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POLICY ON ANTI-BRIBERY AND CORRUPTION

1. Introduction

The purpose of this Anti-Bribery and Anti-Corruption Policy (“the Policy”) is to set out the principles for combating bribery and corruption and managing the related risks within The Lanka Hospitals Corporation PLC and its fully owned subsidiary (“the Company”). This Policy aims to prevent the Company, Company Personnel, and Third Parties (as defined below) from engaging in any form of bribery and/or corruption and requires their commitment to countering bribery and corruption in connection with transactions involving or routed through the Company. The Company maintains a zero-tolerance stance on any form of bribery and corruption and is committed to conducting all business dealings and relationships with professionalism, fairness, and integrity across all operations. This Policy has been developed in line with these commitments and in compliance with applicable laws and regulations in Sri Lanka to foster a culture of compliance, good governance and ethical business conduct.

2. Objectives

The objective of this Policy is to reinforce the Company’s zero-tolerance stance for any form of bribery and corruption to demonstrate our commitment to complying with all applicable laws and regulations while provide guidance to Company Personnel and Third Parties on identifying and addressing situations that may be perceived as improper, unethical, or unlawful in the context of bribery and corruption and to encourage reporting or raise such concerns without fear of reprisal.

3. Scope

This Policy applies to (a) all Directors of the Company (including Board sub-committees), (b) all Company Personnel and (c) relevant Third Parties that conduct business with the Company.

The Company encourages and influences all of its non-controlled interests (such as non-controlled business partners, contractors, sub-contractors, vendors, suppliers, service providers, consultants, representatives and others performing work or providing services for or on behalf of the Company) to have and implement anti-bribery and anti-corruption policies and procedures to an equivalent standard as this Policy. The Company may at its discretion call upon Third Parties (except customers/patients) to submit or document their good governance practices on anti-bribery and corruption at or before evaluation of such Third Parties or entering into contracts with them.

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4. Definitions

“Bid Rigging” refers to a form of collusion by which the Third Party, generally with the help of dishonest Company Personnel, illegally obtains a contract that was supposed to involve competitive bidding.

“Bribery” shall have the same meaning and interpretation given under the applicable national laws. Bribery occurs when one person offers, promises, solicits, gives, pays, seeks, refrains from committing any required act which he/she is obligated to do, agrees to receive any gratification, receives or accepts a benefit or something of value (gratification) from another to obtain or retain business or an advantage (commercial, economical, contractual, regulatory or personal) or to induce, influence or reward improper conduct or an improper decision. A gratification may involve a monetary payment or offer, it covers anything of value such as cash or cash equivalent (eg: gift vouchers, tickets to an event, etc.), gifts, a loan, valuable security, entertainment, travel, hospitality, donations, scholarships, training, offers of employment, discharge or liquidation of any loan or obligation and favours (discounts, free use of service, sports bribes, sexual favours etc.). Bribery can occur directly or indirectly through Third Parties.

“Company” refers to The Lanka Hospitals Corporation PLC and its fully-owned subsidiary.

“Company Personnel” refers to and includes all individuals working at all levels and grades, including directors, senior managers, officers, employees (whether permanent, probation, fixed-term, contracted under a contract for services, or temporary) of the Company, trainees, apprentice, seconded staff, volunteers, interns, or any other person working with the Company or former employees.

“Conflict of Interest” occurs when an individual’s objectivity is compromised or perceived to have been compromised, and there is a conflict between his/her professional duties or responsibilities at the Company and his/her personal interest.

“Corruption” refers to the abuse of entrusted power, position and/or trust to get an improper advantage or gain, giving or receiving of any gratification or reward of any value for performing a task in relation to the person’s job profile/job description.

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“CSR” refers to a voluntary, self-regulated and ethics-driven action to ensure the sustainability and governance of the society and environment.

“Discount” refers to a reduction from the usual cost of a product or service, offered by the Company or received from Third Parties.

“Donation” refers to a voluntary contribution in the form of monetary or non-monetary gifts to a fund or cause for which no return service or payment is expected or made.

“Facilitation Payment” refers to a form of Bribery in which small payments or inducements are made to expedite or facilitate a routine function that one person shall be or is responsible for performing as part of his/her daily roles and responsibilities.

“Gift” refers to anything of value, in cash or in kind, that is given to or received from a Third Party as a present and without expecting payment or fair value compensation from the recipient.

“Invitations, Entertainment and Corporate Hospitality” refers to and includes invitations given or received to social functions, sporting events, meals, accommodation and entertainment.

