



**BAUSCH HEALTH COMPANIES INC.  
GLOBAL ANTI-BRIBERY POLICY**

**July 26, 2022 – Version 009**

## GLOBAL ANTI-BRIBERY POLICY

### 1. Commitment to Global Compliance

Bausch Health Companies Inc. and its worldwide **Affiliates** (collectively, the “**Company**”) are committed to complying with anti-bribery and anti-corruption laws in all countries in which the Company operates. This includes, but is not limited to, laws in the United States, such as the Medicare and Medicaid Patient Protection Act of 1987 (the “**Anti-Kickback Statute**”), the Stark Laws, the Federal False Claims Law and the U.S. Foreign Corrupt Practices Act (the “**FCPA**”), as well as anti-corruption laws enacted in each country where the Company conducts business, including the Corruption of Foreign Public Officials Act (Canada), the United Kingdom Bribery Act, and anti-bribery legislation enacted in accordance with the Organization of Economic Co-operation and Development Convention on Combating Bribery of Foreign Public Officials in International Business Transactions and the United Nations Convention Against Corruption.

For definitions of capitalized bold terms not otherwise defined herein, please refer to “Policy Definitions” attached hereto as Appendix A.

The Company strictly prohibits the **Payment of Bribes** and all improper **Payments** of any nature to **Government Officials, Healthcare Professionals (“HCPs”)** and/or other customers or any other persons anywhere in the world.

The Company has adopted this Global Anti-Bribery Policy (this “**Policy**”) with additional focus on interactions with **HCPs** in our markets. Regulators in the U.S. and many countries in which we operate treat government-employed **HCPs** as **Government Officials** within the meaning of anti-corruption laws. Under this **Policy**, **Government Official** includes any **HCP** working in, on behalf of, or otherwise affiliated with a government healthcare facility, institution, system university or hospital, as well as any **HCP** paid in whole or in part by a public healthcare system.

This **Policy** replaces the former Global Anti-Bribery Policy Versions 001 through 008, and should be read in conjunction with the Company’s Code of Conduct, Business Ethics Reporting Policy, and Business Ethics Reporting Standard Operating Procedures. In addition, local laws may place specific limits on benefits that may be conveyed to **HCPs**, and employees are required to understand local laws, regulations and local policies, internal local compliance handbooks, procedures and codes applicable to our business. Local laws must be complied with at all times and supersede any conflicting provisions in this **Policy** to the extent they impose a stricter standard than is contained in this **Policy**.

This **Policy** is applicable to all Company employees, directors, agents, contractors, consultants, intermediaries, distributors, contract sales representatives, joint-venture partners and any other individual or entity acting for or on behalf of the Company (collectively “**Employees and Partners**”), anywhere in the world. All **Employees and Partners** must be informed about this **Policy** and must agree to comply with it and all applicable anti-bribery laws as a pre-requisite to acting on behalf of or jointly with the Company.

## 2. Bribes and Other Prohibited Payments

**Employees and Partners** must not provide, offer to provide, promise to provide, or authorize the provision of any **Payments** or **Anything of Value** (regardless of whether the **Payment** or thing of value is actually provided), either directly or indirectly, to any **Government Official, HCP** or third party, to assist the Company in obtaining or retaining business or an improper business advantage, regardless of whether or not any benefit is received.

Below is guidance regarding business issues that may arise, although this list is not exhaustive. **Employees and Partners** are reminded that **Bribery** is strictly forbidden, and you should seek guidance on situations that raise potential compliance issues before taking action.

- Any **Payments** or the provision of **Anything of Value** to induce a decision to select Company products or services, or to induce **HCPs** to write prescriptions for Company products, are prohibited.
- Any fees or commissions to or profit sharing agreements with **HCPs** to encourage the use of Company products are prohibited.
- Consulting contracts or fee-for-service arrangements with **HCPs** must be for legitimate and bona fide services at fair market value and must be consistent with local policies and procedures regarding **HCP** interactions. The Company strictly prohibits consulting fees for services that are not required or not performed, or transactions with **HCPs** at more than fair market value. The Company prohibits unnecessary market research compensation, advertising **Payments**, or similar arrangements.
- Distribution of product samples to **HCPs** in exchange for favourable actions is prohibited.
- Gifts, hospitality or other benefits or **Anything of Value** provided directly or indirectly to a **Government Official** or **HCP** intended to improperly induce the **Government Official** or **HCP** to write prescriptions for Company products or to secure any other benefit are prohibited. All **Medically Relevant Gifts, Hospitality**, or other things of value provided to **HCPs** must be consistent with local laws, policies and procedures regarding sales and marketing practices and **HCP** interactions.
- Non-medically relevant gifts and entertainment provided to a **Government Official** or **HCP** are prohibited except as expressly allowed by the Code of Conduct and the Company's promotional practices policies.
- **Payments** or donations to foundations controlled by **HCPs** or other **Government Officials** or that are affiliated with institutions that are the Company's customers are prohibited.
- **Payments** to influence any act or decision of a **Government Official** (such as awarding a government contract, providing non-public information about a

