



Africa Health Holdings Limited

ANTI-BRIBERY AND CORRUPTION POLICY

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“Africa Health Holdings Limited (“AHH”)¹ takes a zero-tolerance approach to any and all forms of bribery and corruption. AHH is absolutely committed to conducting our business in an honest and ethical manner. Our representatives (including, but not limited to board members, officers, employees, interns, agents, partners, affiliates, consultants, independent contractors, volunteers and any person connected to AHH in any capacity) fully understand, agree to and accept the terms provided in this policy.”

Sincerely,

Erharuyi Idemudia
GC

¹ In this Agreement, Africa Health Holdings Limited or AHH shall also mean and cover Africa Health Management LLC, Africa Health Management Ghana Limited, CarePoint Management Limited and any entity that is an affiliate or subsidiary or asset owned by Africa Health Holdings Limited or AHH or Africa Health Management Ghana Limited, CarePoint Management Limited.

CONTENT

1. Policy Purpose.....	4
2. Policy Summary.....	4
3. To Whom does this Policy Apply.....	4
4. Policy Details	4
4.1. Prohibition on Bribery	5
4.2. Facilitation Payments	5
4.3. Prior Approval from the Legal Department	5
4.4. Reporting Bribery/Corruption	6
4.5. Limited Exceptions	6
4.6. Third Parties	8
4.7. Record Keeping and Reporting Requirements.....	8
5. Training	9
6. Key Terms and Definitions	9
7. Certification	10

1. POLICY PURPOSE

- 1.1.** To set out AHH's and its representatives' responsibilities in observing and upholding AHH's position on bribery and corruption; and
- 1.2.** To provide information and guidance to AHH representatives on how to recognize and deal with bribery and corruption.

2. POLICY SUMMARY

The nature of AHH's business may require the company's representatives to interact with government officials. This Policy establishes limits on those interactions, particularly where an AHH representative might be providing something of value to a government official.

This Policy is intended to provide a level of awareness about anti-bribery and corruption laws across the world. It shall assist our representatives to avoid inadvertent violations and to quickly recognize potential issues, and address the issues appropriately.

A violation of an anti-bribery and corruption law can lead to severe civil and criminal penalties. Thus, it is imperative that all AHH representatives understand and fully comply with this Policy.

3. TO WHOM DOES AHH'S ANTI-BRIBERY AND CORRUPTION POLICY APPLY

This Policy applies to all persons representing AHH's interests in any capacity, including, but not limited to: officers, directors, agents, managers, employees (whether permanent, fixed-terms or temporary), interns, independent contractors, affiliates, partners, consultants, seconded staff, or any other person associated with AHH, wherever said persons may be located (collectively referred to as "representatives" in this Policy).

4. POLICY DETAILS

AHH is committed to operating with integrity. This means avoiding all manners of corruption. Our representatives shall abide by all applicable anti-bribery and corruption laws enacted in every country, in which AHH conducts business.

While most anti-bribery and corruption laws prohibit the bribery of government officials, it is important to recognize that an anti-bribery law may also prohibit bribery in the private sector.

This Policy provides compliance requirements to prevent improper payments and to ensure accurate reporting of permissible payments under all applicable anti-bribery laws. Since AHH operates across several countries around the world, it is necessary to remain equally attentive to compliance with all applicable laws, including the federal, state and local laws of each country where AHH operates.

4.1. *Prohibition Against Bribery*

Anti-bribery and Corruption Laws are enacted to prohibit companies and their representatives from giving, promising, offering, or authorizing the payment of anything of value² to any government official, in order to obtain or keep business or to secure some other improper advantage.³ Prohibited payments include, but are not limited to payment designed to:

- 4.1.1. Induce the recipient to award a contract to AHH;
- 4.1.2. Obtain advantageous tax or customs treatment that would not otherwise be available to AHH;
- 4.1.3. Circumvent or cause non-enforcement of laws/regulations applicable to AHH.

4.2. *Facilitation Payments*

Facilitation payments are made for the purpose of expediting or facilitating the performance of a public official for a routine government action. These forms of payments are strictly prohibited.

Although there is a narrow exception to the Facilitation Payment's rule under the anti-bribery and corruption law in the United States (FCPA), such payments are prohibited under the laws of many other countries. Therefore, in order to ensure compliance with all applicable anti-bribery and corruption laws, AHH prohibits **all** facilitation payments.

4.3. *Prior Approval From AHH's Legal Department*

This Policy requires AHH representatives to obtain approval from AHH's Legal Department ("Legal") before providing anything of value to a government official.

