

Document name: Medicover Anti-Bribery Policy	Document type: Group Policy	Version: 2.0
Approved by: Board of Directors of Medicover AB (publ)	Document owner: General Legal Counsel	Date of approval: 28.11.2018



Medicover Anti-Bribery Policy

Document name: Medicover Anti-Bribery Policy	Document type: Group Policy	Version: 2.0
Approved by: Board of Directors of Medicover AB (publ)	Document owner: General Legal Counsel	Date of approval: 28.11.2018



Content

1	Introduction	3
2	Purpose of this Policy	3
3	Who is covered by this Policy?	3
4	Definitions	3
5	What is bribery and what is prohibited?	3
6	Business Representatives	4
7	Entertainment and gifts (whether given or received)	4
8	Discounts, rebates, commissions and bonuses.....	5
9	Facilitation payments	5
10	Political and charitable contributions	5
11	Books and records	5
12	Risk assessment and due diligence	5
13	Mergers and acquisitions	6
14	Responsibilities	6
14.1	All general managers and HR/Legal	6
14.2	All managers	6
14.3	All employees	6
15	Consequences of violations	7
16	Duty to report	7
17	Anonymous reports	7
18	Prevention of retaliation	7
19	Anti-bribery training	7
20	Practical guidance and questions	7
	Appendix	8
	Certification	8

Document name: Medicover Anti-Bribery Policy	Document type: Group Policy	Version: 2.0
Approved by: Board of Directors of Medicover AB (publ)	Document owner: General Legal Counsel	Date of approval: 28.11.2018



1 Introduction

This Medicover Anti-Bribery Policy (this “**Policy**”) applies to all employees (as defined below) and Business Representatives (as defined below) of the Medicover group (Medicover AB (publ) and its subsidiaries) (“**Medicover**” or “**Medicover company**”). It is intended to supplement and expand the Medicover Code of Conduct (the “**Code of Conduct**”).

2 Purpose of this Policy

The purpose of this Policy is to lay down the rules to be applied at Medicover in order to prevent bribes in all activities under Medicover’s control.

3 Who is covered by this Policy?

This Policy applies to every Medicover company, and its employees (as defined below) and Business Representatives (as defined below). All employees and Business Representatives are required to abide by all applicable laws, in addition to the Code of Conduct and this Policy.

4 Definitions

When used in this Policy:

“**Business Representatives**” include agents, brokers, intermediaries, representatives, contractors, consultants, lobbyists, service providers, and any other person engaged or instructed to act for or on behalf of Medicover (a) in making sales, providing services or developing business, or (b) in dealing with any Official (defined below).

The term “**employee**” includes every person who works for or provides services to any Medicover company, under an employment contract or as contracted by Medicover on a self-employed basis or similar. The term “**employee**” also includes every member of the board of directors, management board, supervisory board and other corporate bodies of a Medicover company.

“**HR/Legal**” means, when used in relation to reporting, complaints, questions or concerns, your business unit HR/Legal head, or your division HR/Legal head or Group Legal or Group HR, primarily the one closest to you in the organisation, if you prefer.

“**Official**” means any government official or employee, political party, party official, or political candidate, or any person acting for or on behalf of any such person, in any country. An “**Official**” includes any individual who: (a) holds a legislative, regulatory, supervisory or judicial position; (b) is a director, officer, employee or otherwise acts for an entity owned or controlled by a government or an entity performing governmental functions; or (c) is an official or employee of a public international organisation.

5 What is bribery and what is prohibited?

Medicover prohibits bribery (defined below) in all forms and in all of its business dealings and relationships. Medicover is committed to conducting itself under the highest ethical standards and in compliance with all applicable laws, and would rather lose a piece of business than obtain it illegally. Based on these fundamental principles and our legal obligations, Medicover does not tolerate any form of bribery and prohibits every employee and Business Representative from giving or receiving bribes of any kind.

