

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

### **1. INTRODUCTION**

1.1 MDX Research (“Company” or “MDX”), formalizes its policy regarding compliance with anti-bribery and anti-corruption laws and acts of corruption (“Politics”).

### **2. POLICY STATEMENT**

2.1 MDX has several fundamental principles and values which are the foundation of sound and fair business practices and, therefore, it is important that they are respected. One of these principles is zero tolerance for bribery and acts of corruption, anywhere and in whatever form they may be encountered. MDX is committed to conduct all its business activities in an honest and ethical manner and to comply with all applicable laws in all countries in which it operates. This commitment also includes compliance with any anti-bribery and anti-corruption laws, such as the United Kingdom Anti-Bribery Act of 2010 or compliance with FCPA standards.

2.2 MDX is committed to act with professionalism, fairness and integrity in all business interactions and relationships. The company will not act in ways that could adversely affect its integrity and reputation.

2.3 Individuals involved in corruption activities are punishable by imprisonment. In addition, if it is found that MDX and any of the directors, officers, employees or other persons associated with the Company (for example, consultants, contractors or agents) have been involved in corruption acts, MDX may be required to pay fines or other penalties, and its reputation could be seriously affected on public markets and in Romania. That is why MDX takes its legal responsibilities very seriously.

2.4 MDX will comply with all relevant laws to combat bribery and corruption in all jurisdictions in which it operates. As the UK and US anti-corruption laws have extraterritorial applicability, MDX, its employees and affiliated persons will comply with the strictest provisions of these laws in all jurisdictions in which they operate, even if such behavior could be permitted by local law in a certain jurisdiction.

2.5 The purpose of this Policy is:

- to present the responsibilities of MDX, its affiliates and those working for the Company and its affiliates regarding respecting and upholding its position on bribery and corruption; and
- provide information and guidance to those working for MDX and affiliates on how to recognize and deal with bribery and corruption issues.

### **3. APPLICATION OF THE POLICY**

3.1 The Policy is addressed to MDX administrators, officials, employees, consultants and contractors, and compliance with this Policy is part of the terms and conditions of the function for each administrator, is a condition of employment for each official and employee and a

condition of providing services to MDX for any consultant and contractor providing substantial services. All of these persons agree to abide by the provisions of this Policy from the most recent version provided to them and that an updated version be uploaded to the MDX website for review.

3.2 All persons to whom this Policy refers must comply with this Policy and the laws, rules and regulations related to the place where MDX conducts business activities, in particular anti-bribery and anti-corruption laws, rules and regulations, during the performance of duties on behalf of MDX. If there are any uncertainties or ambiguities, contact the person responsible for complying with the anti-corruption rules, respectively the Company's CEO, Adrian Pocola, by email: [adrian.pocola@mdxresearch.eu](mailto:adrian.pocola@mdxresearch.eu).

3.3 For the purposes of this Policy, "third party" refers to any individual or organization with whom the persons specified in point 3.1 above may come into contact during the activity of MDX, including customers, suppliers, distributors, business contacts, agents, consulted existing or potential government and public agencies, including consultants, their representatives and officials, politicians and political parties.

#### 4. FORMS OF BRIBE AND CORRUPTION

4.1 For the purpose of this Policy, each of the examples in points 4.2 – 4.5 below is considered as a "bribe / offense".

##### 4.2 Bribes

(a) Bribe is an incentive or reward offered, promised or provided to obtain any kind of commercial, contractual, regulatory, business or personal advantage.

(b) An incentive is something that helps achieve a desired action or result.

(c) An advantage in business means that MDX is placed in a better position (financially, economically or reputationally, or in a way that is beneficial) than its competitors or would have been if the bribe or act of corruption would not have taken place.

4.3 Facilitation payments are usually small, unofficial payments made to ensure or streamline routine governmental action by a government official.

4.4 Commissions are the payment of any part of the value of a contract to the employees of another contracting party or the use of other techniques, such as subcontracts, purchase orders or consultancy agreements, to direct payments to civil servants, political parties, political parties officials or political candidates, to employees of another contracting party or to their relatives or business associations.

4.5 Blackmail means the direct or indirect request or acceptance of a bribe, facilitation payments or commission.

#### 5. ANTIMITE AND ANTI-CORRUPTION STANDARDS

5.1 It is not acceptable for MDX, its administrators, officials, employees, consultants or contractors:

(a) to give, promise that they will give or offer a payment, gift or protocol articles or otherwise get involved or allow a crime of bribery, waiting or hoping for a business advantage or for the reward of a business advantage already granted.

(b) to give, promise that they will give or offer a payment, gift or protocol item to an official, agent or government representative for “facilitating” or expediting a routine procedure.

(c) accept a payment, gift or protocol articles from a third party if they know or suspect that they are being offered or provided while expecting a business advantage from the Company.

(d) threaten or avenge a person who has refused to commit a bribe-taking offense or who has drawn attention to such cases in accordance with this document or the Denunciation Policy.

(e) to engage in any activity that could lead to a violation of this Policy.

