



Corporate Policy

Anti-Corruption

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MARGO

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Note:

This Policy in its present form is valid for Bayer AG. All Group companies worldwide are requested to put the Policy into effect after appropriate examination with validity for all divisions and enabling functions as described in Corporate Directive No. 1764 “Lifecycle Management of Internal Regulations”. This is not required for Group companies for which the Policy is automatically enacted. Local administrative and legal requirements and any existing agreements with employee representatives must be taken into account during implementation. Group companies are further requested to take out of effect any regulations which are replaced by this Policy. The relevant version of this Policy is stored in the [MARGO database](#) or in a local system which complies with the current requirements. Utilization or dissemination of this material outside the Bayer Group is not permitted except with the explicit approval of the responsible Head of Compliance.

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1 Management Summary

The [LIFE values](#) are essential for our success. Integrity as one of our core values means among other things that we will not tolerate corruption.

“Corruption is recognized to be one of the world's greatest challenges. It is a major hindrance to sustainable development, with a disproportionate impact on poor communities and is corrosive on the very fabric of society.” (United Nations Global Compact)

Corruption is a crime in many countries, and the company and its employees can be prosecuted for violating the law whether or not the corrupt practice took place within the governing jurisdiction. In addition, publicity surrounding participation in corrupt activity could severely harm the company’s reputation, the public’s trust in Bayer, and consequently, the company’s economic standing.

This Anti-Corruption Policy is designed to help colleagues worldwide to avoid potential corruption issues.

It has been drafted to provide support and guidance. It should help us to avoid risks and meet today’s Corporate Compliance challenges. Corruption risks require special procedures to ensure that we genuinely honor our commitment to fight corruption and properly document our compliance efforts.

Only by thoroughly implementing this Policy can we protect Bayer and our employees around the world from severe consequences.

Wolfgang Nickl
Bayer AG
Member of the Board of Management

Stephan Semrau
Bayer AG
Head of Law Corporate and ad
interim Head of Law, Patents &
Compliance

2 Introduction

“Bayer’s reputation is upheld by every employee doing the right thing. There is no justification for illegal business practices – ever. We accept the fact that we may lose some business opportunities as a result.”

“We never offer or give a benefit to try – or even give the appearance of trying – to wrongfully influence someone else’s decision or action” (see [Corporate Policy No. 1986](#) “Corporate Compliance Policy”, Principle No. 2 “We act with integrity in all our business dealings”). Such behavior is considered as “corruption”. This Policy aims at providing practical guidance to prevent corruption.

2.1 Objective

Integrity is one of Bayer’s LIFE values. Integrity means complying with all relevant laws, regulations, industry codes and generally accepted good business practices. Bayer employees worldwide are expected to act with Integrity and to not engage in any kind of corruption.

When interacting with *Healthcare Professionals (HCPs)* and *Healthcare Organizations (HCOs)*, specific regional or local codes are applicable to Bayer.



In case of any conflict between the applicable rules, the stricter standards and rules apply.

2.2 Scope and Target Group

This Policy applies to all Bayer employees worldwide.

This Policy applies to any situation that involves an offer or provision of a *Benefit to Wrongfully Influence a Third Party* in order to gain an *Inappropriate Advantage* (Active Bribery).

This Policy also applies to interactions with *Government Officials* and/or *HCPs/HCOs*¹. In some countries, it may be generally illegal to offer or give anything to a *Government Official, HCP* or *HCO*, even if it is not for an *Inappropriate Advantage*. Even where not prohibited, giving a *Benefit* may require public reporting or disclosure. Please find the specific rules at the end of each Subsection of this Policy.

This Policy does not encompass any situation that involves the request or acceptance of a personal *Benefit* from a *Third Party* (Passive Bribery) which is governed by [Corporate Policy No. 2085](#) “Conflicts of Interest”.

¹ Note that in some countries, a Healthcare Professional is considered a Government Official. For a detailed definition please refer to [Section 8](#).

2.3 Risks Covered

Bayer employees may encounter the risk of corruption in diverse circumstances when providing *Benefits*. Involvement in corruption can lead to serious consequences for Bayer and its employees, especially:

- significant financial and reputational damage for the Bayer Group,
- civil and criminal penalties for the individuals involved,
- exclusion of the company from public tenders.

This Policy aims at preventing these risks.

Violations of this Policy will not be tolerated and employees may be subject to specific sanctions, including termination of employment. To the extent legally permissible, Bayer fully reserves the right to claim back damages from employees as a result of culpable misconduct, in addition to other adequate measures available under the applicable laws.

Further, Bayer employees are required to immediately report any violations of the [Corporate Policy No. 1986](#) “Corporate Compliance Policy”, including any corrupt behavior (see [Corporate Policy No. 2029](#) “Management of Compliance Incidents”).

3 Basic Principles

Employees must not offer or give a *Benefit* if the intention is to *Wrongfully Influence a Third Party* as such conduct constitutes corruption.

In order not to engage in any corruption, there are four basic principles which need to be followed by all Bayer employees in any activity related to offering or giving *Benefits* to *Third Parties* – such *Benefits* have to be:

- legitimate,
- appropriate,
- transparent, and
- documented.

Please note: Bayer has implemented a global, standardized, risk-based due diligence process in order to evaluate the integrity of Third Parties (for more details, see [Procedure No. 2083](#) “Third Party Due Diligence Process”).

3.1 Legitimacy

Only offer or give a *Benefit* if its cause is legitimate:



- Never offer or give a *Benefit* to – directly or indirectly – *Wrongfully Influence a Third Party*.
- The *Benefit* must have a legally permissible business or corporate purpose.

<i>DO</i>	<i>DON'T</i>
<ul style="list-style-type: none"> ☑ Offer or give a <i>Benefit</i> only when it is acceptable in the normal course of business relationships. ☑ Follow applicable local rules, regulations and policies when determining if a <i>Benefit</i> is legitimate under the circumstances at hand. 	<ul style="list-style-type: none"> ☒ Do not offer a <i>Benefit</i> with the intention to <i>Wrongfully Influence a Third Party</i>.

Please note: Regarding the PH/CH business, this principle of Legitimacy is also known under the **principle of separation** and has gained special relevance regarding the use of prescriptions and prescription data.

3.2 Appropriateness

The *Benefit* offered must be appropriate in form and value.

Only offer or give *Benefits* which are acceptable and adequate in the given circumstances, for example:



- *Benefits* which reflect the fair market value of what Bayer receives as consideration in return (bilateral arrangements).
- *Benefits* which adequately reflect the purpose to which Bayer contributes (charitable contributions, donations²).
- *Benefits* which are appropriate after a check for culturally sensitive aspects and/or potential reputational risks.

<i>DO</i>	<i>DON'T</i>
<ul style="list-style-type: none"> ☑ Follow formally established local thresholds when considering whether or not a <i>Benefit</i> is appropriate. ☑ Assess if the value of the <i>Benefit</i> is appropriate under the given circumstances. 	<ul style="list-style-type: none"> ☒ Do not offer <i>Benefits</i> that are excessive or inappropriate and as such might give the impression of inappropriate motives.

