

CORPORATE POLICY

ANTI-BRIBERY POLICY OF

MEDICLINIC INTERNATIONAL PLC

1 INTRODUCTION

- 1.1 This document describes the Anti-Bribery Policy (the “**Policy**”) of Mediclinic International plc (the “**Company**”), and all its business divisions, subsidiary companies and associated entities internationally (“**Mediclinic Group**” or the “**Group**”).
- 1.2 The Company is committed to doing business ethically. Even the suggestion of corruption may damage the Company’s reputation and may also bring the personal integrity of individuals into question. The Company will comply with all applicable anti-bribery and anti-corruption laws in all jurisdictions in which it operates.
- 1.3 This Policy is sponsored by the Company’s Chief Executive Officer and the Board of Directors. It applies to all of the Company’s subsidiaries worldwide and its directors, officers and employees of the Company, whether permanent or temporary, its affiliates or third parties acting on behalf of the Company (“**Employees**”).

2 PURPOSE

The purpose of this Policy is to communicate the Company’s commitment to ensure full compliance with all anti-bribery and corruption laws and regulations including the UK Bribery Act 2010; and set forth principles and rules that the Company and Employees must comply with to prevent Bribery in all forms.

3 POLICY STATEMENT

The Company does not tolerate Bribery of any kind without exception and commits itself to:

- 3.1 carry out business fairly, honestly and transparently;
- 3.2 a zero tolerance attitude towards Bribery;
- 3.3 not offer or pay bribes to gain business advantages;
- 3.4 not take or accept bribes to give business advantages;
- 3.5 avoid doing business with others who do not accept our values and who may harm our reputation;
- 3.6 make sure everyone in our business and our business partners know about our principles and the rules we have established; and
- 3.7 develop and implement a program to support these commitments.

4 APPLICABILITY

This Policy:

- 4.1 applies to all Employees; and
- 4.2 relates to all business activities carried out by the Mediclinic Group or its Employees on behalf of the Company with any individual, legal entity, government body (national or foreign), public sector entity, private commercial organization, non-profit organization and/or international body.

5 DEFINITIONS

- 5.1 **“Benefit register (Unit)”:** A detailed register maintained by the relevant hospital manager, regional manager, corporate office department heads per hospital, region or corporate office department reflecting the details and nature of all Gifts, Hospitality and Entertainment (irrespective of the value thereof) received by Employees in that hospital, region or department, an example of which is attached hereto as **Annexure A**.
- 5.2 **“Benefit register (Group)”:** A detailed register maintained by the relevant Company Secretary of Mediclinic or the Operating Platform Company in respect of Gifts, Hospitality and Entertainment reflecting the details and nature of all Gifts, Hospitality and Entertainment that exceed the Permitted Value, an example of which is attached hereto as **Annexure B**.
- 5.3 **“Bribery”:** Bribery is offering, promising, giving, receiving or soliciting anything of value in order to influence how someone carries out a public, commercial or legal duty.
- 5.4 **“Company” or “Mediclinic”:** Mediclinic International plc.
- 5.5 **“Gift/s”:** Gifts are invitations or benefits of any kind given without expectation of payment or receiving anything in return. Gifts are meant to be free and should not place the recipient under any obligation.
- 5.6 **“Government Authority”:** Under this Policy, a Government Authority includes:
- National governments, political subdivisions or local jurisdictions;
 - Civil or military government agencies and their instrumentalities;
 - government-owned or government-controlled associations, organizations or enterprises, including state-owned companies;
 - legislative, administrative or judicial offices;
 - political parties; or
 - supra-national organizations (such as, for example, the World Bank, United Nations, International Monetary Fund, OECD).
- 5.7 **“Hospitality”:** Hospitality means legitimate business expenditure for purposes of the reception and entertainment of guests, visitors and any other third party, and generally includes refreshments, meals, travel tickets, holiday packages and accommodation.
- 5.8 **“Employees”:** Such persons to whom this Policy applies, as set out in clause 4.
- 5.9 **“Entertainment”:** Entertainment covers any form of entertainment offered by one party to another including attendance at plays, concerts, social events (whether public or private) and sport events, but exclude business breakfast, lunch or dinner.
- 5.10 **“Facilitation Payments”:** Facilitation payments are unofficial payments usually (but not necessarily) made to a Public Official to facilitate approval of or to expedite business transaction/activity. These payments are intended to influence the recipient or a third party and to facilitate performance of non-discretionary duties. Such duties include clearing goods through customs, expediting visa approvals, providing police protection and providing power and water supply. This list is not exhaustive.
- 5.11 **“Grants and Donations”:** Grants and donations are benefits in cash or kind given or received by an Employee, the Company or any of its affiliates, subsidiaries, business partners or

associated persons in cash or in kind including providing services free of charge or at a reduced rate.