When used in this Policy, “**bribery**” is defined as giving, promising, offering, authorising, make available (*giving a bribe*), or – for itself or for someone else – receiving, accepting a promise of, or soliciting (*receiving a bribe*) an improper benefit in exchange for a particular decision, action, favour, benefit or advantage in the performance of employment or assignment by the recipient. An improper benefit can be something with a clear monetary value (such as cash, gifts, gift cards,

Document name: Medicover Anti-Bribery Policy	Document type: Group Policy	Version: 2.0
Approved by: Board of Directors of Medicover AB (publ)	Document owner: General Legal Counsel	Date of approval: 28.11.2018



entertainment, discounts, in-kind services) but an improper benefit can also be something with a less clear monetary value (such as sponsorships, charitable contributions and employment or internship offers), given to the recipient or to a person connected to the recipient. The improper benefit must not have any actual effect on the recipient's actions.

Trading in influence, i.e. giving, promising, offering, authorising, or make available (or receiving, accepting a promise of, or soliciting) an improper benefit for the recipient to influence another person's decision or action in exercising public authority or public procurements, is a form of bribery and is therefore prohibited.

Another form of bribery is to provide cash or other assets to any person representing a Medicover company (for example an employee or a Business Representative) in a way that (intentionally or by gross negligence) contributes to the giving of a bribe or the trading in influence (*negligent financing of bribery*), and is also prohibited.

The precise legal definition of bribery varies between jurisdictions, but these principles generally apply.

As the Code of Conduct and this Policy cannot address all local legal issues in all countries in which Medicover operates, *where a law conflicts with this Policy or the Code of Conduct, the stricter prevails.*

6 Business Representatives

Medicover engages Business Representatives to perform a variety of services. As Medicover could be held liable for the wrongdoing of its Business Representatives, they must be carefully selected, reviewed and used only for a legitimate business purpose, on arms-length commercially reasonable terms. Appropriate due diligence on a potential Business Representative sufficient to identify relevant risk factors must be conducted.

The terms of the engagement should be in writing. Do impress upon the Business Representative that Medicover has a culture of adherence to the highest ethical standards and compliance with all applicable laws, and use Medicover's Standard Anti-Bribery Clauses for Agreements with Business Representatives in the written agreement.

Those engaged to act for or on behalf of Medicover must comply with the Code of Conduct and this Policy, in addition to all applicable laws.

7 Entertainment and gifts (whether given or received)

Medicover will pay for occasional modest business entertainment expenses and gifts. Under certain circumstances, Medicover will cover the cost of travel (transportation, meals, and accommodation) for non-employees of Medicover.

Entertainment and gifts – whether given or received – should be limited to a moderate value and not exceeding any monetary limits (or equivalent) under applicable laws, for clear and legitimate business purposes, well-documented, and reasonable. Gifts may only be accepted in exceptional cases. You may consider accepting (i) gifts of modest value and not exceeding any monetary limits (or equivalent) under applicable laws, given to numerous individuals, or (ii) small token gifts, or (iii) flowers or simple gifts offered on an occasion when social custom demands it, if appropriate in light of common sense. Expenses involving Officials should be closely monitored.

Entertainment or gifts must not be *provided* with the intent that the recipient will in return enter into a specific business transaction or make a specific decision. *Receipt* of entertainment or gifts must not be accepted if there is, or could be, an expectation that in return for being entertained or receiving the gift you will agree on behalf of Medicover to enter into a specific business transaction or make another specific decision.

Document name: Medicover Anti-Bribery Policy	Document type: Group Policy	Version: 2.0
Approved by: Board of Directors of Medicover AB (publ)	Document owner: General Legal Counsel	Date of approval: 28.11.2018



For some further practical guidance, see Medicover Anti-Bribery Manual.

It is the responsibility of each Medicover local HR head to implement detailed guidelines locally.

8 Discounts, rebates, commissions and bonuses

Excessive price concessions and compensation can be, or can be used to facilitate, bribery.

Medicover offers concessions, including discounts or rebates, to customers in some cases. It is customary to offer discounts directly to customers or indirectly through a Business Representative. Similarly, Medicover may agree to pay a Business Representative a percentage-based commission, success fee, or bonus as long as not in breach of applicable laws, in return for legitimate, documented services actually provided by the Business Representative. The terms of these arrangements must be in writing (written agreements) and must be commercially reasonable, and not in breach of applicable laws.

For some practical guidance, see Medicover Anti-Bribery Manual.

