

## **Anti-Bribery and Anti-Corruption Policy**

### **1. Policy**

At Gilead, we are committed to the highest standards of ethics and integrity in all our activities. This Anti-Bribery and Anti-Corruption Policy (this “**Policy**”) sets forth Gilead’s commitment to ensure that Gilead, its affiliates, and others acting on Gilead’s behalf abide by all international and local Anti-Bribery and Anti-Corruption Laws (as defined below) in countries in which Gilead conducts business. Gilead prohibits any form of bribery or corruption, whether involving a Public Official (as defined below) or a private sector company or individual, and whether direct or indirect through a Third Party Representative (as defined below). This means that Gilead prohibits giving, offering, promising or receiving Anything of Value (as defined below), directly or indirectly, with the intent to obtain an improper business advantage for Gilead. For example, this includes an improper inducement for a healthcare professional or other decision maker (e.g. policy maker) to approve, reimburse, prescribe, purchase or recommend a Gilead medicine or provide any other business advantage (e.g., influence a decision affecting Gilead’s business).

Gilead does not distinguish between Public Officials and employees of private sector organizations. However, it is important to recognize that Public Officials are often subject to additional rules and restrictions. For this reason, Gilead often requires additional scrutiny of interactions with Public Officials.

The principles explained in this Policy are implemented through regional and local Business Conduct Manuals and associated policies and procedures that can be found on GNET, as well as day-to-day guidance and training from Gilead’s Legal Department. Collectively, these documents and guidance constitute this Policy and govern our day-to-day interactions with healthcare professionals and other individuals and entities with which we do business.

### **2. Scope**

This Policy applies to all employees, officers, directors and contractors of Gilead and its affiliates (collectively “**Gilead Personnel**”).

In addition, Gilead also expects Third Party Representatives to abide by this Policy and, as applicable, the Regional Business Partner Compliance Pocket Guide.

### **3. Definitions**

“**Anti-Bribery and Anti-Corruption Laws**” refers to international and local laws that collectively prohibit bribery and corruption. Such laws include the U.S. Foreign Corrupt Practices Act and the U.K. Bribery Act, as well as other local laws. These laws commonly require an organization to have an adequate system of internal financial controls, and to keep accurate and detailed books and records. Violation of these laws may give rise to criminal offenses punishable by fines and imprisonment, and individual liability may extend to those planning, carrying out or condoning prohibited acts.

“**Anything of Value**” includes cash, money, goods and services, including consulting agreements, speaker fees, research agreements, travel, hospitality, meals, favors, entertainment, donations, gifts, or anything that confers a personal benefit.

“**Public Official**” refers to: (a) any elected or appointed official or employee of a government or government department, government agency, or of a company owned or partially owned by a government; (b) any elected or appointed officers or employees of public international organizations (e.g., United Nations, World Health Organization); (c) any person acting in an official capacity for or on behalf

of a government or an government department, government agency, government-owned entity (including Health Care Professionals (“HCPs”) employed by government-run hospitals), or of a public international organization; (d) politicians and candidates for a political office; (e) any member of a royal family or member of the military; or (f) any other person who is considered to be a public official according to applicable laws, regulations and industry codes.

“**Third Party Representative**” refers to those who are authorized to act for or on behalf of Gilead, and may include distributors, subcontractors, regulatory agents, advisors, consultants, clinical research organizations, market research firms, meeting planners, agents, custom brokers and contract manufacturing organizations.

#### **4. Responsibilities and Consequences of Non-Compliance**

All Gilead Personnel and Third Party Representatives are expected to be aware of, and comply with this Policy and immediately report, actual or suspected violations to Gilead’s Legal Department in accordance with Section 5 below.

Managers are expected to oversee their direct reports’ understanding and compliance with this Policy and Anti-Bribery and Anti-Corruption Laws.

Violations of this Policy by any Gilead Personnel may result in disciplinary action up to termination of employment as well as the potential for prosecution, fines or imprisonment in accordance with applicable laws. Any Third Party Representatives who violate this Policy may face termination of contracts and business relations with Gilead.