“Kickback/Rebate” refers to a bribe to obtain an undue advantage, where a portion of the undue advantage is ‘kicked backed/ rebated’ to the person who gave or is supposed to give the undue advantage.

“MOFA” refers to the Memorandum of Financial Authority of the Company

“Public Official” refers to and includes any person, at any level, who is a member, an officer, an employee or a servant or who acts in an official capacity for or on behalf of a public body (i.e., a government department or agency, state-owned enterprise or instrument of a government) and includes a foreign public official, a member of the administration, a member of parliament, provincial council, local authority, a judge of the Supreme Court, Court of Appeal, High Court, judicial officers, members of the tribunals or regulatory institutions, and persons exercising quasi-judicial powers, police officers, peace officers and any person receiving any remuneration from public funds, and, where the public body is a corporation sole, includes the person who is incorporated as such.

“Sponsorship” refers to partnering with external organisations to deliver mutual benefits through an exchange of monies, products, services, content or other intellectual property.

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“Third Party” collectively refers to any individual or organisation that a Company Personnel comes into contact with directly or indirectly during the course of his/her work for the Company. This includes but is not limited to, actual and potential customers, suppliers, partners, business contacts, consultants, agents, referrers, intermediaries, persons acting in a fiduciary capacity, government and public bodies, including their advisors, representatives and officials, politicians and political parties.

5. Policy Statements and Required Adherence

All Company Personnel must adhere to the following;

5.1 Prohibition of Bribery and Corruption:

The Company strictly prohibits all forms of bribery and corruption. No Company Personnel or Third Party shall, directly or indirectly, offer, give, solicit, or receive any bribe or participation in any acts or situations that may lead to, or be perceived as, bribes or engage in any corrupt practice, whether for the benefit of the Company or any other party or to obtain or retain an undue personal advantage.

5.2 Gifts, Invitations, Entertainment and Corporate Hospitality:

- a) Company Personnel are prohibited from offering or accepting gifts, invitations, hospitality, or other benefits that could be perceived as an attempt to influence business decisions or gain an unfair advantage.
- b) Third Parties are prohibited from offering and giving gifts, invitations, hospitality, or other benefits to Company Personnel and their immediate family members if it could reasonably give the appearance of influencing the business relationship with the Company or any business decision arising out of the business relationship.
- c) However, having understood that Gifts or Invitations or Entertainment or Corporate Hospitality could also be offered to build good business relationships, any narrow exceptions (for example inconsequential items such as a mug/calendar/diary/pen/desk holder, health vouchers, etc.,) to the above rules 5.2 (a) and (b) if inevitable, must be approved by the Executive Committee of the Company and documented in accordance with the related procedures of the Company. In considering an exception the following should be assessed;
 - i. The value offered or accepted shall not be extravagant, excessive and outside the norm
 - ii. The value offered or accepted should not convey an expressed or perceived advantage or benefit, monetary or otherwise, with the intention to improperly influence the decision-making process to obtain, secure or retain an opportunity.

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- iii. The value should not be offered or accepted during the period that may give the appearance of it being offered to improperly influence the decision made to obtain, secure or retain a business opportunity (Eg; during a particular tender process).
- iv. The value should not be offered or accepted if it gives rise to actual/real or perceived conflict/conflict of interest.
- v. The value offered or accepted should not be repetitive or have a recurring pattern.
- vi. The value should be offered or accepted openly and not secretly.

Provided that Invitations offered to Company Personnel to participate in events fully or partly sponsored by the Company as well as training opportunities received for capacity building of Company Personnel will be considered upon the approval of the Executive Committee or the Group Chief Executive Officer.

The ultimate test to be applied is whether in all the circumstances the Gift, Invitation or Entertainment or Corporate Hospitality is reasonable, justifiable and proportionate.

5.3 Donations and Sponsorships:

- a) The Company occasionally makes Donations and participates in Sponsorships provided those are not made to secure any improper advantage or retain any business relationship or influence any business decision. Good judgement and due diligence must be exercised to assess the purpose and intention of the Donation or Sponsorship while maintaining transparency in all circumstances.
- b) Any such duly assessed Donations or Sponsorships should be made directly to the organizing and not to or through third parties especially when a Public Official is associated.

Contributions to industry associations or fees for memberships in organisations that serve business interests are not necessarily considered Donations.

5.4 Discounts:

Discounts must not be offered, promised, given or accepted as a Bribe or as an attempt to improperly influence business decisions or gain an unfair business advantage. However, this Policy does not prohibit offering or accepting legitimate Discounts, which is consistent with the Company's pre-approved standard Discount and pricing policies. Discounts must be transparently disclosed, properly documented and justified based on legitimate business reasons.