² For more information, refer the [Corporate Charitable Giving Procedure](#)

3.3 Transparency

Only offer or give a *Benefit* in a transparent manner:



- Never try to disguise the cause of a *Benefit*.
- Never use another person or entity (e.g., a *Third Party* distributor, agent or advisor, family member or family business) as “intermediary” in order to offer or give a *Benefit* that you cannot offer or give yourself.
- Ensure transparency to the general public, that is, disclosure and/or publication regarding the *Benefits* in the healthcare area where required (for example, US Sunshine Act, Disclosure Code of the European Pharmaceutical Association EFPIA)³.

DO	DON'T
<ul style="list-style-type: none"> <input checked="" type="checkbox"/> Offer <i>Benefits</i> transparently. <input checked="" type="checkbox"/> Ensure that the cause of the <i>Benefit</i> is clear to an independent observer. 	<ul style="list-style-type: none"> <input checked="" type="checkbox"/> Do not hide inappropriate <i>Benefits</i> behind “fake” commercial terms or bilateral arrangements. <input checked="" type="checkbox"/> Do not divide a <i>Benefit</i> into parts to hide the overall value of the <i>Benefit</i>.

3.4 Documentation

Benefits must be documented:



- Bayer’s books and records must accurately reflect and record the cause of a *Benefit*.
- All accounting requirements regarding the documentation of *Benefits* are followed.

DO	DON'T
<ul style="list-style-type: none"> <input checked="" type="checkbox"/> Make sure all required transactional details for a <i>Benefit</i> are fully documented. <input checked="" type="checkbox"/> Verify in each case that documents genuinely reflect the reality, for example services were provided, activities took place, events were held and/or goods were supplied. 	<ul style="list-style-type: none"> <input checked="" type="checkbox"/> Do not rely merely on documents, for example, invoices, without confirming their justification. <input checked="" type="checkbox"/> Do not disguise the real course of action, for example enter into a fake service agreement to hide donations.

³ Please note: [Corporate Directive No. 1123](#) on “Disclosure of Transfers of Value to Healthcare Professionals and Organizations” provides for specific rules in this regard.

4 Prohibited Conduct

4.1 Facilitation Payments

Bayer prohibits the use of payments made to a *Government Official* to speed up or facilitate the performance of routine, non-discretionary services or actions, such as issuing a license or permit, so-called *Facilitation Payments*. However, fees paid in accordance with formal government procedures officially accompanied by an invoice or receipt for payment are permissible.

<i>DO</i>	<i>DON'T</i>
<input checked="" type="checkbox"/> Pay formal fees for “fast track” procedures against official invoice or receipt.	<input checked="" type="checkbox"/> Do not make Payments to <i>Government Officials</i> to speed up the performance of routine non-discretionary services or actions, such as obtaining licenses, business permits and visas or to clear customs unless in accordance with formal government procedures.

4.2 Kickbacks

Bayer prohibits the payment of hidden commissions or other types of incentives, so called *Kickbacks*, to *Wrongfully Influence* the recipient of the *Kickback*. In particular, Bayer does not pay for prescribing medicinal products.

<i>DO</i>	<i>DON'T</i>
<input checked="" type="checkbox"/> Pay incentives through legitimate business tools, for example, rebates, commissions, loyalty programs. ⁴	<input checked="" type="checkbox"/> Do not offer or give any non-transparent or hidden <i>Benefits</i> .

4.3 Generation of disposable funds

As a preparatory act to corruption, the creation of disposable funds to generate cash or other goods of value used as bribes, for example, via sham invoices or travel expenses⁵, is considered as a criminal act in many jurisdictions. The generation of such disposable funds is therefore not permitted.

⁴ For more information: [Customer Loyalty Programs Procedure](#), [Crop Science Commercial Policy Guidance](#)

⁵ Please refer to [Corporate Policy No. 2023](#) “Global Travel and Expense” for more information on group-wide travel standards for Bayer employees

DO	DON'T
<p>☑ Make sure that each business activity has a clear and legitimate rationale and that the corresponding financial transaction and payment flow is appropriately documented according to Bayer's internal rules.</p>	<p>☒ Do not create fake restaurant or cab receipts or invoices to obtain "reimbursements" when in fact there weren't any expenses.</p> <p>☒ Do not create hidden budgets or hidden cash pools.</p>

5 Specified principles for particular areas

The principles explained above must always be followed. The following guidance explains how these basic principles are reflected in specific business activities.



The general principles outlined below are applicable to all business activities of Bayer. In addition to these general principles, further specific rules may apply to business activities with a Third Party who is a Government Official or HCP/HCO.

When dealing with *HCPs/HCOs* (in the PH/CH business), industry codes regarding the PH business are usually much stricter than the respective codes regulating interactions with *HCPs/HCOs* concerning CH products. That is why all chapters specifically dealing with interactions with *HCPs/HCOs* contain certain exceptions for CH.

5.1 Gifts

5.1.1 General Principles

Please note: In case the recipient of the *Gift* is a *Government Official* or an *HCP/HCO*, please follow the additional rules in Section [5.1.2](#) and [5.1.3](#) respectively.



- Give *Gifts* only as a matter of courtesy or appreciation according to local customs.
- The value, frequency and timing are key considerations when deciding whether a *Gift* is legitimate.



- Give *Gifts* according to the thresholds incorporated in your local gift policy⁶: It is the total number of *Gifts* within the past twelve months that counts.
- Give *Gifts* which are in line with Bayer's corporate values, mission and principles; never give *Gifts* which have the potential to harm Bayer's reputation, even if the provision of the *Gift* itself would be legal.
- Never give *Gifts* which consist in cash or cash equivalents (gold, silver, vouchers exchangeable for cash⁷, etc.), except if pre-approved by the responsible *Compliance Business Partner*.



- Give *Gifts* only in an appropriate and open setting.
- Never disguise *Gifts* as other forms of *Benefit* if the *Gift* would not be admissible.
- Do not disguise the recipient of the *Gifts* by using intermediaries.



- *Gifts* shall be documented in the books and records as required by local regulations and/or policies, for example, the purpose and value of the *Gift*, the circumstances of the distribution, its transfer, giver and recipient.

5.1.2 Gifts to Government Officials

Since national laws highly regulate the interaction with *Government Officials*, there are additional rules to be followed:



- Give or offer *Gifts* to a *Government Official* who is involved in an expected or *pending decision* regarding Bayer only if the responsible *Compliance Business Partner* has pre-approved the *Gift*.
- Never give or offer *Gift* certificates (vouchers) to *Government Officials*, except if pre-approved by the responsible *Compliance Business Partner*.



