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ЦЕНТРАЛЬНАЯ
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ЦЕНТРАЛЬНАЯ
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REGULATIONS FOR ANTI-CORRUPTION POLICY OF CMB LLC

1. The goals and objectives underlying implementation of the Anti-Corruption Policy of CMB LLC (hereinafter referred to as the Company).

1.1. The Policy states the Company's and its Management's commitment to the high ethical standards of doing transparent and fair business on order to improve the corporate culture, follow the best corporate governance practices, and maintain the business organization at a proper standard.

1.2. The Company shall set the goals to:

- minimize the risk relating to involvement of the Company, its officers and employees, irrespective of the position held, in corrupt practices;
- develop a uniform understanding of the Company's policy by the officers, contracting parties, employees of the Company and other persons towards zero tolerance to any mode and practice of corruption;
- summarize and explain the essential requirements of anti-corruption laws of the Russian Federation as applicable to the Company, officers, and other employees, to all of the Company's employees;
- establish a duty of the Company's employees to know and comply with the principles hereof, key rules of the applicable anti-corruption laws as well as adequate corruption prevention procedures.

2. These Regulations use the following notions and definitions:

- anti-corruption policy — the Company's activities intended to establish an effective anti-corruption system both within the Company and under interactions with the contracting parties;
- corruption — abuse of position, bribery, abuse of authority, trading in influence or another abuse by an employee of his or her official position against the legitimate interests of the Company and state in order to gain benefits such as money, valuable items, other assets or tangible services for himself or herself or illegal grant of such benefits to such person by other individuals;
- conflict of interest – a situation, where the personal (direct or indirect) interest of an employee influences or may influence his or her improper discharge of the official duties, and where a conflict arises or may arise between the employee's personal interest and the Company's legitimate interests, which is capable of prejudicing the rights and legitimate interests and (or) business repute of the Company;
- corrupt practices — actions (omissions) of the Company's employees, which contain signs or contribute to corruption;
- corruption offence — an act featuring signs of corruption, which entails civil, disciplinary,

administrative or criminal liability under a statutory instrument;

- corruption driver — a phenomenon or set of phenomena producing corruption offences or contributing to propagation of the same;
- corruption prevention — the Company's activities under an anti-corruption policy intended to identify, examine, restrict or eliminate the phenomena producing corruption offences or contributing to propagation of the same.

3. Basic principles of the Company's anti-corruption activities.

The Company shall develop and adopt a corruption prevention system based on the following principles:

3.1. A principle of compliance of the Company's position with effective laws and generally recognized regulations. This shall be implemented through arrangements for compliance of the current anti-corruption actions with the Constitution of the Russian Federation, the treaties entered into by the Russian Federation, laws of the Russian Federation, and other statutory instruments applicable to the Company.

3.2. A principle of the Management's personal standards. This shall be implemented through arrangements for a key role of the Company's Management to establish a culture of zero tolerance to corruption and a corporate corruption prevention and control system.

3.3. A principle of employee involvement. This shall be implemented through arrangements for awareness developed in the Company's employees of the provisions under anti-corruption laws and their active involvement in establishing and implementing the anti-corruption standards and procedures.

3.4. A principle of proportionality between the anti-corruption procedures and the corruption risk. Development and implementation of integrated actions permitting to reduce a probability of involvement of the Company, its managers and employees in corrupt practices shall take place with regard to the existing corruption risks of the Company's business.

3.5. A principle of efficient anti-corruption procedures. This implies that the Company shall take such anti-corruption steps that offer a low cost, provide for easy implementation and produce a significant outcome.

3.6. A principle of liability and inevitability of punishment. This shall be supported by the inevitability of punishment for the Company's employees, irrespective of the position held, service record, and other conditions, in case they have committed corruption offences relating to their discharge of the employment duties as well as by the personal liability of the Company's Management for implementation hereof.

3.7. A principle of transparency. This shall be supported by information sharing with the contracting parties, partners, and public about the anti-corruption standards of doing business as adopted by the Company. The Company shall engage external experts when formulating and implementing further an anti-corruption policy, doing business, and also in cases of regular external auditing.

3.8. A principle of continuous control and regular monitoring. This shall be supported by regular efficiency monitoring of the anti-corruption standards and procedures as well as follow-up thereunder.

4. Applicability and persons falling within the scope of the Regulations.

4.1. All of the Company's employees, irrespective of the position held and duties discharge, shall follow these Regulations and comply strictly with the principles and requirements thereof.

4.2. Chief Commercial Officer of the Company shall be responsible for management of all the actions intended to implement the principles and requirements hereof, including appointment of the persons responsible for development, integration, and control of the anti-corruption actions.

