of our policies or of applicable laws. Internal controls are processes that monitor compliance with the company's policies. MSN has appropriate controls to ensure that diligence is conducted, transactions properly approved, documentation received to support expenses, and interactions handled as required by our policies. MSN shall also use proactive reviews, audits and internal investigations to further monitor compliance and to identify any potential areas to enhance.
- All employees must ensure that all payments and transactions of the MSN entities, regardless of value, are recorded accurately with appropriate documentation. For example, in connection with every transaction, you must ensure that all required pre-approval forms, questionnaires, self- assessments, agreements with Business Partners and expense reports, with supporting documents, are maintained and recorded properly. These requirements also apply to every expense regulated by this policy, such as gifts, meals, travel or other permitted expense.
- The goal is to ensure that the MSN entities books, records and accounts accurately and fairly reflect our transactions in reasonable detail. Transparency and completeness in our records help demonstrate our compliance with this policy and with applicable laws and regulations. For example, submitting an expense voucher for a meal and failing to note

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that Government Officials attended the meal, may be viewed as creating an inaccurate corporate record. Creating a paper trail through emails or other documents after an expense was incurred to give the appearance that the expense was pre-approved also may be viewed as creating an inaccurate corporate record or falsifying documents.

- If any employee realizes that he/she mistakenly failed to provide complete information about a transaction or expense, he/she must escalate it to his/her supervisor immediately. Employees should avoid trying to hide this mistake or falsifying of records. It is best to be open and honest about the issue and work transparently with a supervisor in trying to correct it properly in MSN books and records. If an Employee becomes aware that MSN books and records do not accurately reflect a transaction or expense, employee must report this issue immediately.
- Records and documents generated in connection with the principles set forth in this policy, including, but not limited to, any diligence files and contracting documents, must be maintained and stored for the period specified in the Data Retention Policy.

VIII. RAISING A CONCERN AND PROTECTION:

- All MSN Employees are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage. If they are unsure whether a particular act constitutes bribery or corruption, or if they have any other queries, these should be raised with the Head Legal. Concerns should be reported by following the procedure set out in "Whistleblower" policy.
- An employee who refuses to accept or offer a bribe, or those who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. MSN aims to encourage openness and will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken.
- MSN entities will ensure that no one will suffer any detrimental treatment as a result of refusing to take part in bribery or corruption, or because of reporting in good faith their suspicion that an actual or potential bribery or other corruption offence has taken place, or may take place in the future. Detrimental treatment includes dismissal, disciplinary

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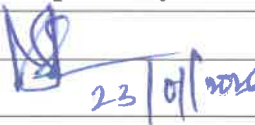
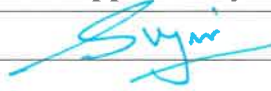
action, threats or other unfavorable treatment connected with raising a concern. If any employee believes that he or she has suffered any such treatment, he or she should inform the Head Legal immediately. If the matter is not remedied, then employee should raise it formally to the CPO.

IX. MEASUREMENT & VERIFICATION

- Number of concerns raised (whistleblower, red flags)
- No of disciplinary actions taken

X. EXCEPTIONS:

- All exceptions to this policy must be approved CPO.

--	Prepared by	Approved by
Signature		
Date	23/01/2026	
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