- government tender, or obtaining formulary or patient registry information) are prohibited.
- **Payments** to induce a **Government Official** to perform or fail to perform any act (such as granting a license, waiving a clinical trial or other requirement in relation to a registration, or failing to inspect a facility) are prohibited.
  - **Payments** to a **Government Official** to use his or her influence with a government or **Government Entity** to improperly affect or influence any act or decision of a government or **Government Entity** are prohibited.
  - **Payments** to **HCPs** or clinical investigators in exchange for favorable actions, or payments to **Government Officials** to conduct clinical trials are prohibited. All clinical trials must be consistent with local policies and procedures regarding **HCP** interactions.
  - Travel expenses of any regulatory, customs, or otherwise similarly situated **Government Official** are prohibited, unless expressly preapproved in writing by the Legal Department for legitimate business needs, such as regulatory inspections of the Company's facilities.
  - **Payments** or other benefits to customs brokers, freight forwarders or other third parties to expedite customs clearance or secure Active Pharmaceutical Ingredients (API) are prohibited.
  - Political contributions must be expressly preapproved in writing by the Legal Department, adhere to the Company's procedures and guidelines on political contributions, and may not be made for the purpose of securing any improper advantage.
  - **Payments** or other benefits for the purpose of securing any confidential, proprietary or competitor information are prohibited.

No Company **Employee or Partner** may make any **Payment**, or provide **Anything of Value**, in response to a solicitation or extortion attempt by any third party. Anti-bribery laws do not allow **Payments** to be made under pressure or duress. Any solicitation, **Bribe** or extortion attempt must be reported immediately to the Legal Department.

### 3. Facilitation Payments

The Company prohibits all **Payments** to **Government Officials** to secure any advantage, including **Payments** to expedite government functions. Such **Payments**, frequently called "grease," "expediting" or "**Facilitation Payments**," are almost always prohibited in the jurisdictions in which they are requested. As such, **Facilitation Payments** are strictly prohibited by this **Policy**.

If a **Payment** is required or demanded to protect the health or safety of an **Employee**, the circumstances of the demand, threat or **Payment** must be reported as soon as is practicable to the Legal Department.

#### 4. **Books and Records and Internal Accounting Controls**

As a U.S. issuer of securities, the Company and its non-U.S. subsidiaries must make and keep books, records and accounts that in reasonable detail, accurately and fairly reflect the Company's transactions and assets, and must maintain an adequate system of internal accounting controls.

- No accounts may be kept "off-book" for any purpose, including to facilitate or conceal improper **Payments** or **Bribes**.
- All expenditures, gifts, educational items, hospitality, donations, contributions, educational grants and any other **Payments** must be accurately and reliably reported and recorded.
- All accounting records, expense reports, invoices, vouchers and other business records must be accurately and fully completed, properly retained and reliably reported and recorded.
- Undisclosed or unrecorded funds, accounts, assets or **Payments** must not be established or retained for any purpose.

Accounting controls must be sufficient to detect irregularities and prevent violations of this **Policy** and applicable laws. Circumventing, evading or attempting to circumvent or evade the Company's internal accounting controls is strictly prohibited.

If local laws, codes of conduct, or other regulations in a particular country or region are more restrictive on this subject, or require government approval of a transaction, then the Company **Affiliate** or **Partner** operating in that country or region must comply fully with the more restrictive requirements.

#### 5. **Third-Party Due Diligence**

Third-party due diligence and monitoring of the Company's **Partners** are key components of the Company's Anti-Bribery Program and are important to mitigating **Bribery** and corruption risks. Improper **Payments** or conduct by third-party business **Partners** has been a significant focus of anti-corruption enforcement actions by regulators. The Company may be held legally responsible for the conduct of its **Partners** when they act on the Company's behalf or in concert with the Company. **Employees** are strictly prohibited from doing indirectly what they cannot do directly under this **Policy**.