- Give or offer *Gifts*, if allowed, only of a minimal value (in line with locally pre-defined thresholds, for example, low-cost *Promotional Items*⁸) and provide them merely as a matter of tradition and courtesy.
- The responsible *Compliance Business Partner* must review and approve in advance any proposed *Gift* to a *Government Official* above the locally established threshold.

⁶ For countries where LPC Express is available you can review your [country gift table as annexed to the Handling of Gifts Procedure by clicking here](#).

⁷ A voucher exchangeable for cash is any voucher which allows receiving cash instead of the specified goods. Local regulations may apply to determine what is defined as voucher.

⁸ Note that in some countries it is not allowed to provide even Promotional Items, e.g., to Government Officials who are also HCPs.

5.1.3 Gifts to Healthcare Professionals [PH/CH]

For PH: The International Compliance Code (IFPMA Code of Practice) prohibits to provide *Gifts* to *HCPs/HCOs* for the personal benefit of *HCPs*.

For CH: When providing *Gifts* to *HCPs/HCOs*, make sure that they are in-line with all local laws, regulations and/or applicable industry codes and that they follow these additional requirements:



- Never give or offer *Gifts* for the personal benefit (such as sporting or entertainment tickets, electronics items, social courtesy gifts, etc.) of *HCPs*.
- Never give or offer *Gifts* which consist of cash, cash equivalents (gold, silver, vouchers exchangeable for cash, etc.) or personal services (that are unrelated to the *HCP's* profession and conferring a personal benefit to the *HCP*).
- Never give or offer Promotional aid Items to *HCPs* in relation to the promotion of prescription-only medicines.
- *Items of medical utility* may be given or offered to *HCPs* if they:
 - are of modest value,
 - do not offset routine business practices (this means no routine business expenses for items such as, stethoscopes, surgical gloves, blood pressure monitors, needles, that the *HCP* is expected to cover themselves),
 - are beneficial to enhancing the provision of medical services and patient care, and
 - are not offered on more than an occasional basis, even if each individual item is appropriate.

Items of medical utility can include the company name, but must not be product branded, unless the product's name is essential for the correct use of the item by the patient.



- Promotional aid Items of minimal value and quantity may be given or offered to *HCPs* solely for the promotion of medical devices, cosmetics and over-the-counter medicines if relevant to the practice of the *HCP*.
- Informational or educational items provided to *HCPs* for their education or for the education of patients on disease and its treatments may be given or offered provided that they:
 - are primarily for educational purposes and do not have independent value and
 - are of modest value (for example, memory sticks pre-loaded with educational or informational data) or
 - are of reasonable value regarding books and subscriptions (their provision should be kept to a minimum; consideration should be given both to the cost of an individual book or subscription as well as the overall benefit to an individual *HCP* in a given year and on an ongoing basis).

Informational and educational items provided to *HCPs* for patient use can include the company name, but must not be product branded, unless the product's name is essential for the correct use of the item by the patient.

Please note: In case the HCP is also a Government Official ([Section 5.1.2](#)), the stricter rules apply.



For CH: Exceptions to the above-mentioned minimum standards for Gifts might be granted in the CH business by the responsible Compliance Business Partner on the basis of locally applicable laws and industry codes. In particular, but not exclusively, such exceptions might apply in product areas where the legal regulations are less strict, for example food supplements or cosmetics.

5.2 Commercial Terms⁹

Commercial terms such as pricing, rebates, discounts, bonuses, payment terms, product returns, market funding and customer loyalty programs etc. – must not be used to *Wrongfully Influence* their recipient:

- They must be legitimate, appropriate, transparent, and documented.
- They must only be used in accordance with the guidelines defined in the applicable divisional commercial procedures, directives or similar and/or local commercial policies, for example:
 - Corporate Directive “[Commercial Directive for PH](#)”
 - Bayer Consumer Health “[Commercial Policy Guidance](#)”
 - Procedure “[Crop Science Commercial Policy Guidance](#)”
 - Procedure “[Customer Loyalty Program](#)” for Crop Science division
- Never use commercial terms to disguise otherwise illicit *Benefits*.

5.3 Product Samples

5.3.1 General Principles

- Provide *Product Samples* only to enable the customers to familiarize themselves with the product.
- Do not use *Product Samples* as a method to disguise rebates.
- If possible, provide *Product Samples* in special packages marked, for example, “Free sample – not for sale”. Otherwise, the smallest available package shall be used.
- *Product Samples* must not be abused, for example, provided excessively or commercialized.

⁹ For more information: [Crop Science Commercial Policy Guidance](#)

5.3.2 Samples within the PH/CH business

When providing *Samples* of PH/CH products, all applicable local laws, regulations and/or industry codes must be observed, in particular:

- Make sure to only provide medical *Samples* which are of the correct package size, which are marked “free medical sample – not for resale” (or words to that effect) in a way that cannot easily be removed and which are accompanied by a copy of the summary of product characteristics.
- Make sure *Samples* are appropriately stored, transported and distributed in a location suitable for maintaining their security/quality and at appropriate temperatures in accordance with the summary of product characteristics.
- For prescription-only products, provide *Samples* only to *HCPs* who are authorized to prescribe those products, that is, to enable them to familiarize themselves with those products.
- Do not provide *Samples* as an inducement to provide or purchase Bayer products and do not sell *Samples* or facilitate a situation where *Samples* are made available for sale.
- Provide only the number of *Samples* during the period of time as outlined in the local laws, regulations and/or industry codes.
- When local laws, regulations and/or industry codes mandate it make sure the *HCP* acknowledges the receipt of any such *Samples* as well as the number provided in writing. All *Samples* provided to an *HCP* must be documented.

Regarding medical devices to be given to customers for evaluation before purchase, ensure accordance with local laws, regulations and/or applicable industry codes (for example, regarding the reasonable time period, documentation, etc.).



For CH: Exceptions to the above mentioned minimum standards for Samples and medical devices might be granted by the responsible Compliance Business Partner on the basis of applicable laws and industry codes. In particular, but not exclusively, such exceptions might apply in product areas where the legal regulations are less strict, for example food supplements or cosmetics.

5.4 Meals & Hospitality (unconnected to Events and Meetings)

5.4.1 General Principles

Meals and hospitality are often a natural part of business or professional relations. When handled correctly, and in accordance with applicable law and business ethics, providing these types of *Benefits* can demonstrate respect, appreciation and good etiquette while fostering positive business relationships.

When handled incorrectly, however, meals and hospitality can create a perception of impropriety, a conflict of interest, or worse yet, a violation of anti-corruption laws.

Please note: In case meals or hospitality are offered to a *Government Official* or an *HCP*, please follow the additional rules in Section [5.4.2](#) and [5.4.3](#) respectively.



- Offer meals or hospitality only when this is a normal business conduct in a given situation.
- Employees must never offer a meal or hospitality to secure an *Inappropriate Advantage*.



- Invite *Third Parties* only to such a business meal or offer such hospitality (for example, hotel accommodation) which is not and does not give the impression of being excessive.
- No meals and hospitality can be offered to accompanying persons, unless there is pre-approval by the responsible *Compliance Business Partner*.