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5.5 Facilitation Payments, Kickbacks/Rebates & Bid-Rigging:

- a) All Company Personnel are prohibited to directly or indirectly offer, promise, give, solicit or accept, agree to accept, or attempt to obtain anything that might be regarded as a Facilitation Payment, Kickbacks/Rebates or Bid-Rigging in any form.
- b) The Company does not permit any Third Party to make any Facilitation Payment or Kickback/Rebate or Bid-Rigging for and on behalf of the Company, in the name of the Company or in any manner otherwise related or in connection with the Company.
- c) All Company Personnel and Third Parties must refuse to make a Facilitation Payment or Kickbacks/Rebate or Bid-Rigging in all circumstances. However, under any compelling circumstances where any Company Personnel is held to life risk or physical harm and where he/she deems necessary to accede to overcome the situation by payment of Facilitation Payment, ransom or other payment such incident must forthwith be reported to the Executive Committee or the Group Chief Executive Officer. The Executive Committee or the Group Chief Executive Officer of the Company shall take immediate action(s) as may be required.

5.6 Corporate Social Responsibility (CSR):

- a) The Company supports various types of CSR activities to ensure the sustainability of society and the environment. CSR activities are carefully examined and assessed for legitimacy and genuineness in not being carried out to improperly influence a business outcome. The proposed recipient must be a legitimate organisation and the rightful recipient. There should be a transparent selection and decision-making process, with proper records kept.
- b) All CSR activities must be pre-approved by the Executive Committee while ensuring that the intended purpose is met, and benefits are extended to the intended recipient(s). The associated costs and expenses of such CSR activities must also be pre-approved as per the limits and authorities granted under the MOFA.

5.7 Conflict of Interest:

- a) All Company Personnel shall recognise and avoid situations of Conflict of Interest (actual, real, perceived or potential) to maintain integrity and develop trust by making professional and impartial business decisions as morefully stated in the Code of Conduct and Ethics.

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- b) If any perceived or potential Conflict of Interest is identified, the Company Personnel must immediately disclose and report the nature of such interest in the manner referred to in the Code of Conduct and Ethics.
- c) In the event of any Conflict of Interest by a Third Party, they must report the same to the Group Head of Internal Audit and/or Group Chief Executive Officer and/or Chairman of the Audit Committee and the Group Head of Internal Audit will carry out necessary investigations and recommend actions to be taken to the Group Chief Executive Officer.

5.8 Dealings with Third Parties:

The Company builds trust and a constructive business relationship or enters into a contractual agreement with Third Parties who work on behalf of the Company. All Third Parties are expected to:

- a) carry out any business activities for and on behalf of the Company in a professional and ethical manner at all times;
- b) comply with this Policy and provisions laid down in the Procurement Manual;
- c) execute the Supplier Declaration Form and/or any other documents as shall be prescribed by the Company prior to the commencement of any business activities with the Company;
- d) participate in any due diligence activities as prescribed by the Company;
- e) ensure compliance with all applicable laws and regulations (including but not limited to anti-bribery and anti-corruption laws) at all times; and
- f) ensure that any sub-contractors appointed are made aware, amongst others, of this Policy

5.9 Interactions with Public Officials:

- a) The Company operates in an industry that frequently involves interactions with Public Officials, who may have the ability, or be perceived to have the ability, to make or influence decisions that could affect its business and operations. All Company Personnel are prohibited from improperly influencing a Public Official to seek or retain a business advantage.
- b) All Company Personnel are required to make committed efforts to transact in a fair and transparent manner when dealing with Public Officials. A high degree of caution and diligence shall be exercised in all dealings and interactions with Public Officials, this includes invitations made to the Public Officials or their close associates for functions/events organised by the Company.

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- c) The Company Personnel shall not use/receive private funds for, on behalf of or to benefit the Company and/or any of the Company Personnel or Third Party while dealing with Public Officials.

5.10 Political Contributions:

The Company prohibits any kind or form of political contributions. Company Personnel must not use the Company's funds, assets, equipment and resources to make contributions or donations to any political campaigns, political parties, political candidates or their respective offices/officials.