5.12 **“Mediclinic Group”**: Mediclinic and the Operating Platform Companies

5.13 **“Operating Platform Company”**: Operating Platform Company means the three operating platforms, including all subsidiaries and associated entities, of the Company in (i) Southern African and Namibia (Mediclinic Southern Africa), (ii) Switzerland (Hirslanden), and (iii) the United Arab Emirates (Mediclinic Middle East, which includes the recently acquired Al Noor operations).

5.14 **“Permitted Value”**: Permitted Value means:

- GBP400 (four hundred British pounds) (in respect of the United Kingdom);
- ZAR5 000 (five thousand rand) or more (in respect of Southern Africa);
- CHF500 (five hundred Swiss franc) (in respect of in Switzerland); or
- AED1 000 (one thousand dirham) (in respect of the UAE).

5.15 **“Public Official”**: Under this Policy, Public Officials include:

- any officer, employee or representative of, or any person otherwise acting in an official capacity for or on behalf of a Government Authority;
- any employee of a government-owned or government-controlled entity;
- a legislative, administrative or judicial official, regardless of whether elected or appointed;
- an officer of, or individual who holds a position in, a political party;
- a candidate for political office; or
- a person who otherwise exercises a public function for or on behalf of any country.

This includes civil servants, inspectors, members of a political party, employees of a state university, judges, customs and immigrations officials, ambassadors and embassy staffs, and law enforcement personnel. This list is not exhaustive.

5.16 **“Political Contributions”**: Political Contributions include monetary or non-monetary contributions made to a politician, political campaign or a political party.

5.17 **“Supplier/s”**: Any supplier of goods or services of any kind, including future or potential suppliers, their directors, employees, owners or representatives.

5.18 **“Third Party/ies”**: Any person, group or organisation, including a legal entity, which may include patients and doctors.

6 PRINCIPLES AND RULES

General

- 6.1 Employees must not bribe anyone and also must not use Third Parties/intermediaries, like agents, consultants, advisers, or any other business partners to offer, give or receive bribes.
- 6.2 Bribery in any form is not tolerated, irrespective of the recipient, whether they are a Public Official or a private person.

- 6.3 Before offering or accepting any monetary or non-monetary benefit, Employees should consider whether the reputation of the Company, their own, or the recipient of the benefit is likely to be damaged if the benefit would be disclosed to public domain. Employees must not offer or accept any benefit if such offer or acceptance could be construed as a bribe or have an adverse impact on the reputation of the Mediclinic Group or the parties involved.
- 6.4 No payment of referral fees or other payment to employed or supporting doctors of the Operating Platform Companies to reward the referral of patients to the Group's facilities or services of other facilities is permitted under any circumstances.
- 6.5 Gifts, Hospitality and Entertainment must not be offered and/or accepted if these put or have the possibility of putting the recipient under any kind of obligation.
- 6.6 Gifts, Hospitality and Entertainment shall not be given, offered or received with the intent or prospect of influencing or determining a recipient's decision-making or other conduct.
- 6.7 When Employees or Third Parties acting on behalf of the Company are considering offering, accepting or providing Gifts, Hospitality or Entertainment, they must ensure that they are acting in good faith and constitute a normal business courtesy.
- 6.8 All fees, expenses and commissions paid to Third Parties engaged to represent or provide a service to the Company must be commercially reasonable and justifiable in the circumstances and must be for legitimate services rendered.
- 6.9 All payments to Third Parties must be in their name or to their business accounts – payments must not be made to any intermediary or Third Party who does not have a contractual relationship with the Company.
- 6.10 The Mediclinic Group reserves the right to repossess any Gift and to re-allocate any Gift to any other employee.
- 6.11 It is recommended and preferred that there be a long-standing business relationship with a Supplier when accepting any Gift and/or Entertainment.
- 6.12 No Employee may canvass for Gifts and/or Entertainment in any way.