- Do not book venues for exclusive use (available only to Bayer) unless genuinely required, in particular by the scale or character of the occasion or for safety reasons.
- Interaction in an open plan minimizes the risk of misperception.



- Make sure to request correct and transparent invoices which reflect what has been provided and properly keep them in all books and records.
- Unless impossible due to the circumstances of the event (for example, open site day), always list all participants of a meal or recipients of hospitality and the occasion.

5.4.2 Meals and Hospitality offered to Government Officials

In addition to the general principles above, when offering meals or hospitality to *Government Officials*, the following rules need to apply:



- Payment for meals and hospitality for *Government Officials* must be the exception and not the rule.
- *Government Officials* may be invited if such invitation is in line both with the law at the venue and the law of the *Government Official's* home country.
- Invite a *Government Official* who is involved in an expected or pending decision regarding Bayer only if the responsible *Compliance Business Partner* has pre-approved the invitation.



- Only *Entertainment Elements* of a modest nature and ancillary to refreshments or meals, such as dinner music or traditional, non-luxurious entertainment, are appropriate.

5.4.3 Meals and Hospitality offered to Healthcare Professionals [PH/CH]

In case meals and hospitality are offered to *HCPs*, make sure that the following additional requirements are met:



- Business-related meals with *HCPs* are only allowed in relation to the discussion of business-related topics or future service provision for Bayer. If served in relation with a scientific or educational meeting/event, the meals must always be secondary to a scientific or educational discussion.
- Only invite *HCPs* if permissible according to local laws, industry codes and any other applicable local regulations.
- When inviting an *HCP*, local code compliance value thresholds for meals and other hospitality must be respected.
- When inviting *HCPs* in connection with medicines (prescription only and over-the-counter medicines) *Entertainment Elements* as well as leisure and social activities are prohibited. *Entertainment Elements* may only be appropriate regarding other products (for example, medical devices, cosmetics) and only if of a modest nature and ancillary to refreshments or meals, such as dinner music or traditional, non-luxurious entertainment.



Please note: In case the *HCP* is also a *Government Official* ([Section 5.4.2](#)), the stricter rules apply.



For CH: Exceptions to the above mentioned minimum standards for meals and hospitality for HCPs might be granted in the CH business by the responsible Compliance Business Partner on the basis of locally applicable laws and industry codes. In particular, but not exclusively, such exceptions might apply in product areas where the legal regulations are less strict, for example food supplements or cosmetics.

5.5 Events and Meetings¹⁰

5.5.1 Professional Events

Please note: In case the event is planned for networking purposes or to invite *Government Officials*, *HCPs/HCOs* or *Patient Organizations*, please follow the additional rules in [Section 5.5.2](#), [5.5.3](#), [5.5.4](#) and [5.5.5](#) respectively.

¹⁰ For organizational aspects and processes to minimize compliance risks, please refer to [Procedure No. PHG-PUB-000008](#) "Event Management".



- Invite only:
 - *Third Parties* as participants who have a legitimate purpose to attend the event, that means only those with a genuine professional interest in the subject-matter of the event (scientific, commercial or educational);
 - Participants' partners or family members if they have a legitimate professional interest themselves.
- Reimburse travel and expenses of a participant of a *Professional Event* only if they are in-line with the applicable local travel policy, laws and industry codes.
- If possible, the reimbursement should be made directly to the travel service provider; otherwise, the participant may only be reimbursed upon presentation of the relevant invoices.
- Pay per diem (daily allowance) to participants only if this is required by local law and pre-approved by the responsible *Compliance Business Partner*.



- Choose an appropriate venue with adequate meeting facilities. Avoid locations which can be perceived as inadequate. Avoid venues abroad.
- Provide moderate and reasonable meals and refreshment in accordance with local standards.
- Provide for hospitality outside of the *Professional Event* only in case it is directly connected with the *Professional Event*, for example, a dinner at the evening before the *Professional Event* and/or a breakfast at the day thereafter.
- Make sure over 50 % of the time of a *Professional Event* is spent on professional topics.
- *Entertainment Elements* are allowed if they:
 - do not take up the majority of the time of the *Professional Event*,
 - are in line with Bayer's corporate values, mission and principles and therefore do not create any risk to Bayer's reputation (for example, no adult entertainment, no lavish or extravagant entertainment).



- An agenda for the *Professional Event* should accurately reflect its business purpose.
- *Professional Events* may not be used to disguise hospitality which otherwise could not be offered to a *Third Party*.



- Make sure that there are appropriate records showing that all conditions for *Professional Events* are met. Such records may include: invitation letter, correspondence regarding attendance, agenda, presentations & handouts, invitee list, actual attendance records (for example, sign-in sheet), invoices & expense list.

Please note: The responsible *Compliance Business Partner* may grant exceptions to the above principles, for example with regard to the venue. Exceptions may be granted if it has been demonstrated that the chosen venue is equally suitable for the event or if required or reasonable under economic, logistical or security reasons.

Selecting a venue abroad can, for example, be justified if more than 50% of the participants come from outside the organizing entity's business domicile, if the relevant source of expertise is located outside the entity's business domicile, if the venue is a research/development/trial/demonstration site which does not exist nearby the organizing entity's business domicile, or if the venue is a division's global headquarters.

5.5.2 Corporate Hospitality Events¹¹

Due to the risk that an invitation to a *Corporate Hospitality Event* is perceived as an attempt to *Wrongfully Influence* the invitee, the following additional rules and guidelines must be applied:



- Organize a *Corporate Hospitality Event* aimed at cultivating established and/or prospective business relationships in Bayer's interest.
- Invite only an appropriate number of individuals necessary to accomplish the pre-defined business purpose. Do not invite accompanying persons.
- Make sure Bayer employees attend the *Corporate Hospitality Event* as well.
- *Corporate Hospitality Events* may only take place on an infrequent basis. If a single department hosts more than one *Corporate Hospitality Event* per year, it shall only invite the same person twice if this has been pre-approved by the responsible *Compliance Business Partner*.
- *Government Officials* and *HCPs* must never be invited to a *Corporate Hospitality Event*, unless such invitation is pre-approved by the responsible *Compliance Business Partner*.



- Make sure the events are appropriate in nature (no particularly luxurious events, for example, a Champions' League final or a Super Bowl match) and take place inside the host country.
- In case the value of a *Corporate Hospitality Event* exceeds locally defined thresholds, the event may be organized and invitations addressed only with pre-approval of the responsible *Compliance Business Partner*.
- *Corporate Hospitality Events* shall only last one day and neither comprise an overnight stay paid for by Bayer, nor the invitee's transportation to and from the event (except for small-scale "shuttle services", for example, a joint bus trip from the airport to the stadium).



- Make the invitations to the *Corporate Hospitality Events* transparent so that the invitees know what type of event they attend.
- It is advisable that such invitations are also transparent to the employers/organizations the invitees represent so that no misperception is possible.