## 6. FACILITATION PAYMENTS

6.1 MDX makes no facilitation payments in any way. Although such payments may be allowed in some jurisdictions, they are illegal under Romanian law, so they are prohibited by MDX.

## 7. GIFTS AND PROTOCOL

7.1 The Policy does not prohibit the normal and appropriate protocol (granted or received in accordance with the Gift Policy and Protocol) granted or received by third parties. The MDX gift and protocol policy shows when and when it is not appropriate to give or receive protocol gifts and / or articles to / from a third party. Please see the Gift Policy and Protocol for more details.

## 8. INDICES

8.1 Below we present a list of “clues” that could indicate the existence of corruption practices and which must be kept by all those who submit to this Policy:

(a) The use of an agent with a bad reputation or links with a foreign government.

(b) Unusually large commissions or commissions paid for cases where the agent does not appear to have provided significant services.

(c) Cash payments or undocumented payments that do not comply with normal internal control measures.

(d) Unusual bonuses, which cannot be fully justified.

(e) Payments made through third countries considered as “tax havens” or in offshore accounts.

(f) Private meetings requested by contractors or companies hoping to bid for contracts.

(g) Non-compliance with MDX policies and procedures – abuse of decision-making process.

(h) Unexplained preferences for certain subcontractors.

(i) Issuance of invoices that exceed the value of the contract.

(j) Unusual or unprecedented requests for charitable contributions to government officials or business contacts.

8.2 The list is for an example and you should be careful about any other indications that may raise suspicion of corruption.

## 9. RESPONSIBILITIES IN ACCORDANCE WITH THIS POLICY

9.1 All MDX administrators, officers, employees, consultants and contractors must read, understand and abide by this Policy and the following associated policies:

(a) Code of professional and ethical conduct;

(b) Gift Policy and Protocol.

9.2 The prevention, detection and reporting of bribe-taking and other forms of corruption are the responsibility of all those working for or under MDX control. All persons should avoid any activity that could lead to or suggest a violation of this Policy.

9.3 If you are required to make a payment on behalf of MDX, you should always be careful about what the payment is made for and make sure that the amount requested is commensurate with the goods or services provided. You must always request a receipt detailing the reason for making the payment. If you have any suspicions, concerns or questions about a payment, you should contact directly the Company's CEO, Adrian Pocola, at the email provided above.

9.4 All MDX administrators, officials, employees, consultants and contractors must notify the CEO or make a complaint under the MDX Complaints Policy (see Section 11) as soon as possible if they are of the opinion or suspect that a action described in this Policy has taken place or is likely to take place in the future or has been requested by any person.

9.5 Any person who violates the provisions of the present Policy will endure disciplinary measures, going up to dismissal, in case of serious violations. MDX reserves the right to terminate the contractual relationship with persons who violate the provisions of this Policy.

## 10. ACCOUNTING

10.1 MDX must develop, implement, monitor and maintain a system of internal control measures to facilitate compliance with this Policy, as well as to maintain a culture of integrity and to maintain high ethical standards within the Company. Compliance with this Policy will be periodically reviewed by Internal and External Audit.

10.2 MDX must keep accounting records and have adequate internal control measures in place that can prove the commercial reason for making payments to third parties.

10.3 All MDX administrators, officers, employees, consultants and contractors must comply with the MDX Gift and Protocol Policy, request approval for any gifts offered or received, and record them in the Gift Register as set forth herein.

10.4 All requests for settlement of expenses for protocol, gifts or costs incurred on behalf of third parties must be submitted in accordance with the relevant MDX policies and the reason for the expenses must be specifically recorded.

10.5 All accounts, invoices, contracts and any other documents or records regarding business with third parties will be prepared and maintained in compliance with the **strictest** requirements of accuracy and integrity. There should not be any accounts or cash funds that are not recorded in the accounting records, in order to facilitate or hide the illegal payments.

## 11. REPORTING INFRINGEMENT OF THIS POLICY – THE COMPLAINT POLICY

11.1 All administrators, officials, employees, consultants and contractors must adhere to the MDX commitment to conduct its business and activities in a legal and ethical manner. All administrators, officials, employees, consultants and contractors are encouraged to ask any kind of questions to the person responsible for complying with the anti-corruption rules, as indicated in art. 3 above.

11.2 In addition, any administrator, officer, employee, consultant or contractor of MDX, who is aware of any type of situation in which MDX receives a request to engage in any act prohibited by this Policy or who finds any information that suggests that a violation of this Policy has occurred or is about to occur, it is obliged to report this to the person responsible for complying with the anti-corruption rules.

11.3 People who express legal or ethical concerns or report the crimes of others are often concerned about the possible repercussions. MDX wishes to encourage openness and to support anyone who expresses sincere concerns, in good faith, in accordance with this Policy, even if it is proven that they have been wrong. No administrator, officer, employee, consultant or contractor of MDX will suffer any downsizing, penalties or other negative consequences because they have expressed concerns or reported possible crimes.