Corporate marketing and communication

- 6.13 It is acknowledged that, as part of the Group's corporate marketing and communication, Gifts, Hospitality and Entertainment are offered from time to time, mainly to medical practitioners practising at the Group's facilities, but on occasion also to Third Parties (such as service providers), which are intended to acknowledge their support (for example birthday gifts or year-end gifts). Gifts, Hospitality and Entertainment so offered shall not influence or alter existing business relations, with no expectation of any reciprocity. Each Operating Platform Company shall implement additional processes to govern the offering, approval and recording of such Gifts, Hospitality and Entertainment, provided that prior approval by the Chief Executive Officer of the Operating Platform Company must be obtained (upon recommendation of the Operating Platforms' Chief Marketing Officer) if the value per individual exceeds the relevant Permitted Value.

Cash Gifts / equivalents

- 6.14 Cash Gifts and Gifts that are cash equivalent (such as gift vouchers, shares, precious metals and gems) by a Supplier to an Employee may never be accepted and must never be offered to any Third Party or Supplier, irrespective of the value thereof.

Cash / cash equivalent Gifts not exceeding 20% of the Permitted Value to hospital staff by a Third Party as a token of appreciation may be approved by the Hospital Manager if, after careful scrutiny, it is clearly not inappropriate.

Cash / cash equivalent Gifts received by any other Employee from a Third Party (other than a Supplier), irrespective of the value thereof, is subject to approval in terms of the approval process in paragraphs 6.25 to 6.27, which approval shall only be granted if, after careful scrutiny, it is clearly not inappropriate.

Conferences/seminars

- 6.15 Participants to conferences or seminars organised by the Mediclinic Group must never be provided Entertainment (unless it is an appropriate part of such events) or any side or extended trips or activities.
- 6.16 Expenses of companions/guests of participants to conferences or seminars organised by the Mediclinic Group must never be paid, unless pre-approved in terms of the Company's Travel Policy.

Corporate/training events presented by Mediclinic

- 6.17 Corporate/training events presented by the Mediclinic Group shall be organised by the relevant events management department and all requests by Suppliers and Third Parties to advertise their products and/or services at such events must be forwarded to the relevant head of the marketing of the Company or the Operating Platform Company. The relevant head of marketing shall submit a detailed motivation for approval in terms of the approval process in paragraphs 6.25 to 6.27.

Invitations to Employees to attend an Event

- 6.18 Any invitation to Employees to attend a congress, conference exhibition, factory visit or other event ("Events") must be addressed to the relevant company within the Mediclinic Group and not to an individual director, officer or employee, which in turn must be declared to the relevant hospital manager, regional manager or department head for consideration who will:
- either decline the invitation or nominate an employee to attend the Event; and
 - forward a detailed motivation for approval in terms of the approval process in paragraphs 6.25 to 6.27.

Employees attending an Event will be required to provide written feedback to the relevant hospital manager, regional manager or department head after attendance of the Event.

All Suppliers should be informed of the Company's policy regarding invitations to Events.

Where an invitation is addressed to an individual employee in their capacity as a member of an association, society, federation or equivalent body and where any entity within the Mediclinic Group will also be represented by this employee, the invitation must also be declared in the manner set out in this paragraph.

Business entertainment of stakeholders

- 6.19 As part of relationship building, the management of the Company and/or the Operating Platform Companies may entertain stakeholders. The average cost of such business entertainment shall not exceed the Permitted Value per head, or if the Permitted Value is exceeded subject to approval in terms of the approval process in paragraphs 6.25 to 6.27.

Relationship with Public Officials

- 6.20 Any relationship with Public Officials must be in strict compliance with the rules and regulations to which they are subject to and also with this Policy. There are strict laws or regulations which prescribe what government officials may or may not accept.
- 6.21 Any benefit offered or given to a Public Official or any Third Party must be fully transparent, properly documented and accounted for.

