



## Anti-bribery policy

March 2017

### 1. PURPOSE AND OBJECTIVES

The purpose of this Policy is to establish guidance for Sanofi Employees and Third Parties interacting with Sanofi to comply with applicable Anti-corruption and Anti-bribery Laws and Regulations, as well as to promote a culture of ethics and integrity.

This policy also aims at protecting Sanofi and Sanofi Employees' reputation and at avoiding potential civil and criminal fines.

### 2. SCOPE

This Policy is global in scope and applies to Sanofi worldwide, all Sanofi Employees and Third Parties engaged in activities with Sanofi.

### 3. DEFINITIONS AND ACRONYMS

#### 3.1 DEFINITIONS

**Anti-corruption and Anti-bribery Laws and Regulations:** Any applicable law or regulation addressing corruption and/or bribery, including, but not limited to, the U.S. Foreign Corrupt Practices Act and the U.K. Bribery Act, as well as applicable international conventions, including, but not limited to, the Organization for Economic Co-operation and Development Anti-Bribery Convention and the United Nations Convention against Corruption.

**Anything of value:** may include, but is not limited to:

- Cash,
- Gifts,
- Entertainment, accommodations and meals,
- Travel expenses,
- Services,
- Employment offers,
- Loans,
- Donations or contributions, and



- Any other transfer of value, even if nominal in value.

**Code of Ethics:** the Sanofi Code of Ethics.

**Facilitating Payments:** Payments to any Government Organization or Government Official, made in order to expedite or secure performance of non-discretionary, routine governmental actions (e.g., processing a visa, customs invoice, or other governmental paper)

**Government** or **Government Organization:** any department, any administration, any agency controlled in whole or in part by the government, any public international organizations and their agencies or instrumentality of a government (including a government-controlled enterprise), and any organization considered to be a government department or administrative office under any local law..

**HealthCare Professional:** An individual, member of the medical, dental, pharmacy or nursing professions or any other person who in the course of his or her professional activities may prescribe, purchase, dispense, administer or recommend a Sanofi product. Examples include physicians, pharmacists, nurses, investigators (may include such individuals in training e.g. students). Healthcare Professionals working in a Government or in a Government Organizations are considered as Government Officials.

**Joint-Venture / Partnership:** means an entity in which Sanofi has the direct or indirect ownership of fifty percent (50%) or less of the equity having the power to vote on or direct the affairs of the entity are considered as Third Parties.

**Person:** Any Government Official(s), Sanofi customer(s) or business relation(s).

**Government Official:** Individuals, in the following categories:

- Any officer or employee (including any person nominated or appointed to be an officer or employee even if part-time) of a Government or a Government Organization;
- Any person acting in an official capacity on behalf of a Government or a Government Organization;
- Any officer or employee of a company or business owned in whole or part by a Government or a Government Organization;
- Any officer or employee of a public international organization, such as the World Bank or the United Nations;
- Any officer or employee of a political party or any person acting in an official capacity on behalf of a political party; and/or
- Any candidate for political office.

**Sanofi:** The Sanofi parent company with its headquarters in Paris - France and any corporation or business entity which, directly or indirectly, controls, is controlled or is under common control of the Sanofi parent company. The term 'control' means direct or indirect ownership of more than fifty percent (50%) of the equity having the power to vote on or direct the affairs of the entity.



**Sanofi employee:** Any employee of the company, whether full time or part time, temporary or trainee and any other employee category according to local regulation.

**Third Parties:** any individuals, companies, associations, partnerships, or other entities retained to act on behalf of or for the benefit of Sanofi. The term includes, but is not limited to agents, consultants, lobbyists, suppliers, distributors, resellers.

### **3.2 ACRONYMS**

None

## **4. REFERENCES**

*Code of Ethics*

*Global Policy Organization of and Contribution to Events*

*Global Policy Global Procurement*

*Global Policy Donations and Other Contributions to Organizations*

*Global Policy Service Engagement with Scientific External Expert*

*Global Operational Standard Conducting Anti-Bribery Due Diligence on Third Parties*

*Global Policy Responsible Lobbying*

*Global Policy Entertainment of Third parties*

*Global Policy Accepting and/or Providing Gifts or Reminder Items*

*Global Operational Standard Reportable Consulting Agreements*

*Global Policy Conflict of Interest*

*Global Policy Interaction with Patients, Patient Advocate and Groups*

*Global Operational Standard Advisory Boards composed of Scientific External Expert*

*Global Policy Alerts Management*

*Global Policy Corrective and/or Disciplinary Actions*



## 5. REQUIREMENTS

### 5.1 PROHIBITED INTERACTIONS

Sanofi, Sanofi Employees and Third Parties are prohibited from giving, promising to give or offering to give Anything of Value, to any Person for the purpose of influencing any act or decision of the Person, and/or the entity the Person represents, in order to secure an improper advantage or to otherwise obtain or retain business for Sanofi.

