

ANTI-BRIBERY AND CORRUPTION

POLICY

1 PURPOSE

- 1.1 Advanced Genomics and its subsidiaries (together referred to as 'the company') are ethical businesses, and we conduct our business to the highest standards. Bribery and corruption are criminal offences in the UK (Bribery Act 2010) and other countries where we do business.
- 1.2 This policy sets out the steps all of us must take to prevent bribery and corruption, ensure we run an ethical business, and comply with the law.

2 SCOPE

- 2.1 This policy applies to Advanced Genomics Limited (AGL) all any and all of its subsidiaries (Nonacus Limited, Informed Genomics Limited, Advanced Genomics APAC Co. Ltd), together referred to as 'the company'.
- 2.2 This policy applies to all employees, officers, consultants, self-employed contractors, casual workers, agency workers, volunteers and interns of the company, representatives and business partners.
- 2.3 This policy does not form part of your employment contract as we may amend it from time to time. However, you are under a strict duty to comply with this policy in force at any time.

3 REFERENCED DOCUMENTS

- 3.1 AGL_POL_041: Conflicts of Interest Policy
- 3.2 AGL_POL_052: Whistleblowing Policy
- 3.3 AGL_POL_048: Gift and Hospitality Policy
- 3.4 QP_07: Supplier Management Procedure (Nonacus)
- 3.5 IGL_POL236: Procurement and Management of Services, Equipment & Materials (IGL)

4 Definitions

- 4.1 **Bribery** - means giving or receiving an unearned reward to influence someone's behaviour. One common form of bribery is a "kickback" - an unearned reward for favourable treatment. It could be cash, credit, gifts, hospitality, services, preferential treatment in a tendering process, or discounts. It makes no difference whether the person or the business received any benefit, or if a payment is made after the event, or if the bribe was received unknowingly - all of these will still be bribery.
- 4.2 **Corruption** - means any unlawful or improper behaviour that seeks to gain an advantage through illegitimate means. Bribery, abuse of power, extortion, fraud, deception, collusion, cartels, embezzlement and money laundering are all forms of corruption.
- 4.3 **Third Party** means any individual or organisation you come into contact with during the course of your work for us, and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.

5 RESPONSIBILITY & AUTHORITY

- 5.1 The Board of Directors has overall responsibility for ensuring this policy complies with our legal and ethical obligations, and that all those under our control comply with it.
- 5.2 The Board will be assisted by the Director of Operations in monitoring its use and effectiveness, the Chief Financial Officer in ensuring internal control systems and procedures are audited to ensure they are effective in anti-bribery and corruption, and the Legal Counsel in dealing with any queries about the content of this policy.
- 5.3 Management at all levels are responsible for ensuring those reporting to them understand and comply with this policy and are given adequate and regular training on it.

6 YOUR RESPONSIBILITIES

- 6.1.1 All forms of bribery and corruption are strictly prohibited. This means that you:
- 6.1.2 **must not** give or offer any payment, gift, hospitality or other benefit in the expectation that a business advantage will be received, or to reward any business received;
- 6.1.3 **must not** accept any offer from another person or business that you know or suspect is made with the expectation that Advanced Genomics will provide a business advantage for them or anyone else; and
- 6.1.4 **must not** give or offer any payment to a government official in any country to facilitate or speed up a routine or necessary procedure.
- 6.1.5 You **must** follow company' policies and procedures when dealing with other businesses (including suppliers and customers). All accounts, invoices, credit notes, purchase orders and other records must be accurate and complete: no account may be kept 'off book'.
- 6.1.6 It is prohibited to threaten or retaliate against another person who has refused to offer or accept a bribe, or who has raised concerns about possible bribery or corruption.

GIFTS AND HOSPITALITY

- 6.1.7 Providing or accepting reasonable and appropriate gifts or hospitality for legitimate purposes (such as building relationships or marketing our solutions) is not prohibited by this policy. However, it is essential that they do not influence, nor could be perceived as influencing, business decision making. We must all consider whether the giving or receiving of a gift or hospitality is appropriate and ensure that they are given and received openly and without any attempt to mislead or hide their nature, value, or influence.

6.1.8 Any gift or hospitality (given or received) must be compliant with the company wide policy on Gifts and Hospitality.

EXAMPLES

6.1.9 The following are examples of common behaviours to look out for that may indicate bribery and corruption:

Payments for abnormal amounts or purposes (e.g. 'commission'), or made in an unusual way (e.g. what would normally be a single payment is made in stages, through a bank account never previously used, and/or in a currency or via a country which has no connection with the transaction);

Process is bypassed for approval or sign-off of terms or submission of tender documents, payments, or other commercial matters, or people those whose job it is to monitor commercial processes may be prevented or hindered from doing so;

Individuals are secretive about certain matters or relationships and/or insist on dealing with particular customers or contacts personally; they may make trips at short notice without explanation, or have a more lavish lifestyle than expected;

Decisions are taken for which there is no clear rationale; and/or

Records are incomplete or missing.

A third party insists on the **use of side letters** and refuses to put terms in writing.

You are offered an **unusually generous gift** or **lavish hospitality**.

6.1.10 Be cautious: sometimes, doing wrong can seem right. For instance, if a small, illegitimate payment would prevent Advanced Genomics from losing business, it may seem in our interests to pay up. However, this would be bribery.

6.1.11 It does not matter if something is described as "local custom" or "standard practice": All forms of bribery and corruption, even if the illegitimate payment is small, are forbidden.

6.1.12 If you are unsure about whether any situation or circumstance is bribery or corruption, you should contact your manager or [the Legal Counsel for guidance without delay.

7 PROCEDURE

7.1 Each of us has a responsibility to speak out if we discover anything corrupt or improper in relation to company's business. If you are offered a bribe, or are asked to make one, or if you discover or suspect that any bribery or corruption has occurred or may occur, you must notify your manager or the Legal Counsel as soon as possible.

7.2 Staff are encouraged to raise any concerns as early as possible. Any concerns raised will be treated in confidence. For more information on how to raise concerns safely, please refer to the company's Whistleblowing Policy.

7.3 Before we engage with a new supplier, the supplier has been appropriately vetted in accordance with the Supplier Due Diligence Procedure.

7.4 Training on this policy forms part of the induction process for all individuals who work for us, and regular training will be provided as required.

7.5 Our zero-tolerance approach to bribery and corruption must be communicated to all suppliers, contractors and business partners at the outset of the business relationships and in appropriate intervals thereafter.

8 COMPLIANCE WITH THIS POLICY

8.1 The company takes compliance with this policy very seriously. Failure to comply puts both you and the company at risk. Individuals may commit a criminal offence if they fail to comply with this policy. The criminal law relating to bribery and corruption carries severe penalties.

- 8.2 Failure to comply with any requirement of this policy may lead to disciplinary action under our procedures, and this action may result in dismissal for gross misconduct. Any non-employee who breaches this policy is liable to have their contract terminated with immediate effect.
- 8.3 The company aims to encourage openness and will support anyone who raises genuine concerns in good faith under this policy. We are committed to ensuring no one suffers any detrimental treatment as a result of reporting a suspicion in good faith that modern slavery is or may be taking place. Detrimental treatment means other unfavourable treatment connected with raising a concern. Dismissal, disciplinary action, or threats are examples of detrimental treatment. If you believe that you have suffered any detrimental treatment, you should inform the Chief People Officer or the Legal Counsel immediately.