



# ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

## OF THE VIMIAN GROUP

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Policy holder	Group General Counsel
Other stakeholders	Group Sustainability Director, Chief People Officer
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**Version 1.2**

## 1 Introduction and Purpose

Vimian Group AB (publ) and its subsidiaries (hereinafter jointly referred to as “**Vimian**”) shall observe the highest standards of ethical and business conduct in their operations and are committed to combatting all forms of corruption. Vimian’s Executive Management Team and each of its senior officers are committed to abiding by this Anti-Bribery and Anti-Corruption Policy (hereinafter referred to as the “**Policy**”), which is based on an assessment of Vimian’s risks with regard to corrupt activities.

The purpose of the Policy is to articulate Vimian’s zero tolerance to bribery and corruption. It also provides guidance on Vimian’s standards of conduct regarding anti-bribery and anti-corruption and on what is expected of all Employees (as defined below) and together with Vimian’s Code of Conduct provides guidelines on what is acceptable behavior. This Policy supplements Vimian’s Code of Conduct.

Vimian shall conduct its activities in compliance with the applicable legal framework, such as the Swedish Penal Code. As a multinational company, Vimian shall also comply with other applicable national and extraterritorial anti-corruption laws, including the United Kingdom Bribery Act (the “**UKBA**”) and the United States’ Foreign Corrupt Practices Act (the “**FCPA**”). In addition, Vimian applies the complimentary Swedish Code of Business Conduct (Sw. Näringslivskoden). Also, Vimian will evaluate the risks inherent in doing business in various other geographies in which it operates, to ensure compliance with local laws wherever Vimian does business.

Vimian conducts business with public sector entities in Sweden, the United States, Germany, and Switzerland as well as in other countries. Any business interaction with the public sector typically increases the risks of corruption. Consequently, Vimian, and anyone acting on Vimian’s behalf, needs to pay particular attention to their conduct when taking part in such interactions.

If local laws or regulations have stricter requirements than this Policy, these supersede the requirements of the Policy. If any particular situation is not specifically covered by the Policy, the spirit of the Policy shall guide any decision-making, always adhering to the applicable legislation.

Adherence to this Policy, and other Vimian policies and Vimian’s Code of Conduct, is a priority when new business opportunities are being considered. Any decision to decline a new business opportunity as a result of this prioritization will be viewed as a conscientious action taken for the good of Vimian and its protection.

This updated Policy was approved by the Board of Directors of Vimian in September 2024 and is applicable to all Vimian’s business activities worldwide as of October 2024.

Vimian’s Executive Management embraces the anti-bribery and anti-corruption program, including this Policy, and will lead by example. There will not be an exception to this Policy associated with high rank in the Vimian organization. Managers *at all levels* are responsible for ensuring compliance with, and the understanding of, the Policy within their respective parts of the organization.

## 2 Scope and Responsibility

The Policy applies to Vimian, its employees and board members (hereinafter referred to as “**Employees**”). All employees of Vimian are individually responsible for reading, understanding and complying with the Policy. Vimian does not accept ignorance of the content of their policies as a defense for non-compliance.

This Policy also applies to Vimian's Business Partners. Vimian requires its Business Partners to ensure that they, when engaged to perform work for Vimian, undertake to, at all times, act in a manner that is in line with this Policy.

Any violations of the Policy and/or applicable laws by a Vimian Employee or Business Partner may harm Vimian's reputation and result in Vimian being subject to criminal and financial sanctions.

Any individual who commits a bribery offense may face criminal prosecution and imprisonment. Any Employee who violates applicable laws and/or the Policy may be subject to disciplinary sanctions, including dismissal.

Vimian reserves the right to terminate its relationship(s) with any Business Partner who, in their work on behalf of Vimian, violates any applicable laws or this Policy.

### **3 Definitions**

#### ***Business Partner***

Business Partner in this policy refers to consultants, distributors, agents, and Health Care Professionals acting as an intermediary between Vimian and a third party.

#### ***Conflict of Interest***

A conflict of interest occurs if a person or entity with an obligation to Vimian has a conflicting interest, duty, or commitment. Having a conflict of interest is not in itself improper, but corruption may arise where a party breaches the obligation owed to Vimian as a result of their conflicting interests.

#### ***Corruption***

Vimian defines corruption as the misuse of entrusted position for private gain. This includes actions taken for financial or other reasons, including conflicts of interest.