- The company's interest as well as the reason for the selection of the participants must be reflected in the event documentation.

¹¹ Approval of corporate hospitality events will be performed by LPC Express in the countries where available.

5.5.3 Professional Events with Government Officials

Government Officials may be invited to *Professional Events* provided that such invitation is in line both with the law at the venue and the law of the *Government Official's* home country.

Beside *Professional Events* organized by Bayer, Bayer sometimes invites *Government Officials* to *Professional Events* organized by others ("*Third Party Events*") or monetarily supports an individual *Government Official's* attendance to such events. The following additional rules apply regarding *Professional Events* with *Government Officials*:



- Invite a *Government Official* personally involved in an expected or pending decision regarding Bayer only if the responsible *Compliance Business Partner* has pre-approved the invitation.



- *Government Officials* shall not participate in the *Entertainment Elements* of a *Professional Event*. In order to avoid misunderstandings, this must be clearly communicated prior to the *Professional Event* (for example, in the invitation). Exceptionally, if it is only minor *Entertainment Elements*, the *Government Official* may attend, for example, music accompanying a standard business dinner at the end of a *Professional Event*.
- Payments for travel, meals, and hospitality for *Government Officials* are the exception, not the rule.



- Make sure that the *Government Official* invited is allowed to attend the *Professional Event*
 - by written permission of the *Government Official's* supervisor
 - or, at least, by confirmation of the *Government Official* that they disclosed the invitation, the exact benefits to be provided and the agenda to their supervisor and there were no objections to them
 - and/or by other requirements foreseen by local laws and regulations. Make sure to obtain and keep all necessary documents.

Please note: The responsible *Compliance Business Partner* may grant exceptions to the above principles if in line with applicable laws and applicable codes.

5.5.4 Scientific Events for Healthcare Professionals [PH/CH]

Beside *Scientific Events* organized by Bayer, *HCPs* are also invited to *Scientific Events* organized by others ("*Third Party Events*") and their attendance to such events is monetarily supported. Whether and under what conditions this is permitted depends on local laws and industry codes as well as local Bayer policies.

In any case, when inviting an *HCP* to a *Scientific Event*, the following rules (in addition to the ones described at Section [5.5.1 regarding "Professional Events"](#)) must be applied.



- Invite *HCPs* only to *Scientific Events* which relate to their professional practice area, areas of Bayer's research or indication areas of Bayer products; the selection of *HCPs* must be based on objective pre-determined criteria.
- Make sure that invitations are provided only on an occasional basis in accordance with local laws and applicable industry codes.
- Do not invite *HCPs* based on their prescription pattern or contingent upon their sales transactions or recommendations of a Bayer product.



- Choose an appropriate location and venue that is conducive to the purpose of the *Scientific Event* and chosen according to its good accessibility to the participants and speakers, its adequate business conference facilities as well as its security.
- Only invite *HCPs* to international *Scientific Events* (which take place outside the home country of the *HCP*)
 - if the majority of the attendees are from outside the home country and, given the countries of origin of most attendees, it makes greater sense to hold the event in another country, or
 - given the location of the relevant resource or expertise that is the object or subject-matter of the event, it makes greater sense to hold the event abroad.
- If admissible, pay for reasonable travel, registration and hospitality expenses of the *HCP*¹²; however do not organize, arrange and/or pay for accompanying persons.
- Bayer organized *Scientific Events* must not include any *Entertainment Elements*. Also ensure that Bayer does not pay for any *Entertainment Elements* if *HCP* is invited to *scientific third party events*.
- Make sure to arrange/pay for extension days only in case a participating *HCP* needs to stay or come earlier due to a further professional engagement, there are no additional costs for Bayer involved and the responsible *Compliance Business Partner* has given approval having checked that there are no stricter local standards applicable.
- Make sure that *HCPs* are not paid for the mere participation in the *Scientific Event* (per diem/daily allowance).



- Make sure the scientific and educational purpose is clearly visible from the agenda.
- Make sure that an employed *HCP* invited is allowed to attend the *Scientific Event*
 - by written permission by the *HCP's* supervisor
 - or, at least, by written confirmation by the *HCP* that they disclosed the invitation, the exact benefits to be provided and the agenda to their supervisor and there were no objections to them
 - and/or by other requirements foreseen by local laws and regulations are met.
- Make sure to obtain and keep all necessary documents.

¹² "Reasonable" travel and hospitality expenses are usually defined in locally applicable industry codes. As a general rule, however, luxury travel (e.g., first class flights) and luxury accommodation are not permitted.



- The scientific or educational purpose as well as the reason for the selection of the *HCPs* must be documented.

Please note: In case the *HCP* is also a *Government Official* ([Section 5.5.3](#)), the stricter rules apply.

Please note: The responsible *Compliance Business Partner* may grant exceptions to the above principles if in line with applicable laws and applicable codes.

Please note that the above-mentioned requirements for International Events fully apply to so-called “Meet Bayer Home Events”, that means events where Foreign *HCPs* are invited to visit headquarters sites (for example, in Leverkusen, Basel or Berlin).

Special Topic: Educational Grants

Educational Grants may be provided to independent organizations (for example *HCOs*) in order to enable these organizations to support participation of *HCPs* in Events.

Bayer’s participation is limited to internally approving and then providing the grant to such an organization, any decision regarding attendees and program content must be left exclusively to the organization.



For CH: Exceptions to the above-mentioned minimum standards for Scientific Events for HCPs set out in this [Section 5.5.4](#) might be granted in the CH business by the responsible Compliance Business Partner based on locally applicable laws and industry codes. In particular, but not exclusively, such exceptions might apply in product areas where the legal regulations are less strict, for example food supplements or cosmetics.

5.5.5 Events for Patient Organizations

Bayer may support *Patient Organizations (POs)* either by inviting their members to Bayer events or by funding events or other activities organized by *POs*. In any case, the following rules must additionally be applied:



- The main content of the event must be professional, educational and scientific in nature or otherwise support the purpose of the *PO*.

- The event must be held at an appropriate location and venue that is conducive to the main purpose of the event.



- Any hospitality provided must be reasonable and secondary to the main purpose of the event.
- Hospitality is limited to travel, meals, accommodation and registration fees if permissible according to local laws and regulations. There, for example, cannot be any *Entertainment Elements* unless pre-approved by the responsible *Compliance Business Partner*.



- It is essential that Bayer's involvement and its nature is clear from the outset and the *POs* remain autonomous in their decision-making and retain complete control over the content of their work.



- According to local laws and regulations, publicly disclose details on Bayer's support to *POs*.
- The professional, scientific or educational purpose must be documented.

5.6 Corporate Charitable Giving and Divisional Giving

Charitable contributions, such as donations may be made on behalf of or in the name of Bayer if no tangible *Benefit* is received, or expected to be received, by Bayer in return. For details please refer to the [Corporate Charitable Giving Procedure](#) and the [Annex to the Corporate Charitable Giving Procedure "Binding Compliance Guideline on Divisional Giving"](#).

