



COMPLIANCE WITH ANTI-BRIBERY LAWS

Code: CPO-002	Effective: 12-dec-18	Version: 1.0
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1. SCOPE

This Policy applies to all PROMEDON employees worldwide.

2. POLICY STATEMENT

Each PROMEDON entity shall comply with all applicable local anti-bribery laws addressing domestic and non-domestic bribery. These include Argentina’s Corporate Criminal Responsibility statute (Law N° 27.401), Brazil’s Clean Company Act (Law N° 12.846/2013), Chile’s Corporate Criminal Liability Act (Law N° 20,393), Mexico’s General Statute of the National Anticorruption System (DOF 18-07-2016), amongst others. The Legal & Compliance Manager is responsible for ensuring compliance with this policy and may from time to time issue additional instructions and guidelines as he/she deems appropriate and necessary. Each PROMEDON entity’s board of directors is accountable for the compliance with this policy.

PROMEDON requires employees, agents, distributors, representatives, consultants, subcontractors and other third parties acting on its behalf to comply with local anti-bribery laws in jurisdictions where PROMEDON conducts business.

2.1 *Prohibited Payments*

The following list includes examples of payments that may be prohibited by most anti-corruption laws or conventions:

- Money or property passed through an agent, distributor, consultant or other third party to a foreign official or his/her representative in order to obtain business or secure an advantage, including the sale of products, the award of a public tender, or to obtain certain action on legislation, regulations or other government activity.
- Gifts to charities that are outside the Company’s overall regular pattern of charitable contributions, and are given to obtain business or secure an advantage because certain government officials may be affiliated with the charity.
- Gifts which are illegal under the applicable local law.
- Employment of consultants or agents who are also connected with a government or agency for the purpose of influencing decisions of that government or agency.
- Excessive entertainment of foreign officials or their representatives that is inconsistent with local norms, laws, or industry codes and that could be perceived as influencing the recipient.
- Facilitation payments.
- Absorbing expenses on behalf of government officials.

Participation	Developed by	Reviewed by	Approved by	Distribution
Collaborator	Axel F. Máspero	Lucas Olmedo - CVP	Marcelo Olmedo - CEO	HR Intranet
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- Providing travel to destinations with no clear legitimate purposes, including travel for family member or requested guests.
- Educational expenses for family members of government officials.
- The above examples are not exhaustive. Please seek assistance from Corporate Legal & Compliance if you have questions about interacting with government officials.

2.2 Accounting Procedures

PROMEDON follows generally accepted accounting standards. Company accounts are subject to regular audits.

No false or misleading entries may be made in PROMEDON's books or records and employees are prohibited from engaging in any arrangements that would result in such entries. No undisclosed or unrecorded funds or assets may be established. These accounting requirements apply regardless of the size or nature of a transaction.

2.3 Training

PROMEDON shall continue to implement training for all employees (and risk-based selected third parties, where appropriate) on compliance with anti-bribery laws.

2.4 Penalties

PROMEDON shall not reimburse any fines imposed upon employees, officers, directors or other representatives for violations to anti-bribery laws. In addition, their actions may be disclosed to applicable governmental enforcement agencies.

Violation of this Policy may subject an individual to disciplinary action, up to and including termination of employment.

No employee will be subject to disciplinary action for an adverse effect on our business as a result of the employee refusing, in good faith, to make a payment that they perceive to be unlawful.

2.5 Interacting with Third Parties

PROMEDON has implemented internal mechanisms to ensure that it forms business relationships with reputable and qualified partners and representatives who must comply with applicable anti-bribery laws. Risk-based due diligence procedures may be performed and certain contractual language may be included in agreements with certain third parties.

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3. RACI CHART

	Legal & Compliance	Corporate Vice-president	Employees	Country Manager/Local Human Resources Manager	Board of Directors
Creation and Updating of Policy	R	Ci			A
Communication of Policy	A	I	I	R	I
Development of Anti-bribery Training	A	I	I		I
Completion of Anti-bribery Training ¹	R		A	A	A
Compliance with Policy ²	Ci	Ci	A	A	A
Reporting violations of Policy ³	I	I	A	A	I
Investigating Reports of Violations	A	Ci	Ci	I	Ci
Granting exceptions to Policy	A	Ci	I		

¹Employees whom are identified to complete necessary training are accountable for its completion in a timely manner.

²Employees are accountable for complying the terms of the policy.

³Employees are accountable for reporting actual and suspected violations of the policy.

Legend:

R - RESPONSIBLE Person/people who are/will be responsible for implementation of the decision

A - ACCOUNTABLE Individual who has ultimate authority/responsibility to make a decision

C – CONSULTED Person/people whose input/opinion is required for the decision

C_i - CONSULTED for input

C_a- CONSULTED for agreement

I - INFORMED Person/people who need to know of the decision

4. RELATED DOCUMENTS

Corporate Code of Ethics

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THE FOLLOWING PAGES CONTAIN DOCUMENT ADMINISTRATIVE INFORMATION ONLY

REVISION HISTORY

Code – Version	Effective Date	Initials of author	Summary of change(s)
CPO-002 - 1.0	December 12 th , 2018	AFM	Initial Drafting of Corporate Policy

Author	Axel Fernando Máspero Corporate Legal and Compliance Manager
Replaces Document N/A	Responsible Unit: Corporate Legal & Compliance

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