#### ***Health Care Professional***

Health Care Professionals (hereinafter referred to as "HCP") include members of the veterinary, pharmacy professions and any other persons who, in the course of their professional activities, make decisions on behalf of a veterinary facility or who may prescribe, recommend the purchase of, supply or administer a medical product or solution.

#### ***Hospitality***

Hospitality includes travel, accommodation, meals and pleasure, such as sports and entertainment.

#### ***Public Officials***

A public official is any official or employee of a government, an authority or a public organization (including departments or agencies thereof), or a person acting in an official governmental capacity. Also included are employees of state-run or state-owned entities, such as public universities and veterinary hospitals. For the purposes of this Policy, HCPs employed by governments or public organizations, including the

United Nations, are also considered public officials, regardless of their status in the particular country in which they operate.

## 4 Swedish Anti-Corruption Legislation

### 4.1 Undue Benefit – Bribery Offenses

An employee or a contractor who receives, accepts a promise of, or requests an undue benefit for the performance of his or her duties, may face prosecution for the criminal offense **Taking a bribe**. Similarly, the person who gives, promises or offers the benefit, may face prosecution for **Giving a bribe**.

The element 'for the performance of his or her duties' requires that there is, has been, or will be a professional connection between the parties. There is no requirement that the benefit has an actual impact on the recipient's performance of their duties; only that the benefit objectively may create a risk for such an impact.

A request for, or an offer of, an undue benefit is enough for criminal responsibility; the actual transaction does not have to be concluded.

The circumstances in each individual case are relevant for the assessment whether or not a benefit is undue. Such an assessment is normally based on the circumstances listed below:

- **Openness** – A benefit that is directed at a particular person is more likely to be deemed undue, than a benefit directed at the recipient's principal organization. Consequently, any benefits, such as invitations, should be directed at the organization, for their decision on whether to participate and, if so, what persons should attend.
- **The recipient's position** – In general, any benefits to public officials should be dealt with in a very restrictive manner. Any provision of benefits to individuals in a position to influence public power or public procurement is not allowed. The more power an individual has to influence a decision in favor of Vimian, the more limited are Vimian's possibilities of offering or providing benefits to the individual. Within the private sector, lawyers, auditors, controllers and surveyors hold particularly sensitive positions in terms of integrity.
- **The value and nature of the benefit** – There is no fix amount defining an undue benefit. Also, the relevant value is the value for the recipient – not the actual cost for the provider. Benefits of a higher financial value, as such, carry a higher risk of impacting the actions of the recipient. Benefits of insignificant financial value, such as smaller marketing items, rarely carry such a risk. The provision of cash payments, gift vouchers and other items similar to cash payments, are usually considered as improper. Similarly, any benefits including the recipient's family members, are usually considered as improper.
- **Principal's consent** – For recipients in the private sector, the consent of the recipient's principal organization often authorizes the benefit. For public officials, the principal organization cannot legally allow the receipt of a benefit. Any benefit provided and received against the expressed wishes of the principal organization is usually deemed as improper.

- **Quid Pro Quo arrangements** – Benefits that are provided on a quid pro quo basis are in principle always deemed as improper. This includes benefits provided as gratitude for previous action(s).
- **Timing** – If the benefit is offered at the time, or in close proximity, of decision-making relevant to Vimian, for example a procurement or regulatory approval exercise, any provision of a benefit would often be deemed as improper.
- **Personal relationships** – It happens that personal relations are used as an explanation for benefits being provided and received. If the relations are mainly built on professional connections between the parties, the benefit may still be considered as improper.

## 4.2 Trading in Influence

The offense Trading in Influence has similarities with taking and giving a bribe. However, this offense deals with the situation where a person offers, or provides, an undue benefit to a recipient, to make the recipient influence someone else's decision in public procurement or in the exercise of public power.

An example of trading in influence is when an acquaintance of a person in a position of public power receives an undue benefit in order to influence a decision of the person in a position of public power.

## 4.3 Negligent Financing of Bribery

This offense concerns a situation where a business representative provides funds to for example a consultant, representing the company in a particular matter, and the consultant uses the funds to finance a bribe. If the business representative has not carried out the appropriate controls of the use of the funds, and is deemed to have been grossly negligent, he or she may face criminal charges for negligent financing of bribery.