For regulations regarding political contributions (donations to political parties, politicians or candidates for political office) please refer to the [Code of Conduct for Responsible Lobbying Procedure](#).

5.6.1 General Principles of Charitable Giving

The [Corporate Charitable Giving Procedure](#) focuses on the approval process regarding donations of different values. However, due to the risk of this process and donations to be used to give or offer a *Benefit* which would otherwise be inadmissible, certain additional rules targeting the corruption risk are covered in the following section.

Please note: In case the donation is given to *HCOs* or *POs* please follow the additional rules in Section [5.6.2](#) and [5.6.3](#) respectively.



- Only make monetary or non-monetary charitable contributions with the primary aim to support the common good.
- Only make purely unilateral charitable contributions that do not represent a compensation or reward by the recipient for a service provided.
- Charitable contributions must always be voluntary, not for profit and without self-interest.
- Make sure to gather the necessary approvals and comply with all requirements set out in the [Corporate Charitable Giving Procedure](#).



- The value of the charitable contribution should be appropriate in order to adequately reflect the purpose to which Bayer contributes.
- Excessive charitable contributions may create a misperception externally as to the purpose of the contribution.



- Do not use charitable contributions as means of providing *Benefits* which would otherwise not be admissible to the *Third Party*.
- Give openly and without a hidden agenda.



- Make sure to properly certify a charitable contribution through documentation of the original donation approval form, acknowledgeable donation receipt and of the costs and reporting within the context of Corporate Social Engagement (“CSE”) Recording.

5.6.2 Divisional Giving to Healthcare Organizations

When offering Divisional Giving to *HCOs*, the following additional requirements must be applied:



- Divisional Giving must not be offered to individual *HCPs* or *HCOs* owned by *HCPs* in a way which would result in a direct or indirect benefit for the individual *HCP*.

5.6.3 Charitable / Divisional Giving offered to Patient Organizations

Interaction with the *POs* is to be handled by dedicated market access or advocacy functions where they exist. Employees selected to carry out advocacy work must be trained on the special sensitivities of working with *POs*. They must work closely with their local Law, Patents and Compliance Department or *Compliance Business Partner*.

When offering Charitable / Divisional Giving to *POs*, please apply the following additional requirements:



- Ensure that the *PO* retains complete control over the content of their work and remain autonomous in their decision-making processes. *POs* may not be required to work exclusively with Bayer or forced to refrain from maintaining relationships with other sponsors.



- Make sure that Bayer’s involvement and its nature is clear from the outset.
- In accordance with applicable local or regional laws and industry codes, publicly disclose details on any financial support and/or significant indirect/non-financial support to *POs*.

5.7 Agreements





This Section only deals with agreements where both parties are bound by their exchange of promises and give/receive a tangible *Benefit*, for example, service agreements, sponsorship agreements or consultancy agreements. Agreements where Bayer unilaterally supports the other party, for example, funding an *HCP*’s participation at a *Scientific Event*, do not fall within this category (for these topics, refer above Section [5.5](#) and [5.6](#)).

5.7.1 General Principles

Please note: In addition to the general principles, further rules apply in case agreements are made with *Government Officials* (Section [5.7.2](#)) or *HCPs/HCOs/POs* (Section [5.7.3](#)).



Further, additional rules apply in case of the specific agreements dealing with sponsorships, *Advisory Board Meetings* and *Investigator Meetings* or study support and product development. Please see Section [5.7.3.1](#), [5.7.3.2](#) and [5.7.3.3](#) below.

The basic principles also apply to arrangements, for example:

- 
 - Make sure any agreement with *Third Parties* has a legitimate business purpose and there is no hidden purpose or non-transparent arrangement as to the purpose of the agreement.
 - Only gain a contract by legitimate and competitive means, not by *Wrongfully Influencing* the relevant decision-maker in a tender process.
- 
 - Only pay compensation which is adequate.
- 
 - Arrangements shall not be used to hide the provision of *Benefits*.
 - Make sure the selection of a service provider is based on transparent and objective criteria, for example, a combination of cost, qualification, expertise and special skills provided by the individual.
- 
 - Make sure to properly document the contractual services, business purpose and performance.
 - Only make payments upon proof of services.
 - Only make payments in line with Bayer processes according to [Corporate Directive No. 1421](#) “Payment Transactions”.

5.7.2 Agreements with Government Officials

Agreements with *Government Officials* may not be permissible in some countries at all. Local laws, marketing codes or government requirements may also impose stricter requirements, which must be followed. Further, the following additional rules apply:

- 
 - Only enter an agreement with a *Government Official* who is involved in an expected or pending decision regarding Bayer only if the responsible *Compliance Business Partner* has pre-approved such agreement.
- 
 - Seek to include a clause of compliance with applicable laws and industry codes, ideally with a specific provision on anti-corruption, in each contract with a *Government Official*.
 - Only make payments to *Government Officials* in cash if expressly

authorized by the responsible *Compliance Business Partner* because of local banking or financial transaction limitations.

- Only make a contract with a *Government Official* if they
 - have obtained a written counter-signature from their supervisor or administrator authorizing the contract
 - and/or, if a counter-signature is not available or required due to national law/practice, include in the contract a provision that the *Government Official* confirms that they disclosed the contractual relationship to their employer and there were no objections to the arrangement;
 - and/or directly transmit a copy of the proposed contract (and/or explanatory letter) to the *Government Official's* employer.
- Only enter into contracts between Bayer and *Government Officials* with pre-approval by the responsible Law, Patents and Compliance Department, except when a locally agreed pre-approved standard template is used.



5.7.3 Agreements with Healthcare Professionals/Healthcare Organizations [PH/CH] or Patient Organizations [PH/CH]

When contracting an *HCP* or *HCO* for services (for example, advisory or consultancy contracts, speaker agreements or study support agreements) or a *PO* (for example, service agreements as experts and advisors, sponsorships of event or publications), the following principles apply in addition to the ones defined above:

- Service Agreements:
 - Only make payments if there is a written agreement.
 - Service agreements shall never be used to either induce or reward an *HCP* regarding their recommendation and/or usage of Bayer products.
 - The decision to engage a certain *HCP*/member of a *PO* as expert/consultant/speaker must be made by employees with relevant knowledge, experience and expertise to judge Bayer's specific business need for the particular service to be commissioned.
- Publications by *POs*: When sponsoring publications by *POs*, the content of such publication must remain with the *PO*.



- Only pay compensation which is based on a fair market value.



- Seek to include a clause of compliance with applicable laws and industry codes, ideally with a specific provision on anti-corruption.
- There must be a detailed written contract for any service agreements with *HCPs/HCOs/POs* containing details of the required services and the compensation. All relevant documentation regarding fair market value considerations must be archived.





