



## Anti-Bribery and Anti-Corruption Policy

### 1. Purpose

Kaléo is committed to operating ethically in conducting business with third parties. Everyone at Kaléo, as well as our business partners, has a role to play to ensure we always comply with applicable anti-bribery and anti-corruption (“ABAC”) laws, including preventing any instances of bribery or corruption and reporting any concern or suspicion. This policy explains the relevant principles and rules related to ABAC compliance. It also establishes our intentions and obligations to act honestly and ethically in all our business dealings.

### 2. Scope

This policy applies to all full-time, part-time and contract Kaléo employees (collectively “Employees”). Although third parties are not bound by every aspect of this policy, third parties are obligated to follow the relevant laws, regulations, and industry standards (e.g., PhRMA, Innovative Medicines Canada). Kaléo is committed to engaging business partners who embrace and exhibit standards of ethical behavior that are consistent with ours.

At Kaleo, the use of “Partner” in this document and in our Partner Code of Conduct is not limited to the legal definition of a contractual partnership. We consider all suppliers, vendors and third parties we work with to be “Partners” who help us bring value to patients and caregivers.

### 3. General Responsibilities

- 3.1 **Compliance.** Employees are required to comply with this policy.
- 3.2 **Certification of Understanding and Training.** Employees are required to read and certify their understanding of this policy before engaging in activities that are subject to the policy’s requirements. Employees are required to certify their understanding of the policy when changes or updates are made and/or as determined necessary by the Integrity & Compliance (“I&C”) department.
- 3.3 **Management Oversight.** Each Department or Functional Leader is responsible for ensuring that their respective Employees are aware of their obligations under this policy. Likewise, each employee who leads and manages another Employee, a consultant, contract worker, temporary worker or third-party vendor, is responsible for ensuring compliance with the requirements of this policy.
- 3.4 **Maintenance.** The I&C reviews this policy annually, or more frequently as required. As a result, modifications to this policy may be needed to accommodate changes in business and legal requirements.

### 4. Policy

Kaléo complies with all applicable ABAC laws and regulations. We will compete lawfully and ethically in the marketplace and expect our Employees to conduct all aspects of Kaléo’s business with integrity and in compliance with this policy. This policy reinforces that we have no tolerance for bribery or corruption and that we are committed to maintaining accurate records of our business dealings.

## 5. Definitions.

- 5.1 **Government Official:** Any person acting in an official capacity on behalf of a non-US government, including government-owned or -operated businesses such as hospitals. It also includes political parties, candidates for political office, and representatives of parties or candidates.
- Note: This definition reflects the US legal standard informing our requirements: The US Foreign Corrupt Practices Act.*
- 5.2 **Bribery:** Offering or receiving something of value to encourage to act or reward a person for having acted in an unfair, improper or illegal manner. Anything of value includes, but is not limited to, cash, cash equivalents, gift, meals, entertainment, travel, charitable contributions.
- 5.3 **Corruption:** Dishonest or fraudulent conduct by those in power, typically involving bribery.
- 5.4 **Facilitation Payments:** Payments used to persuade governmental officials to perform their administrative non-discretionary functions (e.g., processing routine paperwork, visas, applications, or the clearance of customs), which are often referred to as “facilitating”, “expediting”, or “grease” payments.

## 6. Principles and Rules

- 6.1 **General Policy Requirements.** Employees are required to understand and comply with this policy and other Kaléo guidelines related to ABAC, as well as all applicable ABAC laws and regulations, including the U.S. Foreign Corrupt Practices Act (“FCPA”) and the Canadian Corruption of Foreign Public Officials Act (“CFPOA”). Key Kaléo requirements informed by our commitment to business integrity and following applicable laws:
- 6.1.1 We do not directly or indirectly, through a third party or otherwise, offer, promise, authorize, or give anything for an improper advantage.
  - 6.1.2 We do not directly or indirectly, through a third party or otherwise, solicit, request, or accept anything of value intended to improperly influence our responsibilities or for personal gain.
  - 6.1.3 We maintain accurate books and records, consistent with all Kaléo accounting requirements and standards.
  - 6.1.4 We do not use Kaléo funds or assets for any unlawful, improper, or unethical purpose.
  - 6.1.5 We do not perform any activities that might violate or give an appearance to violate Kaléo policies and guidelines, laws, and regulations.
  - 6.1.6 We are mindful of and report to management, the Legal Department, or the I&C any “red flags” where an activity or transaction may not appear to be legitimate.
  - 6.1.7 We ensure all agreements are approved and signed prior to any contracted work being performed.
  - 6.1.8 We ensure all records (e.g., documents, emails, system inputs) reasonably, accurately, and completely reflect the transactions in which Kaléo enters and the disposition of Kaléo assets.
  - 6.1.9 We perform third party due diligence in accordance with identified risks, this policy and other Kaléo requirements.

