

SCIENCE CARE, INC. ANTI-BRIBERY POLICY

It is the policy of Science Care, Inc., and its affiliated entities (collectively, “*Science Care*”) to conduct its business ethically and in compliance with various anti-bribery laws such as the U.S. Foreign Corrupt Practices Act (the “*FCPA*”), 15 U.S.C. § 78dd-1, et seq., the U.S. Travel Act, 18 U.S.C. § 1952, the USA PATRIOT Act, Public Law 107-56, the U.K. Bribery Act, 2010 c.23, and other state and local, domestic and foreign laws that prohibit improper payments to obtain a business advantage in every country in which Science Care does business.¹ All employees of the Company must refrain from any acts which are prohibited by the FCPA or any other relevant law. Compliance with the provisions and requirements of the FCPA will be reviewed regularly by the Chief Executive Officer and Management.

This document sets forth Science Care’s Policy prohibiting bribery and other improper payments or transactions in the conduct of Science Care’s business operations. This Policy also addresses Science Care employee responsibilities for ensuring implementation of the Policy. Questions about the Policy should be directed to the Chief Executive Officer.

Every Science Care employee, agent or representative whose duties are likely to lead to involvement in or exposure to any of the areas covered by the FCPA or any other applicable anti-bribery law is expected to become familiar with and comply with this Policy. Periodic certifications of compliance with the Policy will be required, as will participation in training sessions as may be set forth from time to time by Management. Thus, every Science Care employee has an obligation to:

- *Familiarize yourself with the Policy and communicate it to your subordinates;*
- *Ask questions if the Policy or action required in a particular situation is unclear;*
- *Properly manage and monitor business activities conducted through third-parties;*
- *Be alert to indications or evidence of possible wrongdoing; and*
- *Promptly report violations or suspected violations through appropriate channels.*

Strict compliance with this Policy and the law is of a greater value to Science Care than any opportunities that may be delayed or lost as a result of compliance. Non-compliance with this Policy may result in various penalties, up to and including termination of your employment as well as criminal prosecution with such sanctions as fines and imprisonment.

¹ Science Care requires all employees and agents to comply in all respects with applicable domestic and foreign laws and regulations. The laws that apply to particular international business activities include those of the country in which the activities occur, as well as others (like the FCPA) that govern the international operations of national companies and citizens. Employees involved in international operations should consult with the Chief Executive Officer to ensure that they are aware of, and are complying with, all applicable laws.

FOREIGN CORRUPT PRACTICES ACT

What is the FCPA?

The FCPA is a United States law that prohibits U.S. companies and their officers, employees, agents, or stockholders from offering to pay, paying, promising to pay, or authorizing the payment of money or anything of value to a foreign official in order to influence any act or decision of the foreign official in his or her official capacity or to secure any other improper advantage in order to obtain or retain business.

What is a “Foreign Official”?

The term “foreign official” is broadly defined. It includes any officer or employee of a foreign government, or of a department, agency or instrumentality of a foreign government, including a state-owned company. The FCPA similarly prohibits improper payments to any foreign political party, party official or political candidate.²

What does to “obtain or retain business” mean?

The FCPA applies only to payments intended to induce or influence a foreign official to use his or her post in order to assist in obtaining or retaining business for or with, or directing business to, any person. This could include taking improper action to, among other things:

- *Win a government contract;*
- *Influence the procurement process;*
- *Circumvent the rules for importation of products;*
- *Gain access to non-public bid tender information;*
- *Evade taxes or penalties;*
- *Influence the adjudication of lawsuits or enforcement actions;*
- *Obtain exceptions to regulations; and*
- *Avoid contract termination.*

What if a bribe is paid through a third-party, is that a violation of the FCPA?

Yes. In addition to direct payments, the FCPA also prohibits the indirect payment of bribes. No payment can be made to any person that you know will give or offer any

² Although this Policy focuses on the FCPA and the potential bribery of foreign officials, Science Care reaffirms and expressly states that similar acts of bribery or attempted bribery with domestic (United States) officials is also illegal and against this Policy. Any gifts, travel costs, or other domestic official related expenses must follow the same process, set forth in this Policy, requiring prior written approval from Science Care’s Chief Executive Officer – and proper documentation of such expenses must be presented and maintained. Bribery will never be tolerated by Science Care, both in the United States and abroad.

portion of the payment, directly or indirectly, to a foreign official in order to obtain or retain business. If you are aware of a high probability that the recipient of a payment is engaging in the bribery of foreign officials, you will be considered to have knowledge, for purposes of establishing an FCPA violation and/or a violation of this Policy. Common illicit payment schemes associated with third-parties which should raise a concern amongst any Science Care employee reviewing such payments or transactions include:

- *Excessive commissions to third-party agents or consultants;*
- *Significant or substantial gratuities;*
- *Unreasonably large discounts to third-party distributors;*
- *Third-party “consulting agreements” that include only vaguely described services;*
- *Third-party consultant is in a different line of business than that for which it has been engaged;*
- *The third-party is related to or closely associated with the foreign official;*
- *The third-party has become or is to become part of the transaction at the express request or insistence of the foreign official;*
- *The third-party is merely a shell company incorporated in an offshore jurisdiction; and*
- *The third-party requests payment to offshore bank accounts.*

You cannot remain willfully ignorant to apparent bribery going on before you. You cannot avoid the requirements of the FCPA and this Policy by purposely turning a blind eye to potentially improper payments - if you as the payor ignore circumstances that indicate bribery is taking place, actual knowledge of bribery may not be necessary for an FCPA violation and you may be held accountable for the improper payment.

Would a gift to a foreign official constitute a bribe?

That gift may constitute a bribe, so before giving any gift to any public official (domestic or foreign), you must seek written approval from the Chief Executive Officer. A small gift or token of esteem or gratitude is often an appropriate way for business people to display respect for each other. The hallmarks of appropriate gift-giving are when the gift is given openly and transparently, properly recorded in the company’s books and records, provided only to reflect esteem or gratitude, and is permitted under local law. Thus, items of nominal value, such as cab fare, reasonable meals and entertainment expenses, or company promotional items are unlikely to improperly influence an official. It may also be appropriate to pay the travel costs associated with hosting a tour of foreign public officials at a Science Care facility.³ However, larger and more extravagant gifts are more likely to raise red flags, such as:

³ In the event Science Care is responsible for the airfare or lodging expenses of a government official, itineraries and any other supporting documentation shall be maintained. In no case will payment or reimbursement be made directly to the government official incurring the expense; such payment or reimbursement shall only be made directly to the service provider (e.g. the airline) or the foreign government or agency involved. Expenses beyond what is reasonably necessary for the business

- *Sports cars, fur coats, and other luxury items;*
- *Country club membership;*
- *Household maintenance expenses;*
- *Payment of cellular phone bills or other personal expenses;*
- *Inordinate limousine services;*
- *Large scale travel and entertainment expenses that are unrelated or have little relation to company site visits; and*
- *Widespread gifts of smaller items as part of a general pattern of bribery.*

The FCPA does not prohibit gift-giving or the payment of certain reasonable and appropriate business expenses for foreign officials. What it does prohibit is bribes disguised as gifts.

Are “grease payments” allowed under this Policy?

No. Facilitating (or expediting) payments are prohibited under this Policy. Facilitating payments are small payments paid to foreign government officials to expedite or facilitate non-discretionary actions or services, such as obtaining an ordinary license or business permit, processing government papers such as visas, providing police protection, providing telephone, power or water service or loading or unloading of cargo.

Although there is a narrow exception for facilitating payments under the FCPA, such payments are prohibited under the laws of many other countries. Therefore, in order to ensure compliance with all applicable laws, Science Care prohibits facilitating payments altogether, except for personal safety payments.⁴

Except as provided in this Policy, employees are prohibited from providing anything of value to any foreign official, regardless of rank; or to any person while knowing or being aware that all or a portion of it will be offered, given or promised (directly or indirectly) to a foreign government official.

purpose, including lavish accommodations or expenses for spouses and children, will not be approved. The Chief Executive Officer must approve, in writing, all travel for government officials in advance of the trip.

⁴ Personal safety payments are permissible under this Policy. A personal safety payment is a payment to avoid imminent physical harm. Personal safety payments do not include payments made in response to commercial duress, or in response to threats to commercial, financial or other interests. If confronted with a situation in which you believe that there is an imminent threat to your health or safety, you must use your best judgment in determining whether to make a personal safety payment. If you reasonably elect to make a personal safety payment, you will not be subject to discipline under this Policy, but those payments must be immediately reported to the Chief Executive Officer. Science Care will not reimburse you for such payments.

What about other examples of payments to foreign officials that may or may not be allowed?

Science Care may pay for legitimate services provided to the company by a foreign government entity or government official, such as paying a government-owned utility company for electricity. Payments for any services rendered to Science Care by a foreign official (including an officer of a foreign government-owned or controlled commercial enterprise), including honorarium payments and reimbursement of expenses, must be made in accordance with the directives set forth in this policy and only with the written approval of the Chief Executive Officer.

Donations made to foreign-based charities are permissible, provided that all donations made by Science Care to foreign charitable organizations are permissible under the FCPA and local law, pre-approved by the Chief Executive Officer in writing, and properly documented and transparent.

Contributions to international political parties or committees or to individual foreign politicians may only be made with the prior written consent of the Chief Executive Officer. Approved contributions must be made in accordance with the applicable law, and all requirements for public disclosure of such contributions shall be fully complied with.