#### **Requirements for Gilead’s Business Activities and Interactions**

##### **A. Prohibited Payments**

Gilead Personnel and Third Party Representatives are prohibited from giving, offering, promising or receiving Anything of Value, directly or indirectly, with the intent to obtain an improper business advantage for Gilead. In some cases, even payments not intended to be improper can appear to be so and expose the individual and company to potential liability. As a result, Gilead Personnel and Third Party Representatives must transparently consult with their Legal and Business Conduct colleagues as required by this Policy.

Below is a non-exhaustive list of activities and interactions where particular care needs to be taken to comply with this Policy.

##### **i. Consulting Arrangements**

Consulting arrangements with third parties present a heightened risk if a third party is engaged – or may reasonably be perceived to be engaged – for the purpose of acquiring an improper business advantage. Accordingly, consulting arrangements, including arrangements with Public Officials (e.g., speaker engagements, advisory engagements), may only be entered into if there is a bona fide and legitimate business need for the services, compensation does not exceed fair market value, the arrangement is permitted by applicable laws and the arrangement complies with this Policy.

##### **ii. Gifts, Hospitality and Entertainment**

Gifts, hospitality and entertainment may only be provided if they are of a reasonable value, made for a legitimate business purpose, are not prohibited by applicable laws and comply with this Policy.

Some countries may prohibit or strictly limit the value of gifts, hospitality or entertainment that may be provided to Public Officials, HCPs and/or patient organizations.

No gifts, hospitality or entertainment may be provided with the intent to obtain an improper business advantage for Gilead. Reasonable hospitality is only permitted if incidental to a legitimate business meeting.

**iii. Providing Funding or Other Support to Third Parties (including Sponsorships, Grants and Donations)**

Providing funding or other support to third parties, such as through sponsorships, grants and donations, may create a heightened risk if such support is provided – or may reasonably be perceived to be provided – in exchange for an improper business advantage. Accordingly, funding or support to third parties may only be provided if permitted by applicable laws, are of a reasonable value, made in direct support of a legitimate business purpose, such as supporting medical education or improving patient welfare, and follows this Policy. Some country laws prohibit or strictly limit the nature or value of sponsorships that may be provided to Public Officials.

Funding or support to third parties may not be provided with the intent to obtain an improper business advantage for Gilead.

**iv. Political Contributions and Lobbying Activities**

All political contributions made on Gilead’s behalf to Public Officials must be compliant with applicable laws, regulations and industry codes. Further, political contributions must be fully transparent. For purposes of this Policy, political contributions include both monetary and non-monetary (e.g., resources and facilities) contributions to support Public Officials, political parties or political initiatives.

Lobbying activities must always be compliant with applicable laws and regulations, and may not be made with the intent to improperly influence the decision of a person or group of people to purchase, prescribe, use or recommend any Gilead product, or to improperly provide any other favorable treatment to Gilead.

**v. Facilitation Payments**

Gilead prohibits all Gilead Personnel from offering or authorizing the offer of “facilitation payments,” which are small, unofficial payments (sometimes referred to as “tips” or “grease payments”) to Public Officials to expedite the performance of routine government actions. All requests for facilitation payments (either direct or indirect) must be reported to Gilead’s Legal Department, see Section 5 below.

By contrast, expediting payments made to a government agency itself (not to an individual) that have been officially authorized (such as an official fee to expedite passport renewal) are not facilitation payments and, accordingly, are permissible.

**vi. Receiving Improper Advantages from Third Parties (e.g. Vendors)**

In accordance with Gilead’s Conflict of Interest Policy and certain Anti-Bribery and Anti-Corruption Laws, Gilead Personnel and Third Party Representatives may not accept any excessive gifts, gratuities or entertainment from companies, such as vendors, that have business dealings with Gilead. You may accept gifts, entertainment, meals or social invitations that are part of normal, ethical business practices. Please refer to the guidance contained in Gilead’s Conflict of Interest Policy available on GNET, or consult with your manager and/or Gilead’s Legal Department for further information.

