

**Daiichi Sankyo Group
Global Anti-Bribery & Anti-Corruption Policy**

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1. PURPOSE

The purpose of this Daiichi Sankyo Group Global Anti-Bribery & Anti-Corruption Policy (“Global ABAC Policy”) is to establish the minimum standards of global anti-bribery and anti-corruption (“ABAC”) rules and principles to promote ethical business conduct and ensure compliance with ABAC laws and regulations across the entire Daiichi Sankyo Group. This Global ABAC Policy is positioned as a supplement to the Daiichi Sankyo Group Corporate Conduct Charter (“CCC”) and the Daiichi Sankyo Group Individual Conduct Principles (“ICP”).

2. SCOPE

As set forth in the related Implementation Guide dated September 3, 2018, this Global ABAC Policy applies to all Executives, Employees and Contingent Workers of any Company.

3. DEFINITIONS

Term	Definition
Applicable Laws and Industry Codes	Any national, state or local/ regional provisions of constitutions, statutes, rules, regulations and orders and industry codes applicable to Companies, Executives, Employees, Contingent Workers, Health Care Professionals, Government Officials, or the location of the event/ meeting.
Bona Fide Services	Services that the Company reasonably requires to satisfy a previously identified and legitimate business need or purpose.
Bribery/ Bribe	Providing, promising, or offering any money, Gift, Entertainment or other advantage to Government Officials or Private Parties for the purpose of illicitly gaining or illicitly securing business advantages.
Company	Each company of Daiichi Sankyo Group.
Contingent Workers	All individuals who provide services to the Company subject to a contingency. Typically, the contingency is a temporary need for services for a limited period of time, a select service, or a specific result/ outcome. Contingent Workers may include agency temporary workers, independent contractors, consultants, vendors, contract workers and fellows.
Corruption	Conduct by a person entrusted with a position of authority to acquire an illicit, unwarranted, excessive or otherwise improper business or personal benefit.
Customary Gift	A gift of modest value that is provided in connection with a country/ regional custom, tradition, religious practice or cultural norm and which is accepted by Applicable Laws and Industry Codes, such as a gift provided at a wedding or funeral and not given for an improper purpose of illicitly gaining or illicitly securing business advantages. Under these circumstances, such gifts shall not constitute a Bribe or Bribery as that term is defined in this Global ABAC Policy.
Daiichi Sankyo Group	Daiichi Sankyo Company, Limited and the companies who are affiliated legal entities of Daiichi Sankyo Company, Limited.

Term	Definition
Employee	An individual hired directly by the Company and paid through the same Company payroll as an employee for an ongoing period to perform work for the Company.
Entertainment	Any form of event or activity that is an amusement or entertainment (including, but not limited to, tickets to theater, music or sporting events, resort or casino vacations/ trips, etc.).
Executives	Board members and audit and supervisory board members (as applicable) of the Company.
Facilitation Payment	Payment of nominal amounts to ensure or speed the proper performance of a Government Official's routine or non-discretionary duties or actions.
Gift	Money, item of value or benefit of any kind given to another individual or organization without any consideration in return.
Government	Any agency, instrumentality, subdivision or other body of any national, state or local/ regional government, including hospitals and other health facilities owned or operated by a government; regulatory agencies; and Government-controlled businesses, corporations, and societies.
Government Official	See definition in Article 6.
Health Care Professional (HCP)	Any 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, recommend, purchase, supply, sell or administer a Pharmaceutical Product or recommend or grant a Pharmaceutical Product for placement on a formulary, approved reimbursement list or similar payment status.
Pharmaceutical Product	All pharmaceutical or biological products (irrespective of patent status and/or whether they are branded or not) which are intended to be used on the prescription of, or under the supervision of, a HCP, and which are intended for use in the diagnosis, treatment or prevention of disease in humans, or to affect the structure or any function of the human body. For the avoidance of doubt, over-the-counter medicines are not Pharmaceutical Products.
Private Party	Any person or entity who is neither Government nor Government Officials.

4. COMPLIANCE WITH APPLICABLE LAWS, REGULATIONS AND INDUSTRY CODES

This Global ABAC Policy defines minimum ABAC standards adopted by Daiichi Sankyo Group to ensure compliance with ABAC laws within applicable country borders. However, the ABAC laws of certain countries include provisions that apply to conduct occurring outside of its borders and compliance with these ABAC laws is also required. All Executives, Employees and Contingent Workers must maintain high ethical standards by adhering to all Applicable Laws and Industry Codes, and internal policies, procedures and conduct codes of the Company, which may impose more stringent requirements than this Global ABAC Policy. Nothing in this Global ABAC Policy should be construed to interfere with, replace, or

supersede any Applicable Laws and Industry Codes. Should any country or jurisdiction enact Applicable Laws and Industry Codes with stricter provisions than those outlined in this Global ABAC Policy, Executives, Employees and Contingent Workers must comply with such Applicable Laws and Industry Codes.