Requests for grants and donations

- 6.22 Requests for grants and donations must be handled with special caution and must only be given if the Company and/or the Operating Platform Company does not receive, and is not perceived to receive, any benefit, whether tangible or intangible in return.

Political Contributions prohibited

- 6.23 Political Contributions must not be made with the expectation of a direct or indirect return for the Company. All Political Contributions must be:
- compliant with applicable laws and regulations;
 - appropriately disclosed; and
 - pre-approved by the Executive Committee of the relevant Operating Platform Company and reported to the Executive Committee of the Company.

Facilitation Payments prohibited

- 6.24 The Company prohibits Facilitation Payments as these are bribes and illegal. This is applicable irrespective of the fact that local laws in some jurisdictions permit Facilitation Payments.

Approval process

- 6.25 Any Gift, Hospitality or Entertainment offered to or received by an Employee must be approved by the individual Employee's relevant line manager, irrespective of the value thereof.

In addition to the required approvals mentioned herein, any Gift, Hospitality or Entertainment offered to or received by an Employee by a Supplier must also be approved by the relevant manager that engages with / oversees the relationship with the Supplier (e.g. the Pharmacy Procurement Manager if the Gift was made by a pharmaceutical company).

Any Gift, Hospitality or Entertainment that exceeds the Permitted Value and any cash / cash equivalent Gifts, irrespective of the value thereof (other than the exceptions listed in paragraph 16.14), is subject to approval in terms of the approval process in paragraphs 6.25 to 6.27.

6.26 Any Gift, Hospitality or Entertainment valued at more than the Permitted Value is prohibited, unless prior approval is obtained from the following and further subject to the provisos below:

- (i) **in respect of Mediclinic International or Mediclinic Group Services:** the Chief Executive Officer or Chief Financial Officer of the Company or such other person delegated by either of them, a record of which shall be kept by the Company Secretary of the Company, **PROVIDED THAT:**
 - any Gift, Hospitality or Entertainment **equal to or more than two times** the Permitted Value is discouraged and must, following approval by the aforementioned persons, also be pre-approved by the Executive Committee of the Company, which approval shall only be granted if there is a proper business case for such Gift, Hospitality or Entertainment; and
 - any Gift, Hospitality or Entertainment made to members of the Executive Committee of the Company **equal to or more than three times** the Permitted Value is discouraged and must, following approval by the Executive Committee of the Company, also be pre-approved by the Company's Chairman or Senior Independent Director, which approval shall only be granted if there is a proper business case for such Gift, Hospitality or Entertainment.
- (ii) **in respect of the Operating Platform Companies:** the Executive Committee or such other person delegated by the Executive Committee of the relevant Operating Platform Company, a record of which shall be kept by the Company Secretary of the respective Operating Platform Company, **PROVIDED THAT:**
 - any Gift, Hospitality or Entertainment **equal to or more than two times** the Permitted Value (excluding invitations to medical practitioners to attend medical Events, as dealt with below) is discouraged and must, following approval by the Executive Committee (or delegated person) of the relevant Operating Platform Company, also be pre-approved by the Executive Committee of the Company, which approval shall only be granted if there is a proper business case for such Gift, Hospitality or Entertainment; and
 - any invitations to medical practitioners to attend medical Events **equal to or more than five times** the Permitted Value is discouraged and must, following approval by the Executive Committee (or delegated person) of the relevant Operating Platform Company, also be pre-approved by the Executive Committee of the Company, which approval shall only be granted if there is a proper business case for such Event. For the avoidance of doubt, invitations to attend medical Events below five times the Permitted Value, may be approved by the Executive Committee (or delegated person) of the relevant Operating Platform Company.