Circumstances that require a higher level of controls are, for example, that the consultant in the example above, has regular contacts with public officials or is active in a country with a high risk of corruption.

## 5. US Foreign Corrupt Practices Act and other US law

A significant part of Vimian's business is subject to the FCPA. Under the FCPA, Vimian and its Employees and Business Partners must not make corrupt payments to non-US officials or public international organizations to obtain or retain business, or payments made to secure any improper advantage. The FCPA exclusively applies to payments made to influence a non-US official to help obtain or retain business. Favorable tax treatment, the reduction of customs duties, protection from competitors, and circumvention of the requirement of a license or permit all fall within the scope of the law. "Corrupt," in the context of the law, means an intent or desire to wrongfully influence the recipient. Because bribes can take many forms, the FCPA covers more than cash payments; "anything of value" is within the law's scope. Even charitable contributions made under false pretenses can constitute a bribe. Bribes made to third parties are prohibited when it is known they will be passed on to non-US officials.

## 6 Anti-Corruption Requirements

### 6.1 Interaction with Public Officials

Vimian does not distinguish between public officials and employees of private sector organizations as far as bribery is concerned. However, it is important to recognize that public officials are often subject to rules and restrictions that do not apply to persons who operate in the private sector.

As such, any interaction with public officials – and particularly in relation to procurement, purchasing, permits and similar exercise of public power – requires particular attention by Vimian, its Employees and Business Partners. Any interaction with public officials must be in strict compliance with the laws, rules and regulations to which such officials are subject, as well as with this Policy.

Gifts of cash to public officials are prohibited.

## **6.2 Research**

HCPs may serve as consultants for Vimian, providing valuable consulting services, including research, product development, training, presentations, product collaboration and other services. It is important that research arrangements meet the following requirements:

- Must be entered into only where a legitimate need for services is identified in advance and documented in a contract, describing all services to be provided;
- The selection of a consultant for a research arrangement must be made on the basis of the consultant's qualifications and expertise to meet the defined need; and
- Compensation paid to a consultant for research arrangements must be based on a fair and reasonable pricing for the services provided.

## **6.3 Gifts and Hospitality**

Exchanging gifts and hospitality can create goodwill and establish trust in business relationships with counterparties and business parties. It is important however, that gifts and hospitality meet the following requirements:

- Must be modest, reasonable and infrequent as far as any individual recipient is concerned;
- Must not be given or received with the intent or prospect of influencing the recipient's decisions making or other conduct;
- Must constitute a normal business courtesy;
- Must never be offered in cash or cash equivalents, such as gift vouchers;
- Must comply with any applicable laws, including those which may apply to relevant public officials;
- Must not be offered to any public official who has the power to decide on procurement, purchasing, issuance of permits or other similar exercise of public power;

- Any gifts, hospitality or event directed at public officials, by, or on behalf, of Vimian must be directed to the organization and not to specific individuals. Such gifts, hospitality or events require prior approval of the Vimian General Counsel;
- Concerning meals and entertainment for third parties: they should be reasonable in amount, only offered in connection with demonstration or promotion of Vimian's goods and services, always lawful and proportionate to the business portion of the event, and never given with the intent to gain favor or benefit or to influence a decision or under circumstances that may objectively create a risk for such an impact. Inclusion of spouses, and relatives shall be avoided unless approved by the Vimian General Counsel; and
- Concerning travel expenses of third parties: they should be treated very similarly to how meals and entertainment are treated above. Per diem payments and inclusion of spouses, and relatives shall be avoided unless approved by the Vimian General Counsel.

#### **6.4 Business Partners**

The use of Business Partners is part of Vimian's business model and the relationship with them is essential to the business. Vimian requires their Business Partners to abide by ethical standards in line with those of Vimian and to comply with all applicable laws. Appropriate due diligence must be undertaken before any engagement with Business Partners. The level of due diligence is risk-based and will vary depending on the circumstances.

Vimian will only engage with Business Partners if:

- There is a legitimate need for the services, or the goods provided by the Business Partner;
- The services and goods of the Business Partner are priced at no more than market value;
- There is documentation, showing the agreed terms and the services or goods that are being provided;
- The engagement is not used to secure any improper business advantage for Vimian; and
- The engagement is not used to create any incentive or reward for purchasing Vimian's products or services.