4.3. The principles and requirements hereof shall also extend to the contracting parties and

agents of the Company as well as other parties where the relevant duties have been stated in the contracts therewith, issued powers of attorney, in their internal instruments, or arise directly from laws.

5. Officers of the Company responsible for implementation of the Regulations for Anti-Corruption Policy.

The Company's officer responsible for corruption control based on the set goals, specific business features, staff numbers, organization chart, and material resources, shall be Chief Commercial Officer.

The goals, duties, and powers of the persons responsible for corruption control shall be to:

- formulate local regulatory instruments of the Company intended to implement the corruption prevention actions (anti-corruption regulations, code of ethics and business conduct of employees, etc.);
- undertake control actions intended to identify the corruption offences committed by employees of the Company;
- arrange for assessment of the corruption risks;
- accept and examine the reports on the cases of inducing the employees to corruption offences to the benefit or on behalf of another party as well as on the cases of corruption offences committed by the employees, contracting parties of the Company or other persons;
- arrange for completion and examination of the conflict of interest statements;
- arrange for training events and individual employee consulting concerning corruption prevention and control;
- render assistance to the authorized representatives of control and supervision, law enforcement agencies, when they carry out inspection checks of the Company's activities concerning corruption prevention and control;
- render assistance to the authorized representatives of law enforcement agencies, when they undertake actions to stop or investigate corruption crimes, including operational search actions;
- assess the anti-corruption effort results and draft the appropriate deliverables.

6. Definition and attachment of the employees' and the Company's duties relating to corruption prevention and control.

6.1. The general duties of the Company's employees relating to corruption prevention and control shall be to:

- refrain from committing and (or) involvement in corruption offences to the benefit or on behalf of the Company;
- refrain from the behaviors that can be interpreted by others as their readiness to commit or be involved in committing a corruption offence to the benefit or on behalf of the Company;
- advise promptly Chief Executive Director of the Company, the Company's Management about the cases of inducing an employee to corruption offences;
- advise promptly the direct supervisor, the Company's Management about the information becoming known on the cases of committing the corruption offences by other employees, contracting parties of the Company or other persons;
- inform the direct supervisor or another responsible person about a potential or existing conflict of interest of the employee.

6.2. Special duties concerning performance hereunder shall be formulated personally for certain employees of the Company.

6.3. General and special duties shall be incorporated, through imposition of a duty to comply with the requirements of the Company's anti-corruption policy, in an employment contract to be entered into with the employees when they are hired. The other employees shall be invited to sign a supplement to the effective employment contract.

7. Cooperation with law enforcement concerning corruption control. The Company shall abstain from any sanction against its employees, who advised law enforcement agencies about the information, which becomes known to them in the course of discharging their employment duties, on conceiving or committing a corruption offence.

The Company shall render assistance to the authorized law enforcement agents, when they undertake inspection checks of the Company's activities concerning corruption prevention and control, as well as when they carry out actions to stop or investigate the corruption crimes, including operational search actions.

The Company shall render assistance in identification and investigation by law enforcement agencies of the corruption events, take necessary steps to preserve and deliver the documents and information to the law enforcement agencies, which contain the corruption offence details. When drafting documents in support of crime reports and responses to the inquiries from law enforcement agencies, the Company shall engage appropriate lawyers to do so.

8. Further activities of the Company to prevent corruption shall be managed under the Anti-Corruption Action Plan according to Appendix hereto.

9. Liability of the employees for noncompliance with the anti-corruption policy requirements.

9.1. Chief Executive Officer and the employees of the Company shall, irrespective of the position held, be liable for compliance with the principles and requirements of the Company's Anti-Corruption Policy as well as for the actions (omissions) of their subordinate persons failing to comply with the principles and requirements.

9.2. The liabilities imposed by the Company in respect of corruption practices shall include: criminal, administrative, and disciplinary sanctions under laws of the Russian Federation, and corporate sanctions under the legal instruments of the Company.

9.3. The Company may undertake corporate checks in respect of its employees in case of a reasonable suspicion or a proven event of corruption within the limits allowed under laws of the Russian Federation.

10. Procedure of revising and amending the Anti-Corruption Policy of the Company

10.1. An officer responsible for implementation of the Anti-Corruption Policy shall, taking into account the opinions of external experts engaged, draft annually a report on implementation of the corruption prevention measures of the Company, on which basis amendments and alterations can be made to the Anti-Corruption Policy.

10.2. Any revision of the Anti-Corruption Policy as adopted can be only made in case of the amendments made to labor laws, anti-corruption laws, and a change in the type of ownership or staff list of the Company.



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