



Global Anti-Corruption Policy

Version #: 4.0

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Effective date: February 1, 2021

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1.0 PURPOSE

Takeda is committed to conducting business with integrity at all times.

The purpose of this Policy is to set forth Takeda's principles and guidelines to ensure business practices and decisions are aligned with Takeda's Values, mitigate risks of Corruption, and comply with all applicable laws, regulations, and industry codes.

2.0 SCOPE

This Policy applies equally to Takeda directors, officers, employees, contractors, and Third Parties.

Business Sponsors who engage Third Parties must ensure that they are informed of, agree to, and adhere to the principles and guidelines of this Policy.

Where this Policy conflicts with applicable laws, regulations, or industry codes, the most restrictive requirements shall apply.

3.0 KEY PRINCIPLES

The following key principles apply:

- Takeda must manage and avoid any actual or perceived Conflicts of Interest.
- Takeda prohibits Bribery.
- Takeda will not conduct through a Third Party an activity that it is prohibited from conducting itself.
- Takeda will not offer, pay, or authorize to pay Facilitation Payments.
- Takeda will not facilitate Tax Evasion.
- Takeda will conduct appropriate due diligence and mitigate risks.
- Takeda will maintain accurate books, records, and accounts.

4.0 GUIDELINES AND REQUIREMENTS

4.1 Business Integrity

Takeda values its reputation of high ethical standards. Takeda is committed to acting with integrity with its stakeholders and in its business dealings.

Takeda takes care to avoid situations that may lead to actual or perceived Conflicts of Interests or Corruption.

4.2 No Bribery

Takeda prohibits all forms of Bribery. Takeda must not engage in Bribery with any other



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parties, regardless of whether they are private persons, private enterprises, Government Entities, or Government Officials (or any individuals or entities affiliated with them).

Any Bribery requests made to Takeda must be clearly rejected to avoid any perception of acceptance.

4.3 No Facilitation Payments

Takeda prohibits offering, paying, or authorizing to pay Facilitation Payments, regardless of whether they are customary or permitted by law in certain countries.

4.4 No Facilitation of Tax Evasion

Takeda must not encourage, knowingly facilitate, or wilfully ignore Tax Evasion by its third-party business partners (individuals and entities). Takeda appropriately invoices and makes payments to its third-party business partners (individuals and entities).

4.5 Third Parties

Takeda must not conduct prohibited or illegal activities through Third Parties.

Third Parties must be qualified and reputable. All Third Parties must have a Business Sponsor. Business Sponsors are responsible for validating the legitimate business need to engage Third Parties. Third Parties must be identified and selected using objective commercial criteria (such as cost, performance, and quality) and legal, ethical, and reputational criteria.

Business Sponsors should ensure that Third Parties are informed of, agree to, and adhere to Takeda's requirements, including the principles and guidelines of this Policy.

4.6 Due Diligence

Takeda must ensure that Corruption risks with its business relationships are adequately addressed. Before entering into agreements for new business with Third Parties, agreements for Joint Ventures or Partnerships, and for transactions involving the acquisition of all or part of a third-party business, Takeda will ensure appropriate due diligence assessments are conducted using a risk-based approach to identify and address any actual or potential risks of Corruption.

4.7 Risk Mitigation

Takeda will implement risk mitigation measures to address potential risks that may have been identified in its due diligence assessments, as well as during the entire life cycle management of these business relationships. Risk mitigation may include the inclusion of contractual provisions, training, and monitoring to ensure compliance with the principles and guidelines of this Policy.

4.8 Books and Records



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Takeda must maintain (and ensure its Third Parties maintain) accurate and reasonably detailed books, records, and accounts. Financial information must reflect actual transactions and comply with generally accepted accounting principles. Takeda prohibits false or misleading (“off-the-books”) records or deceptive entries.

5.0 COMPLIANCE MONITORING AND CONTROL

Compliance with this Global Policy is subject to auditing and monitoring.