Each Company may enact local/ regional policies and procedures related to national, cultural or religious customs in its country/ region which are broader than what is stated in this Global ABAC Policy only as follows:

- a. Customary Gifts may be provided or offered to HCPs solely for the marketing of non-Pharmaceutical Products;
- b. Customary Gifts may be provided or offered to Government officials who are not HCPs; and
- c. Promotional Aids may be provided or offered to HCPs solely for the marketing of non-Pharmaceutical Products.

Any Company adopting such local/ regional policy or procedure must clearly document and obtain approval by executive leadership at that Company.

If you have any questions regarding Applicable Laws and Industry Codes, or how you should conduct business in compliance with Applicable Laws and Industry Codes, contact a member of your local/ regional compliance or legal function (s), or your manager before taking any further action.

5. BRIBERY & CORRUPTION

All Executives, Employees, Contingent Workers or anyone acting on behalf of the Company must conduct business in an ethical and fair manner. Daiichi Sankyo Group strictly prohibits any form of Corruption, including Bribery. A Bribe represents anything of value and does not need to be a payment of cash. Common business practices or social activities, such as providing Gifts or Entertainment, may constitute Bribes under certain laws and regulations.

As such, Executives, Employees, Contingent Workers or anyone acting on behalf of the Company, must not directly or indirectly provide, promise, or offer any money, Gift, Entertainment, or other advantage to HCPs, Government Officials or Private Parties for the purpose of illicitly gaining or illicitly securing business advantages.

Additionally, Executives, Employees, Contingent Workers or anyone acting on behalf of the Company, must not directly or indirectly request or accept from HCPs, Government Officials or Private Parties any money, Gift, Entertainment, or other advantage intended to influence their judgment or conduct improperly, or as gratitude for improper judgment or conduct.

Executives, Employees and Contingent Workers must also not commit such acts using third parties who provide services to the Daiichi Sankyo Group.

6. INTERACTIONS WITH GOVERNMENT OFFICIAL

6.1. Meaning of Government Official

Daiichi Sankyo Group is committed to globally conducting business in compliance with all Applicable Laws and Industry Codes. Many countries have laws that forbid making, offering or promising any payment or anything of value, directly or indirectly, to a Government Official when the payment is intended to influence an official act or decision. Nothing in this Global ABAC Policy is intended to prevent Companies, their Executives, Employees or Contingent Workers from making campaign contributions to Government Officials or candidates for public office or to political parties and/or other entities in compliance with Applicable Laws and Industry Codes and Company policies and procedures.

“Government Official” is defined as any officer, employee, or person acting on behalf of any national, state, regional or local Government, or any department, agency or instrumentality of the Government (including employees of Government-owned or controlled entities) and is broadly interpreted to include amongst others but not exclusively:

- Any elected or appointed Government Official (e.g., a legislator or a member of a Government ministry);
- Any employee or individual acting for or on behalf of a Government Official, agency, or enterprise performing a governmental function, or owned or controlled by, a Government;
- Any political party officer, candidate for public office, officer, or employee or individual acting for or on behalf of a political party or candidate for public office;
- Any employee or individual acting for or on behalf of a public international organization;
- Any member of a royal family or member of the military;
- Any judge or judicial referee;
- Any HCP or researcher who is employed by, teaches at, or has privileges at a Government hospital or public university; or
- Any individual otherwise categorized as a Government Official under applicable local laws and regulations.

Government includes all levels and subdivisions of Governments (i.e., local, regional, municipal, state, or national, administrative, legislative, or executive).

6.2. Interactions with HCP

Due to the broad definition of Government Official, Executives, Employees and Contingent Workers may interact with a Government Official in the ordinary course of their business.

Executives, Employees and Contingent Workers must be particularly diligent to ensure they do not violate Applicable Laws and Industry Codes during all interactions with HCPs.

Interactions with HCPs should focus on engaging them to provide Bona Fide Services, informing them about Daiichi Sankyo Group products, providing scientific and educational information, and supporting medical research and education.

7. INTERACTIONS WITH PRIVATE PARTIES

This Global ABAC Policy prohibits not only Bribery and Corruption that occurs in interactions with Government Officials, but also those that occur in interactions with Private Parties.

8. GIFTS, ENTERTAINMENT & MEALS

8.1. Gifts and Entertainment

Cash, cash equivalents (such as gift certificates) or personal services must not be directly or indirectly provided or offered to HCPs or Government Officials. For these purposes, personal services are any type of service unrelated to the HCP's profession or Government Officials' duties and that confer a personal benefit to the HCP or Government Official. Other Gifts or Entertainment for the personal benefit of HCPs or Government Officials must also not be directly or indirectly provided or offered.

An exception to these prohibitions exists only as set forth in Article 4, herein.