Business Partners must be engaged through a fair and formal process that includes, where appropriate, written anti-corruption requirements. All procurement activities and transactions must be properly documented and undertaken in a manner consistent with applicable anti-bribery laws and Vimian's policies.

Prior to engaging new Business Partners, and on a regular basis during the business relationship, Vimian will examine the integrity of its Business Partners.

A precondition for Vimian entering into agreements with a Business Partner is that the Business Partner, as a minimum, agrees to the following terms and conditions:

- Always act in a manner that is in line with the Policy when representing, performing services for, or otherwise acting on behalf of Vimian;
- Enabling an authorized representative of Vimian to perform audits in order to verify such compliance;
- Participate in any training activities organized by Vimian in relation to the Policy; and
- Entitling Vimian to terminate the agreement in the event of any misconduct by the Business Partner.

Vimian generally requires that their Business Partners confirm in writing that they are fully compliant with any applicable anti-corruption laws as well as with the requirements of this Policy.

## **6.5 Facilitation Payments**

Facilitation payments are unofficial payments, of cash or anything of value, to a public official for the purpose of enabling or speeding up a process that is their duty to perform, such as issuing permits, licenses, or other official documents or processing governmental papers.

Vimian strictly prohibits facilitation payments, except those that are necessary to avoid risk to life, limb or liberty. An emergency payment to avoid risk of life, limb or liberty must be reported to the Vimian General Counsel as soon as it is safe to do so.

## **6.6 Grants and Donations**

Grants and donations are benefits given by Vimian in the form of money or in-kind contributions, e.g. the supply of a Vimian product for free or at reduced price. Whilst grants are given for a specific purpose, such as research, donations address humanitarian needs, including emergency and natural disaster situations.

Vimian may provide grants and make donations for legitimate purposes, including funding research and supporting charitable projects. It is important that grants and donations are only given if Vimian does not receive, and is not perceived to receive, any consideration in return.

Any provision of grants or donations requires prior approval of the Vimian General Counsel.

## **6.7 Sponsorships**

Vimian may sponsor different types of events for business promotional purposes. Before entering into a sponsorship agreement, appropriate due diligence must be undertaken assessing the reputation, competence and capacity of the potential partner organization. It is important that all sponsorship agreements meet the following requirements:

- Must not permit a sponsorship as a way of concealing a bribe;
- Must never be used as a substitute for political contributions;
- Must be provided to and through trustworthy organizations; and



- Must comply with local laws and regulations.

## **6.8 Political Contributions**

Vimian does not permit that any of its funds or resources are used to contribute, directly or indirectly, to any political party, political candidate or political campaign.

## **6.9 Procurement**

At any procurement with a value above 20,000 Euro of suppliers, products or services, as a main rule, three written supplier quotations need to be requested. For re-occurring procurement of the same supplier, product or service, three written supplier quotations need to be requested at least every three years. Exceptions may be made due to urgency or if any specific circumstances apply. Such exceptions need to be documented and approved by CEO or CFO for the relevant segment (eg Nextmune, Movora, Indical Bioscience and VetFamily), CEO or CFO of Vimian or General Counsel of Vimian.

Procurement and contracting decisions must always be based on the best value expected, considering Vimian's business requirements and interests, taking into account the merits of price, quality, performance, competence and suitability.

No employee or Business Partner acting on Vimian's behalf may solicit or accept any financial or other advantage as an inducement or reward for any improper performance of duties related to procurement or contracting decisions.

## **6.10 Public Officials and HCPs as business partners**

Vimian does not distinguish between public officials and employees of private sector organizations as far as bribery is concerned. However, it is important to recognize that public officials are often subject to rules and restrictions that do not apply to persons who operate in the private sector. Any relationship with public officials must be in strict compliance with the rules and regulations to which those officials are subject.

In certain jurisdictions, any HCP, government organization, government employee, or any other person acting in an official governmental capacity, who is engaged by Vimian or acts on Vimian's behalf, must publicly declare their relationship with Vimian. In such situations, Vimian will abide by all applicable disclosure requirements.

## **6.11 Acquisitions and Mergers**

When undertaking any acquisition or merger, Vimian must ensure that the due diligence process carried out seeks to establish whether the target company, or its representatives, present any current or future risks to Vimian in relation to anti-corruption.