5.11 Recruitments:

- a) The Company adheres to a transparent and fair manner in its recruitment process. The Company is committed to providing equal employment opportunities to all applicants and employees without regard to race, colour, religion, gender, sexual orientation, national origin, age, disability, or any other legally protected status. The selection will be merit-based. The Company will not tolerate any form of discrimination or bias in the recruitment and selection processes. Any complaints or concerns regarding discrimination or unfair treatment can be reported through the Company's designated channels.
- b) The employees involved in the recruitment process must disclose any personal relationships or conflicts of interest with any applicants and recuse themselves from the process if necessary to maintain impartiality.
- c) Any requests/references for employment received from Public Officials or Third Parties shall undergo regular recruitment due process and shall be identified separately. Acceptance or offer of anything of value or in kind for such cases is strictly prohibited.
- d) The Company does not discourage multiple family members from working for the Company, however, the Company is committed to minimizing potential or actual Conflicts of Interest when bound by work authority in addition to family relationships.

5.12 Book-Keeping and Maintaining Records :

- a) All Company Personnel have the responsibility for ensuring all accounts, invoices, memoranda and other documents and records relating to dealings with Third Parties are prepared and maintained with strict accuracy and completeness. No accounts must be kept 'off-book'. The Company shall not engage in improper accounting or concealment of

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complete and accurate financial activity and also the Company prohibits the tampering of books and records to inaccurately report financial information.

- b) All Company Personnel are required to maintain necessary records to meet the relevant legal, tax and regulatory requirements and the records that are no longer needed or are beyond the statutory retention period are securely disposed of. All Company Personnel should take adequate measures to retain information and records that may be relevant for litigation purposes or be subject to a legal prohibition or stipulation until they are authorised in writing to do otherwise by the Legal Department.
- c) Third Parties are also expected to maintain accurate financial records and have appropriate internal controls in place evidencing the payments given to/or and received from/to other parties.

5.13 Compliance with Laws and Regulations:

- a) All Company Personnel and Third Parties must comply with all applicable Sri Lankan laws and any other relevant regulations related to anti-bribery and corruption.
- b) The Company endeavour to detect and prevent money laundering and also to reasonably prevent the Company from being used by Third Parties to facilitate financial transactions involving improper payments reasonably believed to be the proceeds of bribes.

6. Responsibilities/ Governance

Company Personnel:

- a) All Company Personnel are responsible for understanding and strictly complying with this Policy.
- b) The prevention, detection and reporting of any form of Bribery or Corruption are the responsibility of all Company Personnel and must report any suspected or actual instances of Bribery or Corruption to the Group Head of Internal Audit and/or Group Chief Executive Officer and/or Chairman of the Audit Committee.
- c) In the event of an investigation, the alleged Company Personnel must cooperate fully and openly with the investigation by the Company into alleged or suspected corrupt activity or breach of this Policy. Failure to cooperate or to provide truthful information is a breach of this Policy.

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- d) Each Head of the Department or equivalent position has primary and day-to-day responsibility for implementing this Policy. Management at all levels is responsible for ensuring those reporting to them are made aware of and understand this Policy and are given adequate and regular training on it through the HR Division.

Third Parties:

- a) All Third Parties must comply with this Policy when acting on behalf of the Company. They are required to report any suspected or actual instances of Bribery or Corruption involving the Company to the Group Head of Internal Audit and/or Group Chief Executive officer and/or Chairman of the Audit Committee.

Group Head of Internal Audit:

- a) The Group Head of Internal Audit is responsible for overseeing the implementation of this Policy and monitoring its use and effectiveness.
- b) The Group Head of Internal Audit shall investigate any reports of suspected or actual Bribery or Corruption and any instances of non-compliance to this Policy.
- c) The Group Head of Internal Audit shall also evaluate the adequacy of internal controls related to anti-bribery and anti-corruption measures, ensuring they are robust and capable of detecting and preventing bribery and corruption and shall recommend enhancements to controls as needed to the management.
- d) Any material or significant incidents related to breaches and non-compliances as stated above shall be reported to the Audit Committee on a quarterly basis.
- e) The Group Head of Internal Audit shall ensure that corruption/bribery risk is included in the annual risk assessment of the Company.

Audit Committee

- a) The Audit Committee is responsible for overseeing the development, implementation, and periodic review of this Policy to ensure it meets legal and regulatory requirements, aligns with industry best practices, and effectively mitigates bribery and corruption risks.

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- b) The Audit Committee shall oversee regular bribery and corruption risk assessments conducted by the Group Head of Internal Audit. The committee will review the findings of these assessments and ensure that adequate measures are implemented to address identified risks.

Board of Directors

The Board of Directors has overall responsibility for ensuring this Policy complies with the Company's legal and ethical obligations, and that all those under its control comply with it.