9 Facilitation payments

Medicover does not pay so-called “**facilitation payments**” or “**grease payments**”. These are typically small payments made to Officials to expedite or secure performance of routine governmental action, such as obtaining routine official documents or approvals. It is not a facilitation payment, and is not prohibited, to pay legitimate documented fees to a government agency, such as permit application fees paid to a government licensing office.

If you are solicited for a suspected facilitation payment you should consult your manager or HR/Legal.

10 Political and charitable contributions

Medicover does not make political contributions. Individual participation in politics, including donations to political campaigns, political parties, party officials or political candidates, or public international organisations, must not involve the use of Medicover’s funds, time, equipment, supplies, facilities, brand or name.

Medicover supports charitable groups for legitimate purposes. Donations must be aimed to benefit society and in a manner that demonstrates corporate social responsibility. No donations shall be made with the express or implicit requirement to use or purchase any Medicover product or service.

11 Books and records

All Medicover expenses, including meals, entertainment, travel, and gifts, must be promptly and accurately documented in writing according to the accounting and financial policies and procedures applicable to the relevant Medicover company. Documentation of expenses should include the business purpose, cost, and recipient / names of persons or entities involved, and any other relevant information to accurately describe the expense, including an itemised receipt.

12 Risk assessment and due diligence

Risk assessments must be carried out on a regular basis in order to accurately identify, prioritise and prevent the risks of bribery that Medicover may face both in relation to specific countries and in relation to specific business partners (such as suppliers, distributors, intermediaries and other business partners). The risk assessments and the conclusions must be accurately and appropriately documented.

Document name: Medicover Anti-Bribery Policy	Document type: Group Policy	Version: 2.0
Approved by: Board of Directors of Medicover AB (publ)	Document owner: General Legal Counsel	Date of approval: 28.11.2018



Each manager should examine his/her area of the business and identify areas of heightened risk for violations. Common areas of risk include: business involving Officials or a regulatory process, sales to government agencies or government-owned entities. Certain countries also impose a higher risk than other countries.

In order to identify and prevent bribery risks, appropriate due diligence must be conducted on business partners. The procedures must be structured and proportionate to the risks identified. Repeated due diligence may be necessary if the relationship lasts for a long time or if there are changes in circumstances.

“Red flags” – both in existing relationships and in due diligence of new business partners – must be investigated, and necessary precautions and actions must be taken to eliminate or mitigate the risk for bribery in relation to business partners.

Business partners must be made aware of this Policy. In certain circumstances business partners must be required to adhere to this Policy and to give anti-bribery warranties.

13 Mergers and acquisitions

Anti-bribery compliance must be considered in all M&A transactions, and anti-bribery items must always be included as a scope area in the due diligence request list. Any findings in the due diligence of actual or potential bribery should be considered as red flag findings that must be investigated, and necessary precautions and actions must be taken to eliminate or mitigate the risks linked to such findings (including for example indemnities and pre closing covenants in the transaction documents).

14 Responsibilities

Managers at all levels are responsible for implementing this Policy and to inform employees of *their duties and responsibilities linked to this Policy*.

Specific responsibilities are set out below.

14.1 All general managers and HR/Legal

Each country general manager (or equivalent country manager) of the respective Medicover division is responsible for implementing this Policy.

Local HR/Legal of each Medicover division and operating business unit is responsible for implementing procedures appropriately designed to make employees aware of this Policy and applicable laws. Local HR/Legal of each Medicover division reports, in this role, to the General Legal Counsel and Group HR Director of Medicover AB (publ).

14.2 All managers

It is the responsibility of each manager within Medicover to ensure that its employees are informed, understand and adhere to this Policy.

14.3 All employees

All employees are individually responsible for reading this Policy and for compliance with this Policy and applicable laws. All known or suspected actual or potential violations of this Policy or applicable anti-bribery laws must be reported.

If you have any doubt about your responsibilities, or questions or concerns about a business practice that may violate this Policy or applicable laws, you should consult your manager or HR/Legal.

Document name: Medicover Anti-Bribery Policy	Document type: Group Policy	Version: 2.0
Approved by: Board of Directors of Medicover AB (publ)	Document owner: General Legal Counsel	Date of approval: 28.11.2018



15 Consequences of violations

Medicover has zero tolerance for violations of this Policy or applicable anti-bribery laws. Non-compliance with this Policy and/or applicable laws may have very serious consequences for Medicover and for individuals.