6.27 Any request for approval in terms of this policy must be submitted by the relevant line manager or department head to the relevant Company Secretary of Mediclinic or the Operating Platform Companies, which must be accompanied by the following:

- (i) recommendation by the relevant line manager or department head;
- (ii) in the case of a Gift, Invitation or Hospitality by a Supplier, approval by the relevant manager that engages with / oversees the relationship with a Supplier (if applicable);
- (iii) in the case of a Gift, Invitation or Hospitality to an Employee within Mediclinic International or Mediclinic Group Services **equal to or more than two times** the

Permitted Value, approval by the Chief Executive Officer or Chief Financial Officer of the Company or such other person delegated by either of them (if applicable);

- (iv) in the case of a Gift, Invitation or Hospitality to a member of the Executive Committee of the Company **equal to or more than three times** the Permitted Value, approval by Executive Committee of the Company (if applicable); and
- (v) in the case of a Gift, Invitation or Hospitality to an Employee within an Operating Platform Company **equal to or more than two times** the Permitted Value, approval by the Executive Committee or such other person delegated by the Executive Committee of the relevant Operating Platform Company (if applicable).

Benefits Register

- 6.28 All hospital managers, regional managers and corporate office department heads will implement and maintain a **Benefits Register (Unit)** reflecting the details and true nature of all Gifts, Hospitality and Entertainment (irrespective of the value thereof), which register will be available for internal audit, as per **Annexure A**.
- 6.29 The relevant Company Secretary of Mediclinic and the Operating Platform Companies will maintain a Benefits Register (Group) in respect of their respective groups, noting the details of all Gifts, Hospitality and Entertainment that exceed the Permitted Value, as per **Annexure B**.

7 EXTORTION

- 7.1 The Company and its Employees shall reject any direct or indirect request by any Third Party (including but not necessarily limited to a Public Official) for a bribe (including a Facilitation Payment), even if by rejecting such a request, the Company is consequently threatened with adverse actions.
- 7.2 The Company does, however, recognise that in some cases an individual's own welfare and safety could be at risk if they do not respond to such requests. If Employees find themselves in this situation, they should never put themselves in danger, but should promptly report the request to the Chief Executive Officer. Only the Chief Executive Officer of the Company is authorised to deal with such situations.
- 7.3 As with other violations of this Policy, the offering or making of any Facilitation Payment and/or the failure to fulfil any reporting obligations under this Policy shall be a disciplinary matter subject to the Mediclinic Group's disciplinary process. However, the Company shall not take disciplinary action against any officer or employee who makes a payment in such circumstances if they genuinely believed that they or their family members would have been put in danger if they had not done so.

8 REFERENCES

- 8.1 In case of any doubt, employees must seek advice from their respective line manager or department head or the relevant Company Secretary.
- 8.2 The Company's Code of Business Conduct and Ethics
- 8.3 The UK Bribery Act 2010

9 RESPONSIBILITY

- 9.1 All Employees are responsible for the prevention, detection and reporting of Bribery and any other forms of corruption. They must avoid any activity that is in breach of this Policy.
- 9.2 All Employees must:
 - ensure that they have read, understood and comply with this Policy; and
 - report any breach of this Policy that they are aware of or which has come to their attention. This will include reporting the belief or suspicion that a conflict with this Policy has occurred or may occur in the future.

10 REPORTING

- 10.1 The Company is committed to provide a safe, reliable and confidential way of reporting any breach of this Policy. It is the policy of the Company not to allow retaliation for reports of misconduct by others made in good faith by employees.
- 10.2 All reports, which may be done on an anonymous basis, should be made to the relevant Company Secretary, alternatively to the appropriate Ethics Contact Person, the contact details of which are included in the Company's Code of Business Ethics.
- 10.3 When in doubt, employees may check with their line manager or department head about the best course of action in a particular situation.

11 VIOLATION OF THIS POLICY

- 11.1 Compliance with this Policy is **mandatory** and the Company will not tolerate any violations.
- 11.2 Breach of the Policy may result in individuals or the Company receiving civil and/or criminal fines and punishment. Individuals may also be subject to imprisonment for Bribery and corruption.