- Only enter into contracts between Bayer and *HCPs/HCOs/POs* with pre-approval by the responsible Law, Patents and Compliance Department, except when a locally agreed pre-approved standard template is used.
- Only enter into a contract with an employed *HCP* if they:
 - have obtained a written counter-signature from their employer authorizing the contract
 - and/or, if a counter-signature is not available or required due to national law/practice, include a provision that the *HCP* confirms that they disclosed the contractual relationship to their employer and that their employer had no objections to the arrangement;
 - and/or directly transmit a copy of the proposed contract (and/or explanatory letter) to the *HCP's* employer.

Please note: In case an *HCP* is also a *Government Official* ([Section 5.7.2](#)), the stricter rules apply.

5.7.3.1 Additional Rules for Sponsorship Agreements



- When sponsoring meetings and congresses, it must be ensured that the sponsorship fee is not used to fund social programs or participation of accompanying persons. *Sponsorship* agreements with congress organizers must contain a clause to this effect.



- *Sponsorships* must be specified in a written agreement outlining the advertising opportunities and the adequacy of the sponsorship fee.

5.7.3.2 Additional Rules for Advisory Board Meetings & Investigator Meetings



- The number of participants for *Advisory Board Meetings* and other meetings in which Bayer pays the participants for consultancy and the frequency of the meetings must be limited to the number necessary to ensure effective discussion and full engagement of each participant.



- When organizing *Advisory Board Meetings* and/or *Investigator Meetings*, make sure that the venue/location chosen as well as all hospitality offered are appropriate. The requirements laid down in [Section 5.5.1](#) and [5.5.4](#) above must be complied with.



- Agendas of *Advisory Board Meetings* and *Investigator Meetings* must be aligned with the objectives of the meeting which must be documented prior to any invitation to potential participants.

5.7.3.3 Study Support and Clinical Development

Clinical development including study and research support must not be misused to transfer *Benefits* which otherwise would not be admissible. Any activities in clinical

development and/or any kind of study and/or research may not be used to *Wrongfully Influence a Third Party*.



- Only good faith, legitimate, clinical or otherwise scientifically appropriate research may be supported or engaged. Research activities must never be abused to create “fake” work.
- Study support, clinical research and/or product development must be managed in line with relevant divisional/functional Standard Operational Procedures (SOPs), in particular of the Medical Affairs and/or Research Development Departments. In PH and CH such activities must not be directed or controlled by a Marketing or Sales functions unless specifically admissible under divisional SOPs.



- Study support, clinical research and/or clinical development must be based on fair market value evaluations and scientific considerations.



- In agreements where the premises of HCOs are used, the agreement should be executed or at least pre-approved and acknowledged by the HCO.



For CH: Exceptions to the above-mentioned minimum standards in Section 5.7.3 might be granted in the CH business by the responsible Compliance Business Partner based on locally applicable laws and industry codes. In particular, but not exclusively, such exceptions might apply in product areas where the legal regulations are less strict, for example food supplements or cosmetics.

6 Roles and Responsibilities

6.1 Employee

- Each Bayer employee is accountable for their compliant behavior as regards anti-corruption.
- Each Bayer employee documents *Benefits* according to locally applicable requirements.
- If a *Third Party* demands any *Benefit* from a Bayer employee which could *Wrongfully Influence* them, the employee must immediately report the event to their supervisor or the responsible [Compliance Business Partner](#).

6.2 Manager

- Each Bayer manager is accountable to ensure that their organization conducts business activities in line with the anti-corruption requirements.
- Each Bayer manager makes sure each employee in their organization knows and follows the principles of this Policy.

6.3 Compliance Business Partner¹³

- *Compliance Business Partners* check and pre-approve Bayer employees' requests for approval if required according to this Policy.
- *Compliance Business Partners* advise on locally applicable more specific and/or stricter compliance requirements.
- *Compliance Business Partners* advise on locally applicable documentation requirements.

6.4 Local Law, Patents and Compliance Department (LPC)

- LPC prepares and pre-approves standard templates for contracts according to local laws and regulations.
- LPC prepares declarations of compliance ready to be inserted in agreements.

In case of doubt or if this Policy or a local guideline requires approval, the employee shall, if not specified differently, reach out (for approval) to the responsible *Compliance Business Partner* prior to initiating the activity. In case of any questions concerning applicable laws, rules, regulations or industry codes, contact the responsible Law, Patents and Compliance Department.

7 Implementation Measures & Training

Communicate content of this Policy to all employees affected. Ensure local availability. Translate Policy content into local language if necessary.

7.1 Functional Processes

Control measures must be implemented to ensure that the rules set out above are followed in day-to-day operations. These are especially Controls, Monitoring and Training solutions established within the Integrated Compliance Management System (ICM).

The ICM Anti-Corruption Standards can be found here: [ICM Anti-Corruption Repository](#).

Locally, there can always be a decision on additional anti-corruption measures specific for the given needs. The local Heads of Compliance are responsible for the local implementation of this Policy and the Anti-Corruption Functional Processes.

7.2 Training

All Bayer employees who may be exposed to the risk of corruption (as determined by the Bayer AG LPC department) must complete a mandatory anti-corruption training to be aware of high-risk situations and obtain practical advice. Further, additional training might be obligatory regarding specific Bayer employee or *Third Party* categories based on an individual risk assessment and/or regarding globally and/or locally identified training needs.

Trainings on anti-corruption can be found under: [go/global compliance training](#).

¹³ In countries where LPC Express has been rolled out the approval must be requested via the LPC Digital Platform.

8 Definitions and Abbreviations

Term	Definition
Advisory Board Meeting	An event where a limited group of external persons contracted by any Bayer entity gives advice on specific topics, including scientific, pharmacoeconomic, marketing and regulatory questions. The nature of an advisory board is limited to gaining input from the advisors and only necessary background information should be disseminated for preparation (the purpose is inbound information gathering) as covered by consultancy agreements.
Benefit	<p>Anything that provides a tangible or intangible advantage to the recipient (whether directly or indirectly). This term should be interpreted broadly to include, among others:</p> <ul style="list-style-type: none"> • Cash or cash equivalents, precious metals, digital currencies, stock, bonds, taxi vouchers, gift cards; • Gifts, free or discounted products; • Services; • Offers of Employment; • Travel expenses, meals or hospitality; • Invitations to events and meetings; • Political contributions or donations to a chosen charity; • Subsidies, per diem payments, discounts, tuition payments or loans; • Sponsorships or honoraria; • Personal or business advantages or opportunities (for example, enhanced social standing); • Personal favors, for example, personal use of company facilities or equipment; or • Arrangements for employment or consultancy contracts. <p>Giving/offering a Benefit shall be understood broadly including also promising or suggesting a Benefit.</p>
Compliance Business Partner	Compliance Business Partner or relevant Code Compliance Manager or designated Compliance Manager/Head of Compliance in a country/country group or an LPC Express Agent (LPCx Agent), as appropriate. To know about services offered by LPC Express, please visit go/askLPC.
Corporate Hospitality Events	“Corporate Hospitality Events” are events which are held with Third Parties for creating trust and goodwill, for example inviting customers to a soccer match, a golfing or cultural event.