Due diligence refers to the analysis that should be undertaken prior to entering into an agreement or transaction with a **Partner** and periodically throughout the duration of the relationship with a **Partner**, and includes the effort to determine and document a **Partner's** integrity and reputation. The overall objective in conducting due diligence is to understand and evaluate the initial or ongoing risk of doing business with a particular **Partner**. Anti-bribery due diligence also should be conducted when acquiring a business or company, or when entering into a joint venture, co-marketing, or co-promotion agreement.

**Employees** who engage third parties as **Partners** that act on behalf of the Company should ensure that the third party:

- Is fully qualified to perform the requested services and is not being retained for any improper purpose.
- Is subject to appropriate due diligence.
- Has its activities and reimbursable expenses monitored to ensure compliance with applicable anti-bribery laws and the Company’s policies; for example, appropriate documentation and justification before paying fees and expenses, monitoring red flag activities, and questioning unusual or excessive expenses should be required.
- Is instructed on the Company’s requirements under this **Policy** prior to conducting transactions.
- Agrees to anti-bribery and business ethics language in the related service agreement or contract.
- Agrees that the agreement with the third party may be terminated for non-compliance with Company policies or applicable laws, rules or regulations.
- Agrees to **Payment** terms and documentation requirements consistent with this **Policy**.

When required, due diligence should be conducted in accordance with the Company’s Anti-Bribery Due Diligence Standard Operating Procedure.

## **6. Red Flags - Examples of Potential Compliance Issues**

Certain behaviors, demands and conduct can raise concerns under anti-bribery and anti-corruption laws, particularly in relation to interactions with **Partners**. It is your responsibility to be aware of such situations or “red flags.”

If you are working with a **Partner** or considering a third party as a **Partner**, you should report any situation or red flag to the Chief Compliance & Ethics Officer or General Counsel, in which the **Partner**:

- engages in, or has been accused of engaging in, improper business practices;
- has a familial or other relationship that could improperly influence the decision of a customer, **HCP** or **Government Official**;
- is recommended by a customer, **Government Official** or **HCP**, or is a **Partner** that the Company would not normally use;
- approaches Company **Employees** at or near the time of a contract or procurement decision, including tenders, and explains that he or she has a special arrangement, relationship or connection with a **Government Official**, **HCP**, client, or potential client;
- insists upon receiving a commission **Payment** before the announcement of a contract or procurement decision;

- requests fees inconsistent with fair market value, or requests an unusually high commission for services;
- requests cash **Payment** or **Payment** “off-books”;
- requests **Payment** in a jurisdiction other than where the **Partner** is based or performs services, or requests that **Payment** be made to a different entity;
- emphasizes his/her/its “connections” with specific **Government Officials** at, for example, the Ministry of Health or a similar institution;
- requests additional commissions or fees in order to “facilitate” or “expedite” services, or for “extraordinary expenses”;
- refuses to include or agree to contractual language related to anti-bribery law compliance;
- expresses a desire to keep the representation of or relationship with the Company, or the terms of retention, a secret;
- refuses to provide detailed invoices or billing, or fails to provide transparent or consistent documentation of expenses (particularly those of a law firm, contract sales force or travel agent);
- requests or demands lavish entertainment, gifts or travel before commencing contract negotiations or other services;
- requests a separate arrangement or additional benefit in exchange for the distribution or management of products;
- does not appear to possess the capability or expertise to perform the requested services, such as a consultant who has limited qualifications in the healthcare field but promises to perform tasks, such as expedite regulatory approval of a product; or
- is providing services for which there does not appear to be a legitimate business need.

You should similarly be aware of, and report, any situation in which:

- There are an unusual or a greater than usual number of cash transactions in connection with business activities that may involve **HCPs** or **Government Officials**.
- An oral agreement or side letter is proposed or used as part of an agreement or transaction with an **HCP** or **Government Official**.
- Any **HCP**, **Government Official** or **Partner** requests a **Payment** to “overlook” potential violations of law.
- Any **HCP**, **Government Official** or **Partner** requests employment of a friend or relative in exchange for a contract or other activity which generates sales.

These are not exhaustive lists of potential warning signs. Whenever you are in doubt, you should first consult with the Ethics & Compliance Department or the Legal Department pursuant to the reporting guidelines below.