7. Reporting and Whistleblowing

The Company encourages all Company Personnel and Third Parties to report any concerns or suspicions regarding Bribery or Corruption. However, such an individual shall ensure that there is a reasonable belief or basis for the concern and the report is made in good faith and not for personal gain or motivated by ill or malicious intention. Mere rumor or hearsay information is not the basis to whistle blow. Reports can be made confidentially and without fear of retaliation to the Group Chief Executive Officer and/or Group Head of Internal Audit and/or Chairman of the Audit Committee under whistleblowing policy. All reports will be investigated promptly and thoroughly, and appropriate action will be taken where necessary as per the process laid down in the whistleblowing policy.

8. Bribery & Corruption Risk Assessment

A bribery and corruption risk assessment is performed to identify, assess, evaluate, and mitigate the bribery and corruption risk to the Company by the Group Head of Internal Audit. The bribery and corruption risk assessment is to be conducted in a regular manner with the objectives of identifying the nature of bribery and corruption risk concerning the Company and the potential of occurrence, analyzing or assessing the implication of identified risk to the Company and determining risk prioritization, evaluate the Company's existing control to mitigate the risk to the accepted residual level.

9. Inclusion of Terms in the Contracts/Agreements

To ensure compliance with the Company's commitment to ethical conduct and anti-corruption and bribery, all contracts, agreements and memorandum of understanding entered into by the Company with Third Parties, will include a specific clause/term (s) addressing anti-bribery and corruption concerns and compliance with effective from 15th September 2024.

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10. Protection

- a) No Company Personnel will be penalised, or be subject to other adverse consequences, for refusing to pay bribes or engage in any other conduct which would be a breach of this Policy, even if that refusal may affect the business of the Company.
- b) Company Personnel/informers/whistleblowers who refuse to take part in Bribery or Corruption, or report in good faith under this Policy their suspicion that an actual or potential Bribery or Corruption has taken place or may take place in the future will be protected from detrimental treatment/retaliation. Detrimental treatment includes revealing the identity of the informer, dismissal, disciplinary action, adverse condition of employment, reprisal, intimidation, retaliation, harassment, threats or other unfavourable treatment connected with raising a concern.

11. Training and Communication

The Company will provide regular training to all Company Personnel on the requirements of this Policy and the relevant anti-bribery and corruption laws and regulations through the Human Resources Division. The Company will also communicate this Policy to all Third Parties and require their adherence to its principles through the Human Resources Division.

12. Actions for Violation or Non-Compliances

- a) Any violation of this Policy by Company Personnel may result in disciplinary action in line with the disciplinary process of the Company. It may be treated as gross misconduct and could render the relevant Company Personnel liable to summary dismissal. Conduct in violation of this Policy may also breach applicable anti-corruption laws and result in criminal and/or civil penalties, including fines and imprisonment.
- b) In the event of an actual or suspected breach of this Policy by a Third Party, the Company reserves the right to suspend or terminate the business relationship with such Third Party and to take any associated legal action or recovery of damages. It would also impact eligibility for future contracts or business engagement of such Third Parties with the Company. The Company will report significant breaches to appropriate regulatory authorities, as required by law.

13. Monitoring and Review:

- a) The Company will regularly monitor and review this Policy to ensure its adequacy effectiveness and relevance. Internal control systems and procedures will also be subjected to regular audits to provide assurance that they are effective. The Group Head of Internal

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Prepared by: - Senior Manager Legal & Compliance		Reviewed by: - Group Chief Executive Officer/Executive Committee/Audit Committee		Approved by: - Board Of Directors

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LH/POLICY/LEGAL/01

POLICY ON ANTI-BRIBERY AND CORRUPTION

Audit is responsible for conducting periodic reviews at least once every two (02) years and making recommendations for updates or improvements as necessary.

- b) The Company reserves the right to vary and/or amend the terms of this Policy from time to time. All stakeholders shall be informed of any revisions made to this Policy.

14. Related Policies and Procedures:

This Policy should be read in conjunction with the other policies, standard operating procedures and guidelines of the Company, namely employee misconduct, prevention of harassment, induction, recruitment and selection, code of business conduct and ethics, bookkeeping and accounting, discount (IP/OP, corporate packages, promotional discounts, on-bill discounts etc.,) procedures and pricing, use of company assets, risk management and internal control, whistleblower policy, related party-transactions, information security and the MOFA, employment handbook, procurement manual and IT security management guidelines.

This policy was reviewed and recommended by the Audit Committee on 10th September 2024 and approved by the Board of Directors on 19th September 2024.

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