## **vii. Mergers and Acquisitions**

In connection with merger and acquisition transactions, Gilead considers and evaluates the potential risks posed by an acquisition target under Anti-Bribery and Anti-Corruption Laws and the potential impact such risks could pose to Gilead. Any questions about the level of due diligence required should be directed to Gilead's Legal Department.

### **B. Retention and Oversight of Third Party Representatives**

Gilead may face liabilities relating to violations of Anti-Bribery and Anti-Corruption Laws by its Third Party Representatives, even in situations in which Gilead is unaware that illegal payments have been made. Gilead's reputation for conducting its business using only legal and ethical means could be undone by a single act of a Third Party Representative.

Gilead engages Third Party Representatives to provide services for or on behalf of the company in the normal course of business. Gilead Personnel who retain Third Party Representatives are responsible for appropriate oversight of the conduct of the Third Party Representatives, including taking steps to ensure that the amount Gilead pays does not exceed the fair market value of products or services being purchased.

Prior to engaging a Third Party Representative, Gilead conducts reasonable due diligence regarding the proposed Third Party Representative. The level of due diligence undertaken depends on the nature of services provided and other circumstances outlined in this Policy, and may include, without limitation, questionnaires to be completed by the Third Party Representative, interviews and background checks.

Gilead will periodically update its due diligence requirements, provide training, require certifications of Anti-Bribery and Anti-Corruption Laws compliance and perform audits of certain Third Party Representatives. As described in Section 4 above, Gilead Personnel and Third Party Representatives are required to monitor and take appropriate action if there are signs of potential bribery or corruption risk.

### **C. Signs of Potential Corruption or Bribery Risk**

No Gilead Personnel or Third Party Representative may ignore suspicious behavior by others. In conducting Gilead's business affairs, Gilead Personnel and Third Party Representatives must be vigilant towards certain factors that may signal the possibility of a bribery or corruption risk, including but not limited to:

- Threats that Gilead representatives will be denied access to hospitals or clinics unless benefits are provided;
- Promises of support for Gilead treatment strategies or products in exchange for benefits;
- Requests for payments in cash, to a third party, or to an account that is not domiciled in the country of the payee or where the transaction takes place;
- Requests for excessive compensation;
- Consulting agreements with only vaguely described services;
- Requests for gifts, hospitality or travel beyond reasonable standards;
- Third parties with close relations to or associations with Public Officials;
- Suggestion of favorable treatment in exchange for use of a particular local vendor or supplier; and
- Past violations of applicable laws.

#### **D. Recordkeeping**

All payments by Gilead and its Third Party Representatives must be supported by proper documentation, such as receipts and invoices. As mandated by Anti-Bribery and Anti-Corruption Laws, including the books and records requirements of the U.S. Foreign Corrupt Practices Act, records, including support documentation, must be kept in reasonable detail to accurately and fairly reflect all business affairs and transactions. Additionally, records of all transactions should reflect execution in accordance with internal policies and professional accounting standards. It is prohibited to mischaracterize or omit any transaction on Gilead's books or those of its Third Party Representatives.

#### **5. Reporting Violations**

If any Gilead Personnel or Third Party Representative is taking actions or may be considering taking actions that are suspicious and that you think may be a violation of this Policy, you must immediately report these actions (actual or potential) or suspicions to Gilead's Legal Department or Gilead's Ethics Hotline using the access number on GNET or through GNET itself. Gilead has a Complaint Procedure and Non-Retaliation Policy to protect those raising concerns from being retaliated against for doing so.

This Policy will be communicated in writing to all employees and through training on a periodic basis. Gilead will periodically audit and monitor its activities to ensure compliance with this Policy.

#### **6. Where to Get Help**

You are strongly encouraged to ask any questions that you may have regarding this Policy, or actions you believe might be in violation of such laws. These questions should be directed to Gilead's Legal Department.