



ETHICS AND ANTI-CORRUPTION POLICY

2016



MESSAGE FROM THE PRESIDENT

To whom it may concern,

Concordia International is a successful international pharmaceutical company, committed to bringing its portfolio of niche medicines to patients in more than 100 countries worldwide. With our growth and international footprint come certain responsibilities.

Concordia International and its Board are committed to acting professionally, fairly and with integrity in all our business dealings and relationships, with colleagues and others outside Concordia International, wherever we operate in the world.

We insist upon the highest ethical behaviour from our staff and also our partner network. It is vital that all involved with Concordia International comply with and uphold all laws, including those relevant to countering bribery, corruption and other unethical behaviour, such as the UK Bribery Act 2010. Since this legislation came into effect in 2011, we have adopted a zero-tolerance approach to bribery and corruption.

The Concordia International Ethics and Anti-Corruption Policy set out below applies to all Concordia International staff and business partners. If you are interested in becoming a partner to Concordia International, please review it carefully.

Thanking you in advance for your cooperation.



John Beighton
President, Concordia International

Concordia International Ethics and Anti-Corruption Policy

On 1 July 2011, the Bribery Act 2010 came into force in the UK. It applies to all UK nationals and UK residents, as well as companies incorporated in the UK or which do business in the UK.

It is expressly forbidden for any employee or person associated with Concordia International (or any affiliate or subsidiary) to offer, promise, give or request or accept bribes and any other unethical inducements, including facilitation payments, for the purposes of obtaining or retaining business on behalf of the company be that with a private person(s) or foreign public official(s).

Concordia International will take all reasonable measures within its power to ensure that its employees, intermediaries and persons associated with its business follow the same practice.

Furthermore, all employees based or working in any Concordia International operations (or any affiliate or subsidiary) outside the UK, are expected to conform to this Policy and to fully comply with the anti-bribery and corruption laws in those jurisdictions in which they operate.

1. Is bribery a serious offence under the new Act?

The Bribery Act makes being involved in bribery a serious, criminal offence. Prison sentences and significant fines may result from the conviction of an individual for bribery and/or against Concordia International as a company and its senior management, if found to have failed to prevent bribery.

2. How could you commit an offence?

The general offences under the Bribery Act are:

- (1) Offering or paying a bribe;
- (2) Requesting or accepting a bribe;
- (3) Bribing a foreign public official;
- (4) A "corporate offence" for a business which *fails to prevent bribery from being carried out on its behalf and for its benefit by associated third parties*, such as employees, agents or other business partners.

Bribery is described as taking an advantage by inducing someone to perform improperly in their relevant function. This wide definition of a bribe gives the UK Authorities plenty of discretion. Any benefit or advantage is capable of being classed as a bribe (including gifts, excessive or gratuitous corporate hospitality or facilitation payments) if *the purpose of the bribe was to induce improper performance by the recipient* (or in the case of foreign public officials, the purpose of the bribe was to *influence* the official and *obtain an advantage* in business, for example to speed up or increase the likelihood of success of a tender).

3. Does the Bribery Act only apply to bribery carried out in the UK?

No – a key feature of the Bribery Act is that it applies to bribery which takes place *anywhere in the world*, provided that there is some link to the UK.

4. Gifts, Hospitality and corporate entertainment.

Corporate entertaining and hospitality, *can* amount to a bribe *if they are excessive or gratuitous*. Concordia International has strict internal policies on the giving, receiving of gifts and hospitality, especially in relation to foreign public officials.

5. Application and sanctions

All employees and those persons acting on behalf of Concordia International or parties Concordia International deals with should *comply not only with the letter but also with the spirit* of Concordia International 's policies and procedures and applicable law.

Concordia International reserves the right to report any suspected criminal breach to the appropriate authorities.

6. Reporting concerns if you suspect bribery or other improper conduct

Concordia International is committed to ensuring confidentiality in the reporting any suspicious activity. If you have any concerns contact:-

E Mail: Robert Sully, General Counsel - robert.sully@concordiarx.com

Letter: Attention: Robert Sully, General Counsel
Concordia International
Capital House
85 King William Street
London
EC4N 7BL5