8.2. Meals

Subject to Applicable Laws and Industry Codes and Company policies/ procedures, meals (including snacks and refreshments) may be offered to HCPs and Government Officials so long as they are moderate and reasonable by local standards and are provided in conjunction with (a) discussions with Government Officials regarding regulatory or policy issues, (b) Bona Fide Services or (c) a substantial educational presentation or discussion involving the Company's products and/or related disease states.

8.3. Promotional Aids

A promotional aid is a non-monetary item given for a promotional purpose, which does not include printed or electronic promotional materials. Unless prohibited by Applicable Laws and Industry Codes or Company policies or procedures, promotional aids are not considered Gifts.

Providing or offering them to HCPs in relation to the promotion of Pharmaceutical Products is prohibited. Notwithstanding this prohibition, pens and notepads can be provided to HCPs in the context of Company organized or third-party events as long as they are Company branded only, of minimal value and only the necessary quantity for the purpose of the event are distributed.

Further, promotional aids of minimal value and quantity may be provided or offered to HCPs solely for the marketing of non-Pharmaceutical Products if relevant to the practice of the HCP and allowed under Applicable Laws and Industry Code and Company policies or procedures.

8.4. Items of Medical Utility to enhance the Provision of Medical Services and Patient Care

Items of medical utility generally include items that are beneficial to enhancing the provision of medical services and patient care. Unless prohibited by Applicable Laws and Industry Codes or Company policies or procedures, items of medical utility are not considered Gifts. Such items may be provided or offered if they are of modest value (inexpensive), infrequent and do not offset routine business practices. Items of medical utility must not have a value

outside of the HCP's professional responsibilities. For example, a DVD player is not appropriate as it may have independent value to an HCP outside of his/her professional responsibilities. Items of medical utility can include the Company name, but must not be product branded, unless the product's name is essential for the correct use of the item by the patient.

8.5. Informational or Educational Items that enhance Patient Care

Unless prohibited by Applicable Laws and Industry Codes or Company policies or procedures, informational or educational items provided to HCPs for their own education or for the education of patients on disease and its treatments are not considered Gifts and may be provided or offered provided that the items do not have independent value except their educational purposes. Informational and educational items provided to HCPs for patient use can include the Company name, but must not be product branded, unless the product's name is essential for the correct use of the item by the patient.

The value of books and subscriptions must be reasonable. Other informational or educational items must be of modest value.

9. SAMPLES

In accordance with Applicable Laws and Industry Codes or Company policies or procedures, free samples of a Pharmaceutical Product may be supplied to HCPs authorized to prescribe that Pharmaceutical Product in order to enhance patient care. Such samples are not considered Gifts. Samples should be marked as such so that they cannot be resold or otherwise misused.

10. CASH PAYMENTS

Executives, Employees and Contingent Workers are prohibited from making cash payments to HCPs or Government Officials. Checks provided to HCPs, or Government Officials may not be written to "cash," "bearer" or anyone other than the party entitled to payment.

11. GRANTS & CONTRIBUTIONS

The Company may not use grant funding, charitable or political contributions or other funding sources to illicitly gain or illicitly secure business advantage.

Daiichi Sankyo Group prohibits its Executives, Employees and Contingent Workers from providing financial support on behalf of the Company for grants and charitable and political contributions, unless approved by authorized Company personnel. All Company grants and charitable and political contributions must be submitted, reviewed, and approved in accordance with local Company policies and procedures.

12. FACILITATION PAYMENTS

Facilitation Payments are prohibited under this Global ABAC Policy, even if otherwise permitted pursuant to Applicable Laws and Industry Codes.

13. BOOKS AND RECORDS

The Company must prepare and maintain books and records that accurately reflect transactions, payments, expense for Gifts, meals, Entertainment, and items of medical utility in reasonable detail and maintain internal controls to prevent and detect potential violations of this Global ABAC Policy, Applicable Laws and Industry Codes or local Company policies or procedures. The Company will report all transactions, payments, expense for Gifts, meals, Entertainment, and items of medical utility as required by Applicable Laws and Industry Codes or local Company policies or procedures.

14. REPORTING OF VIOLATIONS

If any Executive, Employee or Contingent Worker discovers any actual or potential violation of this Global ABAC Policy, Applicable Laws and Industry Codes or local Company policies or procedures, he or she must promptly report the matter to the compliance or legal responsible function (s), or to his/ her manager, or via other mechanisms established for this purpose on a local/ regional level.

Daiichi Sankyo Group strictly prohibits retaliation against Executives, Employees and Contingent Workers who report in good faith alleged violation (s) of this Global ABAC Policy, Applicable Laws and Industry Codes or local Company policies or procedures.

15. REVISION HISTORY

Revision Number	Description of Change	Date
1.0	Initial Issue	2017/10/01
1.1	Added Revision History section and identified "Responsible Department."	2018/06/01
2.0	Changes regarding gifts and other matters based on the revisions of IFPMA Code of Practice	2019/01/01

Responsible Department: Legal Affairs Department, Daiichi Sankyo Co., Ltd.