## **6.12 Human Resources**

The human resource processes shall mitigate corruption risks and any possible risks for conflict of interests in the recruiting process, as well as in the process of defining compensation and bonuses. The following must be considered in the recruiting process:

- Compliance with local laws and regulations;

- Fair and transparent procedures;
- Compliance with local policies and guidance in relation to employee background check prior to offering employment to any individual; and
- Compliance with local policies in relation to defining compensation and bonuses.

## **7 Accurate Records**

It is Vimian's policy to keep books and records that accurately and fairly reflect Vimian's transactions in reasonable detail. In order to ensure an accurate recording of their business transactions, Vimian will maintain appropriate internal controls to prevent and detect potential violations of Vimian's policies and/or of applicable laws.

No false and inaccurate entries may be made in the books and records for any reason, and all payments and transactions, regardless of value, must be recorded accurately. Any records provided by Business Partners to Vimian must be accurate and include reasonable details.

Any invoices from suppliers must, as a main rule, include a specification of the goods and services delivered and, where relevant, be supported by receipts or similar documentation.

Any invoices from Business Partners, who provide sales, marketing or similar services to Vimian, may be paid only if the invoice specifications and supporting documents provide enough information for Vimian to exclude that any part of the invoiced amount finances potential undue benefits to any third party.

Payment of invoices will be carried out in accordance with Vimian's internal payment procedures. Before any payment is made, it should be verified that the invoice amount corresponds with the agreed price or rate. Payment may only be made to the contracted party.

Vimian's Business Partners shall retain, for a minimum period of five (5) years, complete and accurate records of all costs incurred for their work for, or on behalf of, Vimian.

Payment in cash or to a bank account at a bank in any country other than where the Business Partner conducts its operations or is registered, will only be made if there are specific commercial and legitimate grounds for doing so. Such payments require the prior approval of Vimian's CFO.

## **8 Training**

Vimian shall frequently conduct trainings on this Policy to ensure compliance. At the request of Vimian, all Employees and Business Partners shall participate in appropriate training relating to the Policy. Any such training is mandatory.

Records of any completed training sessions shall be maintained.

## **9 Advisory Function and the Reporting of Violations**

All Employees are strongly encouraged to seek guidance from their line manager or the Vimian General Counsel in relation to the content and/or interpretation of the Policy.

Any Employee who knows of any actual or potential violations of applicable laws or the Policy, shall immediately report this to their line manager or the Vimian General Counsel at [Legal@Vimian.com](mailto:Legal@Vimian.com) or the Employee prefers to stay anonymous, the Employee can use the following reporting line <https://vimiangroup.whistlelink.com/>. A reporter may remain anonymous. Any such report, no matter whether it is anonymous or not, will be assessed and investigated by the General Counsel of Vimian, or by anyone to whom the General Counsel delegates the task.

Vimian will protect Employees and Business Partners, who, in good faith, report such violations. Any type of threats or retaliation against a reporting Employee or Business Partner is strictly prohibited, also when the allegation, following an investigation, is found unsubstantiated. Such protection will not be granted if the report was made in bad faith or if the reporting itself may constitute a criminal offense.

## **10 Implementation and Maintenance**

The Vimian Board of Directors has the overall responsibility for the implementation, compliance with and review of the Policy. The Policy shall be reviewed by Vimian's Board of Directors on a regular basis, or as required by changing circumstances. The Vimian Board of Directors delegates the day-to-day handling of the Policy and the compliance with the Policy to Vimian's General Counsel.

Vimian's General Counsel is responsible for issuing instructions regarding its implementation. This responsibility may be delegated to another appropriate employee of Vimian Group AB.

This Policy and its implementation shall be regularly audited to confirm compliance given changes in law or expansion in geography of the business of the Vimian-group.

In the case an incident is detected, the investigation and follow-up process follows the process outlined in [Vimian's whistleblowing policy](#).

## **11. Contact**

In the event of any questions on this Policy or any concerns related to the Policy, please reach out to Vimian's General Counsel at [Legal@Vimian.com](mailto:Legal@Vimian.com) or if you prefer to stay anonymous, please use the following reporting line <https://vimiangroup.whistlelink.com/>

## **12. Revisions**

2022-November: The policy was prepared by Vimian's General Counsel and adopted by the Board of Directors.

2024-September: The policy was updated by Vimian's Sustainability Director and General Counsel and adopted by the Board of Directors.