## **7. Reporting Responsibility**

All **Employees** should be alert and sensitive to situations that may violate applicable laws and/or this **Policy**. **Employees** who believe their conduct or that of a fellow employee or **Partner** may have violated any such laws or any portion of this **Policy** have an obligation to report the matter. It is essential that all possible violations are reported, regardless of how such a report is made.

**Employees** and **Partners** can and should report all violations or potential violations of applicable laws or this **Policy** promptly to the Chief Compliance & Ethics Officer or the General Counsel.

The Company also has a Business Ethics Hotline, which permits anonymous reporting of concerns and is available 24 hours a day, 7 days a week, in all the languages for the countries in which the Company does business. The Business Ethics Hotline presently is administered by NAVEX Global Inc. (through its Ethics Point incident reporting system), a third party that provides a confidential, anonymous means of submitting concerns, subject to certain limitations of and in accordance with local law. Company employees, officers, directors and contractors may contact the Business Ethics Hotline 24 hours a day, 7 days a week at 1-888-451-4510 in the U.S. or Canada. The system can be accessed from international locations. Reports can also be submitted by logging on to [www.bauschhealth.ethicspoint.com](http://www.bauschhealth.ethicspoint.com). Company employees, officers, directors and contractors who wish to contact the Business Ethics Hotline internationally should refer to the list of international phone numbers provided in the Company's Business Ethics Reporting Policy.

The Chief Compliance & Ethics Officer and General Counsel are responsible for overseeing the immediate investigation of any alleged violations of this **Policy**.

The Company strictly prohibits discrimination, harassment or retaliation against any Employee or Partner who, in good faith, provides information or otherwise assists in an investigation or proceeding regarding any conduct within the scope of this **Policy**. Such discrimination, harassment or retaliation would be grounds for discipline, up to and including termination of employment for cause.

**Employees** have the right under applicable law to certain protections for cooperating with or reporting legal violations to governmental agencies or entities and self-regulatory organizations. As such, nothing in this **Policy** is intended to prohibit any employee from disclosing or reporting violations to, or from cooperating with, a governmental agency or entity or self-regulatory organization, and **Employees** may do so without notifying the Company. The Company may not retaliate against an employee for any of these activities, and nothing in this **Policy** or otherwise requires an employee to waive any monetary award



or other payment that he or she might become entitled to from a governmental agency or entity, or self-regulatory organization.

## **8. Auditing and Monitoring**

The Company periodically will audit and monitor compliance with this **Policy** through anti-corruption compliance assessments and other monitoring initiatives. This will include management reviews to be conducted under the supervision of BHC's Ethics & Compliance Department, as well as regular internal audits.

Further, all Company **Employees and Partners**, for which this policy is applicable, will be required to execute certifications of **Policy** compliance at the time of onboarding and on an annual basis, as well as attend and successfully complete related training. A copy of the Global Anti-Bribery Policy Compliance Certification is attached.

## **9. Penalties and Consequences**

Each Company **Employee and Partner** is responsible and accountable for adhering to this **Policy**. Violations of this **Policy** can result in criminal and civil exposure for the Company and each **Employee and Partner** involved, including imprisonment and other severe penalties under the **FCPA** and the laws of the countries where the Company operates. Fines imposed on individuals for **FCPA** violations cannot be paid by the Company and must be paid by the individual who committed the violation.

In addition, violations of this **Policy** will be punished with discipline, up to and including termination for cause, and possible referral for prosecution, where appropriate or required.

## **10. Policy Review, Revision and Accountability**

The Chief Compliance & Ethics Officer and the General Counsel will be responsible for reviewing this **Policy** annually and revising it, when needed. They also are responsible for helping ensure **Policy** distribution, certification and related training.

The General Managers of each country in which the Company operates will be responsible for assisting the Chief Compliance & Ethics Officer and the General Counsel with these responsibilities and will be responsible for implementation in each of their respective geographies. This includes ensuring that the proper onboarding processes are in place to ensure that all new **Employees** review this **Policy** and sign the attached certification at the time of onboarding and annually thereafter.

## **11. Where To Go For More Information**

Questions about this **Policy** should be directed to the Ethics & Compliance Department or the Legal Department. Further, the Company's additional policies and other compliance information can be found on the internet at <http://www.bauschhealth.com> or on the Company's intranet site.