Severe penalties can be imposed on Medicover as well as any individual involved in violating any anti-bribery law, including imprisonment, fines and other penalties.

Any participation in a violation of this Policy or applicable laws will be grounds for disciplinary action up to and including termination of employment. An employee who violates anti-bribery or other relevant laws may also be referred to law enforcement authorities for possible criminal prosecution.

16 Duty to report

Any known or suspected actual or potential violation of this Policy or applicable anti-bribery laws must promptly be reported to your manager or HR/Legal, or through the whistleblower complaint function as detailed in the Medicover Whistleblower Policy.

17 Anonymous reports

Reports can be made anonymously through the Medicover whistleblowing function, see Medicover Whistleblower Policy. However, it normally facilitates any subsequent investigation and handling of the matter if contact details have been provided. Therefore, Medicover encourages employees to provide name and contact details when submitting a report.

18 Prevention of retaliation

Medicover prohibits retaliation (including any attempt to penalise or discriminate) against any individual who in good faith reports about or participates in an investigation of suspected misconduct, including misconduct that may violate this Policy. Any such retaliation may be subject to disciplinary action up to and including termination of employment.

19 Anti-bribery training

Group Legal shall arrange for appropriate training to employees, as needed, on this Policy and on applicable anti-bribery laws. At a minimum, the training should:

- provide sufficient knowledge of this Policy and applicable anti-bribery laws;
- raise awareness of situations in which a manager or HR/Legal, should or must be consulted and how to do so;
- emphasise that violations of this Policy or of applicable anti-bribery laws may result in disciplinary action up to and including termination of employment; and may also lead to criminal liability (imprisonment, fines and other penalties);
- be repeated as needed to remind individuals of their responsibilities and inform them of relevant developments.

20 Practical guidance and questions

For practical guidance and questions, see Medicover Anti-Bribery Manual and consult your manager or HR/Legal. Questions regarding this Policy may also be addressed via the Medicover Code of Conduct information site on the Medicover intranet.

Document name: Medicover Anti-Bribery Policy	Document type: Group Policy	Version: 2.0
Approved by: Board of Directors of Medicover AB (publ)	Document owner: General Legal Counsel	Date of approval: 28.11.2018



Appendix

Certification

By signing below, I certify that I have received and read Medicover Anti-Bribery Policy and agree to comply with it and the below statements.

- I understand that Medicover is committed to conducting itself under the highest ethical standards and in compliance with all applicable laws. I understand that Medicover would rather lose a piece of business than obtain it illegally.*
- I am not aware of any unreported actual or potential violation of Medicover Anti-Bribery Policy or of applicable anti-bribery laws.*
- I will promptly report any actual or potential violation of Medicover Anti-Bribery Policy or of applicable anti-bribery laws.*
- I have taken part or will take part in anti-bribery training that has been scheduled for me.*
- I understand that Medicover Anti-Bribery Policy can be updated, amended, suspended or rescinded at any time, and I understand that it is my sole responsibility to become familiar and to observe the revised versions of it.*
- If in a management position, I will inform my team about Medicover Anti-Bribery Policy, have them trained on Medicover Anti-Bribery Policy, and ensure that they agree to comply with it.*

I, the undersigned, agree with the above statements.

Date

Signature

Name and title

Please sign and return this certification to your local head of Human Resources.

Document name: Medicover Anti-Bribery Policy	Document type: Group Policy	Version: 2.0
Approved by: Board of Directors of Medicover AB (publ)	Document owner: General Legal Counsel	Date of approval: 28.11.2018



Version history

<i>Version</i>	<i>Date of approval</i>	<i>Author(s)</i>
1.0	30.03.2017	CFO
2.0	28.11.2018	General Legal Counsel

Document details

	<i>Role</i>	<i>Date</i>	<i>Signature</i>
Author(s)	General Legal Counsel (Jenny Brandt)	19.11.2018	

Authorisation

	<i>Role</i>	<i>Date</i>	<i>Signature</i>
Authorised by	CEO (Fredrik Rågmark)	19.11.2018	
Signed off by	Group HR Director (Liselotte Bergmark)	19.11.2018	