## 12. RESEARCH AND DOCUMENTATION OF REPORTS

12.1 Any report regarding requests for involvement in an act of corruption or a possible violation of the Policy will be investigated initially by the person responsible for complying with the anti-corruption rules. If it is considered that the problem could be serious, it will be promptly reported to the Director General, and, if appropriate, to the Chairman of the Board, and the following procedure will be followed:

(a) This report will be recorded and an investigation file will be opened. In the case of a verbal report, the party receiving the report must prepare a written summary.

(b) The person responsible for complying with the anti-corruption rules will promptly order an investigation.

(c) The identity of a person completing a report shall be considered confidential, to the extent possible, and must be disclosed only if necessary or in accordance with the requirements of a law or the decision of a competent court.

(d) Upon completion of the investigation, an investigation report shall be submitted in writing to the CEO by the persons who conducted the investigation.

(e) If unlawful behavior, breach of provisions or other questionable behavior is discovered, the CEO shall take remedial actions deemed necessary based on circumstances to ensure compliance with the Policy and law enforcement, as well as to ensure remediation any unlawful conduct, breach of the provisions or questionable behavior. The persons conducting the investigation will prepare or request the preparation of a written summary of the remedial actions taken.

(f) In any case, the written investigation report (or summary of any verbal report) and a written summary of the remedial action taken in response to the investigation report shall be kept together with the original report by or under the authority of the CEO.

### 13. POLICY COMMUNICATION

13.1 In order to ensure that all MDX administrators, officials and employees, together with the consultants and contractors providing services to the Company know its content, upon contracting them and each subsequent year, a copy of the Policy will be provided to each or will be announced that this policy is available on the Company's website for consultation. Each of these persons (i) will agree to submit to this Policy upon receipt of the provisions or notification; (ii) will be informed when significant changes are made to the Policy; and (iii) where appropriate, it will be trained on its importance.

13.2 The detailed training regarding this Policy will be part of the introductory training process for the new administrators, officials, employees and key consultants of MDX. All existing administrators, officials, employees and, if applicable, key consultants will receive relevant training on how to implement and comply with this Policy.

13.3 The MDX policy of ZERO tolerance towards bribery and corruption must be communicated to all suppliers, contractors and business partners at the beginning of their relationship with them and whenever necessary thereafter. For recommendations regarding these communications, please contact the person responsible for compliance with the anti-corruption rules.

13.4 Every year, all MDX administrators, officials and employees, and, where appropriate, consultants and contractors, will attend a training session to ensure that they understand the terms of this Policy.

### 14. RESPONSIBILITY FOR POLICY

14.1 The MDX management team assumes overall responsibility for ensuring that this Policy complies with MDX's legal and ethical obligations and that all persons under MDX's control also comply with them.

14.2 The person responsible for observing the anti-corruption rules assumes the main responsibility, daily, for the implementation of this Policy. The management of all levels has the responsibility to ensure that all the people who are subordinate to them hierarchically know and understand this Policy.

### 15. ANNUAL CERTIFICATIONS

15.1 All MDX administrators, officers and employees, together with all consultants and contractors providing significant MDX services, shall ensure annual compliance certification under this Policy upon request and in a form acceptable to MDX.

15.2 The MDX responsible for complying with the anti-corruption rules is responsible for ensuring that all annual certifications are obtained annually and for providing, upon request, written confirmations to the Management Board, according to which the respective certifications have been obtained and their results recorded.

## 16. MONITORING AND REVIEW

16.1 The person responsible for complying with the anti-corruption rules will periodically review the implementation of this Policy, taking into account its suitability and efficiency. Any identified improvements will be implemented as soon as possible.

16.2 Internal control systems and procedures will be subject to an official review to ensure their effectiveness in combating bribery and corruption.

16.3 All MDX administrators, officers, employees, consultants and contractors are responsible for the success of this Policy and must rely on it for the disclosure of any suspected offenses.

16.4 All MDX administrators, officials, employees, consultants and contractors are invited to provide comments and suggestions on how the Policy could be improved. Comments, suggestions and questions should be addressed to the person responsible for complying with anti-corruption rules.

## 17. CONSEQUENCES OF NOT COMPLYING WITH THE PROVISIONS OF THIS POLICY

17.1 Failure to comply with the provisions of this Policy may have serious consequences, which may include internal disciplinary actions, termination of the employment contract or termination of consultancy agreements and services without notice. Violation of this Policy may constitute a violation of laws or an offense under the laws of Romania. If it appears that a company administrator, officer, employee, consultant or contractor has violated these laws, the Company can bring the matter before the competent bodies, which can lead to fines.

## 18. QUESTIONS

18.1 If you have any questions regarding how to comply with this Policy in a certain situation, please contact the person responsible for complying with the anti-corruption rules indicated in art. 3 above.

## 19. PUBLICATION OF POLICY

This Policy will be published on the MDX website, [www.mdxresearch.eu.com](http://www.mdxresearch.eu.com) as well as on the websites of all affiliated companies and will enter into force from the moment of approval and publication.