- 6.1.10 We conduct business in compliance with all applicable laws (e.g., US FCPA, UK Bribery Act), including the laws of all countries in which Kaléo carries out its business.
- 6.1.11 Contact the Legal Department, Chief Compliance Officer, and/or the I&C Helpline if you are in doubt about the appropriateness of any proposed conduct, whether a third party is acting in compliance with this policy, or any other issue.
- 6.2 **Our Interactions with Government Officials.** We comply with the US FCPA and other countries' ABAC laws that inform Kaléo bribery and corruption requirements. As confirmed in the definition, we interpret the term "government official" broadly to include any employee of a government outside the US. It's a broad definition to include any of the following: candidate for public office, political party, party official, member of a military, customs official, any officer or employee of a public international organization, any officer or employee of state-owned or -controlled entities, or any person acting for or on behalf of any of the above persons or entities. Importantly for Kaléo, healthcare professionals outside the United States typically work for a government owned entity and by definition, are government officials.
- 6.2.1 **Internal Controls and Accounting Records.** We are committed to behaving lawfully and keeping books and records that accurately and completely reflect the resulting transactions. We also maintain internal controls that prevent and detect violations of policies, laws, and regulations. As such, Employees do not create false, incomplete, or artificial transactions in our books and records for any reason. Also, we hold our contracted third parties accountable for maintaining accurate records that include reasonable detail.
- 6.3 **Engaging Third Parties Requires Due Diligence.** Kaléo engages third parties to assist it in carrying out our business lawfully. Those third parties may include, but are not limited to, distributors, marketing agencies, travel agencies, meeting organizers, functional service providers, supply chain providers, customs brokers, law firms, and other business Partners. Although there are legal distinctions between Kaléo and our third parties, enforcement agencies in the United States and abroad have held companies accountable for the acts of their third parties. As such, we must take steps to help ensure our third parties do not violate the requirements of this policy.
- For contracted third parties outside the US and high-risk third parties within the US, Kaléo conducts appropriate due diligence in advance of the engagement. Any compensation to the third party is appropriate and in return for legitimate services or goods. As articulated under the General Policy Requirements, Employees are prohibited from using third parties to offer, promise, authorize, or give anything of value to another for improper purposes. Guidance is obtained from the Legal Department, Chief Compliance Officer, and/or through the I&C Helpline for any questions about our current or planned third-party engagements.
- 6.4 **Facilitating Payments are Prohibited.** At times, government officials may request facilitation payments. While in some cultures, these types of payments may be accepted as a "cost of doing business", they are illegal in almost every country in which we operate and do not align with our values. As such, Kaléo prohibits Employees from paying facilitating payments, either directly or through third parties. Employees promptly report all requests or demands for facilitating or expediting payments to the Legal Department and Chief Compliance Officer.

- 6.5 **Fees for Product Promotion.** We permit legitimate and necessary fees to be paid for promoting, demonstrating, or explaining our products or services, or executing or carrying out a contract. We prohibit the payment of fees for any purpose where the payment is intended to secure an improper advantage or improperly influence anyone's decision-making. Additional Kaléo requirements may also inform fee-for-service arrangements.

## 7. Document Retention

All records created relating to this policy are subject to applicable Kaléo document retention policies, procedures, standards, work instructions, training, and document hold orders.

## 8. Reporting and Discipline

- 8.1 **Questions/Assistance.** If you have any questions about how to comply with Kaléo policies or SOPs, applicable industry standards, laws or regulations, or training, employees are required to discuss with legal or Kaléo's Office of Integrity & Compliance.
- 8.2 **Reporting.** If you are aware of a situation that you believe may represent a violation of a Kaléo requirement (e.g., policy, SOP, law, regulation, business rule) or is otherwise unethical, contact Kaléo's Office of Integrity & Compliance by calling the I&C Helpline (24/7) at (877) 338-3039. Calls to the I&C Helpline may be made anonymously.
- 8.3 **Corrective Action & Discipline.** When violations of Kaléo requirements occur, an investigation or inquiry occurs to determine the root cause(s) of the violation(s). Corrective actions are taken to address the root cause and prevent future occurrences. If Kaléo determines that an employee(s) is(are) responsible for violations, appropriate disciplinary measures and remedial action will be taken up to and including termination.
- 8.3.1 Kaléo reserves the right to take whatever disciplinary measures it determines in its sole discretion to be appropriate in any particular situation, including disclosure of the wrongdoing to governmental authorities.