ANNEXURE A: EXAMPLE OF BENEFITS REGISTER (UNIT)

BENEFITS REGISTER (UNIT) OF THE LEGAL DEPARTMENT OF HIRSLANDEN AG IN TERMS OF THE ANTI-BRIBERY POLICY OF MEDICLINIC INTERNATIONAL PLC											
DATE DETAILED MOTIVATION RECEIVED	DETAILED MOTIVATION RECEIVED FROM (include full names and title)	EMPLOYEE / BENEFICIARY (include full names and title)	NAME OF SUPPLIER or THIRD PARTY	DESCRIPTION OF GIFT AND/OR INVITATION (include dates, venue and flight details, if applicable)	VALUE	APPROVED or DECLINED BY LINE MANAGER (include date)	APPROVED or DECLINED BY PROCUREMENT / OTHER RELEVANT MANAGER (if gift/invitation by a Subsidiary)	APPROVED or DECLINED BY PLATFORM EXCO (if Permitted Value exceeded)	APPROVED or DECLINED BY MCI EXCO (if 2 times or more than Permitted Value) (EXCL medical events)	APPROVED or DECLINED BY MCI EXCO (if 5 times or more than Permitted Value) (ONLY medical events)	DATE RELEVANT EMPLOYEE INFORMED OF FINDING
DD/MM/YY	Mr John Johnson – Company Secretary	Ms Joan Mark – Assistant Company Secretary	ABC Services (Pty) Ltd	Gift - Barbeque set	R300,00	Approved DD/MM/YY	Approved DD/MM/YY	Approved DD/MM/YY	Approved DD/MM/YY	Approved DD/MM/YY	DD/MM/YY
DD/MM/YY	Mr John Johnson – Company Secretary	Ms Jane Smith	DEF Supplies (Pty) Ltd	Attendance of National Health Summit in London, UK from DD/MM/YY - DD/MM/YY	R8 000,00	Approved DD/MM/YY	Approved DD/MM/YY	Approved DD/MM/YY	Approved DD/MM/YY	Approved DD/MM/YY	DD/MM/YY

Maintained by: [NAME]

Position held: [POSITION]

Location: [LOCATION]

Last updated: [DATE]

ANNEXURE B: EXAMPLE OF BENEFITS REGISTER (GROUP)

Maintained by: [NAME]

BENEFITS REGISTER (GROUP) OF MEDICLINIC SOUTHERN AFRICA (PTY) LTD IN TERMS OF THE ANTI-BRIBERY POLICY OF MEDICLINIC INTERNATIONAL PLC													
DATE DETAILED MOTIVATION RECEIVED	DETAILED MOTIVATION RECEIVED FROM (include full names, title, department and location)	EMPLOYEE / BENEFICIARY (include full names, title, department and location)	NAME OF SUPPLIER or THIRD PARTY	DESCRIPTION OF GIFT AND/OR INVITATION (include dates, venue and flight details, if applicable)	VALUE	APPROVED or DECLINED BY LINE MANAGER (include date)	APPROVED or DECLINED BY PROCUREMENT / OTHER RELEVANT MANAGER (if gift/invitation by a Supplier)	APPROVED or DECLINED BY PLATFORM EXCO (if Permitted Value exceeded)	APPROVED or DECLINED BY MCI EXCO (if 2 times or more than Permitted Value) <u>EXCL</u> medical events)	APPROVED or DECLINED BY MCI EXCO (if 5 times or more than Permitted Value) (ONLY medical events)	DATE APPROVED BY EXCO (if Permitted Value exceeded)	COMMENTS	DATE RELEVANT EMPLOYEE INFORMED OF FINDING
DD/MM/YY	Ms Joan Johnson, GM: Legal Services, Corporate Office	Mr Mark Joans, Junior Legal Advisor, Corporate Office	ABC Services (Pty) Ltd	Attendance of National Health Act Conference from DD/MM/YY - DD/MM/YY at Sun City (includes return flight from Cape Town to Johannesburg , hotel accommodation, meals and car rental)	± R 9 500	Yes	N/a	Approved	DD/MM/YY	DD/MM/YY	DD/MM/YY	Approved, subject to requirement that a presentation must be made to the board of Mediclinic Limited at their next board meeting.	DD/MM/YY
DD/MM/YY	Mr Joe Soap - GM: Pharmacy Services	Ms Patsy Smith	DEF Pharmaceuticals CC	Factory visit on DD/MM/YY in Durban (includes return flights from Cape Town to Durban)	± R 3 500	Yes	Yes	Declined	DD/MM/YY	DD/MM/YY	DD/MM/YY	Declined due to suspected undue influence.	DD/MM/YY

Position held: Company Secretary

Group / platform: [e.g. Hirslanden / Mediclinic Middle East]

Last updated: [DATE]