There are two exceptions to this general rule:

- 4.3.1. Payments are permissible without prior approval from Legal when an employee's safety is at issue. Representatives of AHH should make whatever payment is necessary to protect their personal safety, and then, as soon as reasonable, report the nature of the incident and related payment to Legal and their immediate supervisor;

² The prohibition on bribery applies to the giving of anything of value, not only money. This includes providing business opportunities, favorable contracts, stock options, gifts and entertainment. Such payments are barred even if:

- (a) The benefit is for someone other than the party making the payment;
- (b) The business sought is not with the government;
- (c) The payment does not in fact influence the government official's conduct;
- (d) The government official initially suggested the payment.

³ Do not forget that in some countries, anti-bribery and corruption laws also prohibit the bribery of officials in private sector (commercial);

- 4.3.2.** In limited cases, Legal may elect to issue a “blanket approval” for certain routine, recurring interactions with government officials.

Although this Policy is intended to provide guidance, anti-bribery matters are not always clear and must often be addressed on a case-by-case basis. In all situations where there is a question, consult Legal prior to taking any action on behalf of AHH.

4.4. *Reporting Bribery and/or Corruption*

- 4.4.1.** How to raise a concern: AHH’s representatives are encouraged to raise concerns about any issue or suspicion of bribery and/or corruption at the earliest possible stage. If a representative is unsure whether a particular act constitutes bribery, or if you have any other queries or concerns, contact Legal.
- 4.4.2.** Protection of AHH Representatives: AHH representatives who refuse to accept or offer a bribe, or those who raise concerns or report another’s wrongdoing, are sometimes worried about possible repercussions. AHH aims to encourage openness and will support any representative who raises genuine concerns in good faith under this Policy, even if they turn out to be mistaken. AHH is committed to ensuring no one suffers any detrimental treatment as a result of refusing to take part in bribery or corruption, or because of reporting in good faith their suspicion that an actual or potential bribery or other corruption offence has taken place, or may take place in the future. If you feel that you have suffered any detrimental treatment (including dismissal, disciplinary action, threats or other unfavorable treatment connected with raising a concern), you should inform Legal immediately. Your matter will be treated in the highest confidence.

4.5. *Limited Exceptions*

- 4.5.1.** Gift, Meals and Entertainment: It is not always easy to identify whether providing gifts, meals or any other form of entertainment/hospitality will be considered a bribe. Under certain circumstances, it may be permissible to provide modest gifts or a meal or other entertainment to a government official as a social amenity. General gifts, meals and entertainment are permissible, provided that:
- 4.5.1.1.** There is absolutely no expectation that the gift, meal or entertainment is given in exchange for any return favor or business advantage from the government;
- 4.5.1.2.** The gift, meal or entertainment is infrequent, reasonable, and proportionate in amount under the circumstances; and
- 4.5.1.3.** Legal is consulted regarding the acceptability of the offering under the anti-bribery law of the jurisdiction, in which the gift, meal or entertainment is offered.

When deciding whether a gift, meal or entertainment is appropriate, AHH representatives must also take into account any past, pending or future business or administrative matters that are within the recipient’s realm of influence. The timing and context surrounding such gifting, meals or entertainment must be

weighed in order to assess whether any particular act could objectively be perceived to be a bribe.

4.5.2. Donations: It is sometimes permissible to make donations directly to a government agency (rather than to a government official) as part of a charitable effort or to promote goodwill through such actions as providing free product to a government agency or government-sponsored celebration. Donations made to government agencies are permissible, provided that:

4.5.2.1. Legal has been consulted regarding acceptability under the law of the jurisdiction in which the donation is to be made;

4.5.2.2. There is no expectation that the donation is given in exchange for any return favor or business advantage from the government/agency to which the donation is to be made;

4.5.2.3. The donation is not made directly to an individual, and there is no indication that the donation will be redirected to an official's personal use; and

4.5.2.4. The donation is infrequent and reasonable in amount under the circumstances.

Donations to private charities should not be made in the name of a government official, as a donation to an official's favorite charity could be considered a bribe.

4.5.3. Promoting, Demonstrating or Explaining Products: in some circumstances, payments made to or on behalf of government officials for "reasonable and bona fide" expenses such as travel or lodging directly related to product demonstrations or tours of AHH (or related) facilities may be appropriate and permissible. However, in all cases, prior approval from Legal must be obtained prior to providing anything of value to a government official.

4.5.4. Hiring or Engaging Government Officials: AHH may hire or engage government officials to perform services that have a **legitimate business purpose**, provided that:

4.5.4.1. Prior approval is sought and obtained from Legal;

4.5.4.2. The official(s) hired are not engaged to perform services that conflict with their official duties; and

4.5.4.3. There is no expectation that the hiring is in exchange for any return favor or business advantage from the government.

No offers of employment may be extended to any government official without prior approval of Legal

4.5.5. Political Contributions: Under no circumstances shall any person or group or establishment make any political contribution on behalf of (or as a representative of) AHH. Any representative who wishes to make any political contribution in her/his capacity as representative of AHH must contact Legal, prior to making the political contribution.