Does the FCPA include any type of recordkeeping requirements?

Yes. Science Care must maintain books and accounts that accurately reflect all transactions and dispositions of the assets of the company. The goal is to prevent the establishment of “slush funds” for the payment of illegal bribes to foreign officials. However, bribes – often paid through third-parties – are frequently mischaracterized as one of the following types of payments, which should raise a concern amongst any Science Care employee:

- *Commissions or Royalties;*
- *Consulting Fees;*
- *Sales and Marketing Expenses;*
- *Travel and Entertainment Expenses;*
- *Rebates or Discounts;*
- *After Sale Service Fees;*
- *Miscellaneous Expenses;*
- *Petty Cash Withdrawals;*
- *Free Goods;*
- *Intercompany Accounts;*
- *Supplier/Vendor Payments;*
- *Write-offs; and*
- *Customs Intervention Payments.*

Keeping detailed, accurate descriptions of all payments and expenses is crucial for this component of FCPA Compliance. No undisclosed or unrecorded accounts of Science Care are to be established for any purpose. False or artificial entries are not to be made in the books and records of Science Care for any reason. Finally, personal funds must not be used to accomplish what is otherwise prohibited by Science Care Policy.

What potential penalties do I face for an FCPA violation?

The FCPA imposes criminal liability on both individuals and corporations. For individuals who violate the anti-bribery provisions of the FCPA, criminal penalties include fines of up to \$250,000 or twice the amount of the gross pecuniary gain resulting from the improper payment, imprisonment of up to five years, or both. The Company may not reimburse any fine imposed on an individual. Corporations may be fined up to \$2,000,000, or, alternatively, twice their pecuniary gain, for criminal violations of the FCPA's anti-bribery provisions. In addition to criminal penalties, a civil penalty of up to \$10,000 may be imposed upon a company that violates the anti-bribery provisions, and against any officer, director, employee or agent of a company, or a stockholder acting on behalf of a company who violates the Act. The U.S. Department of Justice and the U.S. Securities Exchange Commission may also obtain injunctions to prevent FCPA violations.

Individuals who willfully violate the accounting provisions of the FCPA may be fined up to \$1,000,000, imprisoned up to ten years, or both. A corporation may be fined up to \$2,500,000. Alternatively, both individuals and corporations violating the FCPA's accounting provisions may be subject to fines of up to twice the amount of any pecuniary gain or loss resulting from such violation.

In addition to civil and criminal penalties, a person or company found in violation of the FCPA may be precluded from doing business with the U.S. government. Other penalties include denial of export licenses and debarment from programs under the Commodity Futures Trading Commission and the Overseas Private Investment Corporation. Violating the FCPA will also result in discipline by Science Care, up to and including termination of employment.

What steps do I need to take if I am asked for a bribe, either directly or indirectly?

To protect Science Care and its employees, the following rules must be followed without exception if you are asked, either directly or indirectly, for an improper payment:

- *Refuse to make the payment and explain that Science Care does not make such payments – it is against the FCPA, Science Care's policies, and in all probability, local law;*

- *Make it clear that the refusal is absolute and never use any “body language” or implicit understandings to suggest anything less than full compliance with anti-bribery policies and law;*
- *Immediately report the request for the improper payment as noted below;*
- *If a joint venture partner or a Science Care representative is involved, explain that they are not authorized to make any such payment on behalf of the Company and that the Company will terminate the relationship if a payment is made.*

In addition to strict compliance with the FCPA and this Policy, Science Care’s employees and representatives must avoid any appearance of impropriety in business transactions.

Do I have any other duties and obligations under Science Care’s Anti-Bribery Policy?

Employees have certain obligations to Science Care which include the following:

- *When you have doubts or concerns, ask questions;*
- *Conduct due diligence on sales representatives, joint venture partners and other third parties as required;*
- *Be vigilant – monitor third parties closely. If you hear rumors of improper payments or “red flags,” never ignore them – refer them to the Chief Executive Officer;*
- *Record and document all payments and any disposition of Science Care’s assets; and*
- *Remember all employees must comply with U.S. and local law.*

Who do I report a violation or potential violation of this Policy to?

If any Science Care employee, agent, joint venture partner or representative becomes aware of any potential or actual violations of the FCPA and/or this Policy, he or she must immediately report that information to Science Care’s Chief Executive Officer. To ask questions about or report a concern or violation of this Policy, please contact the Chief Executive Officer.

Please note that federal and state law imposes extensive anti-retaliation protections for whistleblowers (persons who report wrongdoing). Violations or suspected violations of this Policy may be submitted on an anonymous basis. Science Care does not permit any form of intimidation or retaliation against an employee who reports any such violations. An employee who retaliates against someone who has reported a violation of this Policy is subject to discipline up to and including termination of employment.