## Appendix A: Policy Definitions

1. **Anything of Value:** Can include but is not limited to, cash, cash equivalents (*e.g.*, checks, money orders, gift cards, etc.), gifts, entertainment, meals, travel expenses, offers of employment, a loan or the use of equipment, favors and other benefits. **Anything of Value** also may include event sponsorships, consultant contracts, fellowship support, research grants, offers of employment for a friend or relative, and charitable contributions made at the request of, or for the benefit of, a **Government Official** or **HCP**, his or her family, or other relations, even if made to a legitimate charity.
2. **Affiliate:** Each company in which the Company has a direct or indirect ownership interest.
3. **Bribery and Bribe:** **Bribery** constitutes a crime and is defined as the offering, giving, promising, receiving or soliciting of **Anything of Value** to influence the actions or conduct of an official or any other person in his or her duties.

A **Bribe** is the benefit given to influence an official's actions or conduct. It can include, but is not limited to, any goods, property, privilege, **Anything of Value**, advantage, or merely a promise or undertaking to induce or influence the action, vote, or influence of a person in his or her duties.

4. **Facilitation Payment:** A **Payment** made to a **Government Official** in order to expedite or secure the performance of a routine, non-discretionary action by a **Government Official**.
5. **Government Entities:** Any government-owned or government-controlled commercial enterprises, institutions, agencies, departments, instrumentalities and other public entities (regardless if it is whole or partial ownership or control), including **healthcare facilities, research institutions, universities and hospitals**.
6. **Government Official:** Includes, but is not limited to: (1) officers, employees and agents of governments or **Government Entities**, (2) elected officials or candidates for political office, (3) directors, officers and employees of non-governmental international organizations (*e.g.*, the World Health Organization, Doctors Without Borders, Red Cross, etc.), (4) any member of a royal or ruling family, and (5) any person with the responsibility to allocate or influence expenditures of government funds, including persons serving in unpaid, honorary or advisory positions and private doctors whose patients are insured by government programs. **The term Government Official should be interpreted broadly and also includes any HCP working in, on behalf of, or otherwise affiliated with a government healthcare facility, institution, system university or hospital, as well as an HCP paid in whole or in part by a public healthcare system.**
7. **Healthcare Professional ("HCP"):** Any individual or entity that is in a position to purchase, lease, recommend, use, arrange for, or influence the purchase or lease of, or

prescribe the Company's medical technology products, including, but not limited to, a licensed physician, medical resident or fellow; non-physician healthcare practitioner; medical student; and/or an institutional educational or healthcare facility, entity or organization, including an academic medical center, as well as agents and employees for each of the above individuals and entities. An **HCP** is considered to be affiliated with an entity if the **HCP** is employed by, has staff privileges at, or otherwise has a position of influence with the entity.

8. **Hospitality:** Provision of travel, meals and accommodations provided to HCPs or as defined under local law or industry codes.
9. **Medically Relevant Gifts:** Items of modest value, relevant to the practice of medicine or pharmacy primarily intended for the education of patients and **HCPs** or directly beneficial to the care of patients; or as defined by local law or industry codes. These items have no value to an **HCP** outside their professional responsibilities and do not offset routine business practices of **HCPs**.
10. **Partner:** Any third party, person or entity that represents or acts on behalf of the Company, and includes, but is not limited to, distributors, agents, contract sales representatives, intermediaries, consultants, contractors, subcontractors, customs brokers, freight forwarders, logistics providers, and joint venture, consortium or other business partners.
11. **Payment:** Any and all compensation or remuneration, including, but not limited to, payments and reimbursements for personal or professional services, meals, travel, grants, sponsorships, research grants, clinical studies, professional meetings, product training, medical education, research funding, product development services, in-kind services (e.g., use of aircraft), advertising, promotion and marketing expenses or support, and royalties or other payments for transfer of documented intellectual property.

**GLOBAL ANTI-BRIBERY POLICY  
COMPLIANCE CERTIFICATION**

I have received, read and understand the Company’s Global Anti-Bribery Policy (this “**Policy**”), and I agree to comply fully with it. To the best of my knowledge, information and belief, I am not, and have not, engaged in any actions in violation of this **Policy**. I understand that I have an obligation to report any known or suspected violations of this **Policy** of which I am aware.

I understand that strict compliance with this **Policy** is a condition of my employment with the Company.

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Signature

Date

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Name (Print)

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Title

Location

**This Policy must be reviewed by all Employees and Partners upon onboarding. This certification must be signed by all onboarding Employees, provided to Human Resources and placed in the Employees’ employment files.**

**An annual recertification will be conducted by the Ethics & Compliance Department. Specific instructions will be provided with each recertification regarding where to send the completed form.**