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6.0 GLOSSARY OF TERMS

For the purposes of this Policy, the terms listed below shall have the following meaning:

Term	Definition
Anything of Value	<p>Any financial or other benefit (actual, potential, or perceived) regardless of the monetary value.</p> <p>The term should be interpreted broadly and may include: cash, cash equivalents, loans, debt cancellation, business meals, gifts, hospitality, entertainment, travel expenses, airfare, lodging, offers of employment, bonuses, political contributions, contract awards, sponsorships, grants, donations, discounts, and rebates.</p>
Bribery	<p>A criminal act of offering, giving, promising, requesting, or accepting Anything of Value (directly or indirectly) with the intention of influencing or rewarding behavior, for example: to obtain or retain business or to gain an improper advantage.</p> <p>Bribery forms may include “kickbacks” or “rebates” as unearned rewards for favorable treatment.</p>
Business Sponsor	<p>The Takeda employee responsible for leading the identification and engagement of a Third Party and who is also the primary contact person for the Third Party.</p>
Conflict of Interest	<p>A situation in which an individual has a duty to more than one person or organization, which can compromise loyalties and affect (or appear to affect) independent judgment.</p> <p>Potential conflict situations may include: consulting with HCPs who prescribe Takeda products and providing donations to GEs involved in the approval or purchasing of Takeda products.</p>
Corruption	<p>The misuse of entrusted power for personal benefit or gain through means that are illegitimate, immoral, or incompatible with ethical standards.</p> <p>Corruption forms may include: Bribery, Conflicts of Interest, abuses of power, extortion, and fraud.</p>
Facilitation Payments	<p>Unofficial payments made to GOs or GEs to speed up routine government actions (e.g., visa issuance, customs clearance) that Takeda would be entitled to receive without such payment. They are also known as “grease” or “speed” payments.</p> <p>The term does not include legitimate fees that are disclosed in official fee schedules and paid to GEs for legitimate product and services, and against which official receipts are provided for accurate recording in a company’s books and records.</p>



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Term	Definition
Government Entities (GEs)	Any entity that is a wholly or partially government-owned or controlled enterprise, institution, agency, department, instrumentality, or other public entity. In some countries, especially in countries with nationalized healthcare, HCEs may be considered GEs.
Government Official (GO)	<p>Any person who is: (1) an officer or employee or who receives any part of his or her compensation from a government, a department, agency or instrumentality of a government, or a government owned or controlled enterprise, regardless of whether owned or controlled entirely or in part; (2) an officer or employee or who receives any part of his or her compensation from a governmental or non-governmental international, national, regional or local organization; (3) a political party official or candidate for public office; or (4) has the responsibility to allocate or influence expenditures of government funds, including persons serving in unpaid, honorary, or advisory positions.</p> <p>The term should be interpreted broadly and includes, in certain circumstances, HCPs employed by or acting on behalf of a government-owned or -operated healthcare facility, institution, university, or hospital.</p>
Healthcare Entities (HCEs)	An organization that: (1) is comprised of HCPs or academic institutions, specialty societies, or patient care organizations that provide healthcare services or conduct healthcare research and training; (2) reimburses or pays for prescription pharmaceuticals such as sovereign or government health funds, insurance companies, and other payers; (3) is a professional society or a committee or agent thereof, including those at national or local levels, of physicians, dentists, or other HCPs that engage in professional review activity through a formal peer review process, for the purpose of furthering quality health care; or (4) purchases or dispenses prescription pharmaceutical products in in- or out-patient settings.
Healthcare Professional (HCP)	<p>Any individual who can, in his or her professional capacity, influence the use, purchase, prescription, or recommendation of Takeda products, or affect the formulary or other preferential or qualifying status of Takeda products.</p> <p>The term includes: licensed healthcare professionals and their staff (e.g., physicians, nurses, pharmacists, office managers, receptionists, nurse practitioners, physician assistants, medical students, residents, fellows, etc.); employees of purchasers (e.g., hospitals, payers, group purchasing organizations); clinical investigators and their staff; and members of the scientific community (e.g., scientists in academia and the public or private sector).</p>
Joint Venture	A business entity created by two or more parties, generally characterized by shared ownership, governance, risks, and returns all of which are covered in an agreement. The parties invest shared resources into the business entity while retaining their separate corporate identities.



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Term	Definition
Partnership	A contractual arrangement (not a business entity) between two or more parties to collaborate on certain strategic activities, such as for the development or commercialization of a pharmaceutical product.
Tax Evasion	<p>A criminal act of intentional non-payment or underpayment of required taxes, usually resulting from making a false declaration or no declaration of taxes that are owed to the relevant tax authorities.</p> <p>Some “red flags” may include: activities procured without a clear business purpose, backdated documents, payment requests to accounts in other countries without an apparent commercial motive (“off-shoring”).</p> <p>The term does not refer to legitimate and lawful tax planning in which certain business decisions are made for tax efficiencies.</p>
Third Party	<p>An independent third party (individual or entity) performing activities for or on behalf of Takeda, including service providers, consultants, agents, distributors, and suppliers.</p> <p>Corruption risks may arise in interactions with GOs, GEs, HCPs, HCEs, patient organizations, and patients.</p>