The above prohibition also applies to indirect provision of Anything of Value to any Person, including but not limited via the use of intermediaries or relatives of the Person. Sanofi, Sanofi Employees and Third Parties are prohibited from making, offering to make, or authorizing a payment to any person or entity (e.g., suppliers, agent, distributor or intermediary) with knowledge that all or part of the payment will be offered or given to a Person to secure an improper advantage or to obtain or retain business.

The prohibition set forth in this Policy also applies should Sanofi Employees use their own personal funds or assets.

Sanofi prohibits Facilitating Payments, even when legally permitted.

### 5.2 PERMITTED INTERACTIONS

In order to promote a culture of ethics and integrity, as well as, to comply with all applicable Anti-corruption Anti-bribery Laws and Regulations, Sanofi has implemented a comprehensive set of policies and standards defining clear rules that must be complied with by all Sanofi Employees and, when applicable, by Third Parties.

These policies and standards govern certain activities to ensure they are implemented for genuine and legitimate business reasons and include specific provisions aiming at preventing bribery and corruption.

These policies and standards include:

- Organization of and Contribution to Events
- Global Procurement
- Donations and Other Contributions to Organizations
- Service Engagement with Scientific External Expert
- Conducting Anti-Bribery Due Diligence on Third Parties
- Responsible Lobbying
- Entertainment of Third Parties
- Accepting and/or Providing Gifts or Reminder Items
- Reportable Consulting Agreements



- Conflict of Interest of Employees
- Interaction with Patients, Patient Advocate and Groups
- Advisory Boards composed of Scientific External Experts

This set of policies and standards is continuously assessed, updated and complemented if needed, to ensure adequacy with the evolution of the legal and regulatory framework, as well as, of the risk associated with the Sanofi activities.

These policies and standards are not meant to be exhaustive in addressing all the circumstances that may arise. If a particular situation is not covered or the provisions of the policies and standards are not clear to a Sanofi Employee, the latter must consult his or her manager and or the Legal and Ethics & Business Integrity Department.

### **5.3 ANTI-BRIBERY DUE DILIGENCE ON THIRD PARTIES**

As detailed in the Operational Standard “Conducting Anti-Bribery Due Diligence on Third Parties”, Sanofi conducts “risk-based” anti-bribery Due Diligence on Third Parties to avoid or to mitigate the risk of Third-Party corrupt conduct.

Furthermore, appropriate anti-corruption and anti-bribery due diligence must be conducted, in accordance with relevant business practices and Sanofi policies and procedures, in advance of making any investment in a non-Sanofi business entity or entering into any Joint-Venture/ Partnership agreement.

## **6. RESPONSIBILITIES**

### **6.1 GENERAL RESPONSIBILITIES**

Fostering a culture of integrity throughout the organization and clearly communicating on Sanofi’s expectations contribute to reduce the risk of corruption. Managers are responsible to contribute to the understanding by all members of their teams of what corruption is, as well as, how to prevent it.

Each Sanofi Employee is responsible to comply with this Policy and is expected to perform the trainings made available by the Ethics & Business Integrity Department.

Each Sanofi Employee has a duty to prevent breaches of this Policy by reporting any questionable situation according to the Sanofi Code of Ethics and the Alerts Management policy.

### **6.2 FINANCIAL AND ACCOUNTING CONTROLS**

In accordance with all relevant rules, regulations and internal procedures, Sanofi requires that all books, records, and accounts are kept in reasonable detail to accurately and fairly



reflect all transactions and dispositions of assets and that adequate internal controls are maintained to provide reasonable assurance that management is aware of, and directing, all transactions ethically and in compliance with applicable Sanofi Policies and Standards.

### **6.3 CONSEQUENCES OF NON-COMPLIANCE WITH THIS POLICY**

Violations of Anti-corruption and Anti-bribery Laws and Regulations may result in civil and criminal penalties for Sanofi and Sanofi Employees, in addition to disciplinary actions against Sanofi Employees according to the Corrective and/or disciplinary actions policy.

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