4.6. *Third Parties*

Anti-bribery and corruption laws also prohibit corrupt payments made indirectly through an agent or other intermediary acting for or on behalf of AHH.

4.6.1. In some jurisdictions (like the United States), if it is determined that AHH or its representatives “have reason to know” or “should have known” that an agent will bribe a government official, AHH and the representative whom provided the bribe to the agent will be held to have violated the anti-bribery and corruption law;

4.6.2. In some jurisdictions (like the United Kingdom), a company can be held criminally liable for bribes paid on its behalf by a third party anywhere in the world – even if the company had **no knowledge** of the bribe;

4.6.3. Due Diligence: AHH representatives must inform Legal once they have identified a third party who will have substantive interaction with government officials on AHH’s behalf. The third party shall then undergo AHH’s due diligence process. The aforementioned process is necessary to thoroughly assess the third party’s background and reputation, as well as determine that:

4.6.3.1. The third party is not a government official or a company in which a government official has an interest; and

4.6.3.2. The third party will become familiar with AHH’s high standards of conduct and certify that she/he/it will not engage in any improper practices that could expose AHH to liability or are otherwise inconsistent with AHH’s business practices

4.6.4. Contract Language: All third party relationships that may involve contact with government officials must be reduced to a written contract that includes appropriate language regarding compliance with all anti-bribery and corruption laws. Legal should assist in drafting and reviewing **all** third party agreements.

4.7. Recordkeeping and Reporting Requirements:

All representatives of AHH must:

4.8. Keep accurate record of all transactions conducted on behalf of AHH;

4.9. Never agree to requests for false invoices or for payment of expenses that are unusual, excessive, inadequately described, or otherwise raise questions under this Policy;

4.10. Never make any payments to anonymous accounts that are in the name of neither the payee nor an entity known to be controlled by the payee; and

4.11. All AHH representatives who conduct business with government official(s) on behalf of AHH must provide a quarterly report of all government payments and other benefits given directly to government officials to Legal; In addition, all AHH representatives must also certify that they are not aware of anything of value given to any government official that has not been approved by Legal.

5. TRAINING

Legal recommends that all AHH representatives who conduct business on behalf of AHH that concerns governments or government officials complete an anti-bribery training. For more information, contact Legal.

6. KEY TERMS AND DEFINITIONS

6.1. *Bribe*: Giving or offering to give anything of value to a government official to influence a discretionary decision. Local law may impose a broader definition in some jurisdictions. All forms of bribes are prohibited under this Policy;

6.2. *Facilitating Payment*: Small payments paid to government officials to expedite or facilitate non-discretionary actions or services, such as obtaining license or business permit, processing government papers such as visas, providing police protection, providing telephone, power or water serve, or loading or unloading of cargo. All facilitating (or expediting) payments are prohibited under this Policy;

6.3. *Government Official*: For the purpose of this Policy, “government official” is broadly defined to include the following:

6.3.1. Any officer or employee of any government entity, department, or agency;

6.3.2. Any employee of a government-owned business, school, hospital, or other entity;

6.3.3. Any political party or official representing any political party;

6.3.4. Any candidate for political office;

6.3.5. A public international organization or any department or agency affiliated with a public international organization (e.g., the United Nations, Olympic Organization Committee, FIFA Committee, World Bank);

6.3.6. Any person acting in an official capacity on behalf of a government entity.

Please, be aware that employees of state-owned or state-controlled commercial enterprises generally are considered to be government officials under anti-bribery and corruption laws and this Policy.

Note that each country in which AHH operates has the right to define the term “government official” broader than this Policy has defined the term. In addition, it is important to keep in mind that even persons who are not deemed to be “government officials” under local

corruption laws may still be considered government officials under federal statutes. Consequently, if a AHH representative is in doubt as to the definition of the term, “government official,” or who can be deemed a “government official,” the AHH representatives is encouraged to consult Legal.

7. CERTIFICATION:

I, _____, _____, certify that I have read, understood and will comply fully with this Policy. I agree that as a representative of AHH, I shall not give or receive bribes of any kind. I shall be open about all gifts and hospitality given or received and I shall disclose said gifts and hospitality to Legal, in advance (where it is possible to do so, as soon as possible afterwards). In addition, I agree that I shall not partake in the giving or receiving of facilitation payments of any kind. I also agree that it is my duty to promptly notify Legal if I believe or suspect that a conflict with this Policy has occurred, or may occur in the future; or if I am aware that a representative of AHH has violated this Policy.

Finally, I understand that if I breach any part of this Policy, I may face disciplinary action, which could result in dismissal or termination of contractual relationship with AHH. I further understand and accept that if my actions on behalf of AHH contradict this Policy, I shall bear complete responsibility and agree to indemnify AHH if the company is fined as a consequence of my actions.