<p style="text-align: center;">Entertainment Elements</p>	<p>“Entertainment Elements” are separate agenda points which do not relate to the scientific, commercial or educational purpose of a Professional Event and which have primarily a recreational or social character, for example, sightseeing trips, shows, boat cruises or concerts.</p>
<p style="text-align: center;">Facilitation Payments</p>	<p>“Facilitation Payments” are Benefits provided to Government Officials in order to expedite or facilitate the performance of a routine action. Examples include payments to speed up the process of obtaining licenses, business permits and visas or to clear customs.</p> <p>This does not include any fees paid in accordance with formal government procedures accompanied by official receipts for payment, for example, official fast track procedures for the issuance of a permit against official receipt.</p>
<p style="text-align: center;">Gift</p>	<p>A “Gift” is something offered without consideration on a special occasion (for example, birthday, anniversary) or to show recognition towards someone else. Examples of Gifts include:</p> <ul style="list-style-type: none"> • Clothing or apparel, such as t-shirts, sweatshirts, golf shirts, jackets or hats; • Items for use in an office or work setting, such as leather portfolios, laptop bags and business totes, executive desk sets, phones and other communication equipment, electronics, computers or related accessories; • Seasonal or special occasion presents (for example, Christmas, New Year, birthdays, weddings), such as flowers, gift baskets, edibles, meal vouchers, bottles of wine or other beverages, household appliances, home furnishings, tools or sporting equipment; • Promotional items, including those bearing Bayer’s company “logo,” such as pens, pencils, notepads, mouse pads, mugs, plastic cups, calendars, magnets or golf balls; • Tickets to sporting or cultural events, such as games, matches, the theater, ballet, opera or concerts, when not used in connection with business Hospitality; • Financial benefits, such as loans; • Material, services, repairs. <p>Benefits resulting from commercial terms (for example, rebates, samples, discounts, bonuses) are not considered as Gifts.</p>

<p>Government Official</p>	<p>“Government Officials” are defined by local laws and regulations. They include not only high-ranking officials, but also any persons employed by federal, state or local governments or acting on behalf of such governments. For example, in countries with state-run healthcare systems, doctors and other Healthcare Professionals may be considered Government Officials. Further, in some countries employees of privately organized state-owned companies or agricultural cooperatives, university professors or employees of public hospitals may be considered Government Officials. Accordingly, employees should in general interpret the term “Government Officials” broadly to include:</p> <ul style="list-style-type: none"> • any elected or appointed official, member of a legislative body, or judge; • any employee of a foreign or domestic government or governmental department, agency, or instrumentality (including, for example, state-owned or state-run hospitals, clinics and research centers); • any person acting on behalf of a foreign or domestic government; • any employee of a company majority-owned or controlled by the government (for example, employees of state-owned farming cooperatives); • any employee of a public international organization, such as the World Bank or the United Nations; • any employee of a foreign or domestic political party or any person acting on behalf of a political party; • any candidate for foreign or domestic political office; or • members of a royal family or persons acting on its behalf.
<p>Healthcare Professional (HCP)</p>	<p>HCPs are defined by local laws and regulations. The term in general includes members of the medical, dental, veterinary, pharmacy or nursing professions. The term HCP generally does not include trading partners, that means distributors, wholesalers, retailers and employees of commercial customers (such as Walmart, CVS and Walgreens).</p> <p>It should be noted that in some countries laws/codes may extend the term to a broader scope of healthcare related professions, e.g. physiotherapists, medical journalists. In cases of conflict, the stricter definition applies.</p>

Healthcare Organization (HCO)	An HCO is an organization that is typically comprised of HCPs and/or provides healthcare to patients and/or conducts healthcare research.
Inappropriate Advantage	An “Inappropriate Advantage” is any advantage obtained as a result of using Benefits to Wrongfully Influence someone, for example: <ul style="list-style-type: none"> • encouraging, holding up or speeding up a decision • securing a contract • continuing, growing or enhancing existing business • approving a permit or license • passing an inspection or deliberately ignoring a violation • gaining a “favorable position” for Bayer • prescribing, selling, applying or recommending pharmaceutical products
Investigator Meeting	Meeting of HCPs and other applicable site staff participating in clinical studies for study-specific exchange of information and training.
Items of Medical Utility	Non-promotional medical items which are directly beneficial for the provision of the medical services and for patient care.
Kickbacks	Payments where a portion of the agreed contract amount is funneled (directly or indirectly) back to the Third Party decision-maker.
Patient Organizations (PO)	Non-profit institutions that primarily represent the interests of patients, their families and/or caregivers.
Pending Decision	A “Pending Decision” occurs whenever formal or informal regulatory, legal, administrative or legislative action or decision on a specific issue affecting Bayer is currently being reviewed or is in the process of issuance. For example, a Pending Decision may relate to the adoption or amendment of healthcare reimbursement regulations, the registration of Bayer products, the issuance of building permits or licenses, the clearance of customs, tax authority inquiries or the inclusion of pharmaceuticals in hospital formularies.
(Product) Samples	Small amounts/samples of Bayer products given out to Third Parties for free to enable them to try and test the product or familiarize themselves with it.

Professional Event	A business-related meeting (for example, conference, symposium, congress, seminar, product presentation, product or service promotion, launch event, training, excursion to field trials or demonstration farms, visit to research or manufacturing facilities, visit to headquarters, etc.) with one or more Third Parties participating (Bayer employees may also participate) and with a scientific, commercial, or educational purpose.
Promotional Items	Promotional Items are items of minimal or nominal value bearing any logo or brand of Bayer which are provided as a courtesy. Examples include, without limitation: inexpensive pens, mouse pads, mugs, calendars, notepads, etc.
Scientific Events	“Scientific Events” are events with a clear scientific and educational purpose, that means, which are restricted to providing information and promoting discussion on certain medical or therapeutic topics.
Sponsorships	A sponsorship is defined as the provision of support for an adequate return intended to promote Bayer’s (product) brand.
Third Party	Any person or entity which is not directly or indirectly controlled by Bayer. This term is interpreted broadly and includes for example, Government Officials, customers, suppliers, other contractors and Healthcare Professionals.
Wrongfully Influence	“Wrongfully Influence” means to intend to cause the recipient of a Benefit to misuse his or her position to provide an Inappropriate Advantage.

9 Change History

This update focused on updating internal company changes such as eliminating all references to the Animal Health (AH) division and the new LPC target operating model.

It also updated all references to other internal regulations and the hyperlinks to the referenced documents.

The language was simplified eliminating the use of Latin abbreviations.

Minor changes to all sections of the Policy were made due to updates in global policies and regulations.

A section regarding Divisional Giving has been added to the Charitable giving chapter.