



Global Anti-Bribery and Anti-Corruption Policy

Version 4.0

Date Issued: December 1, 2021

Issued By: Legal & Compliance Department

1. Scope

This Policy reflects Catalent's commitment to the prevention of all manner of public corruption. Catalent, Inc., and its divisions and subsidiaries (collectively, "Catalent") are committed to conducting business operations throughout the world in accordance with all applicable laws and the highest ethical standards. All Catalent employees, agents, and representatives are expected to conduct themselves with honesty, fairness, and in compliance with this Policy. **We will never compromise our integrity.**

This Policy applies to all Catalent employees, directors, and officers, all those affiliated with Catalent, including joint ventures and their respective employees and agents worldwide, and all other third parties and their employees who perform work on Catalent's behalf.

If you are uncertain about whether a particular course of action might violate this Policy, Catalent's Standards of Business Conduct, or applicable law, contact the Legal & Compliance Department.

2. Policy Responsibilities

Policy Ownership	Assistant General Counsel, Compliance & Litigation
Policy Approval Officer	SVP, General Counsel & Chief Compliance Officer
Policy Implementation	Assistant General Counsel, Compliance & Litigation

3. Policy Overview

As a multinational company, Catalent must comply with many different anti-corruption laws, including the U.S. Foreign Corrupt Practices Act ("FCPA"), the 2010 U.K. Bribery Act, and other similar anti-corruption laws around the world. While the specifics of applicable laws may vary by location, they all prohibit the bribing of government officials, impose accounting and recordkeeping requirements, and impose civil and criminal penalties for violations. Failure to comply with this Policy may cause harm to Catalent's business reputation, create a financial loss, or expose Catalent to legal jeopardy. This Policy is designed to inform and provide clear guidance for compliance with all applicable anti-corruption laws and to encourage and provide guidance for reporting any suspected violation.

3.1 Policy

Public corruption is a blight on society that violates the public trust and hurts competition and free enterprise. Most countries across the globe have enacted laws to combat and eradicate this malignant practice. Catalent is committed to complying with these laws and shares their goal of stamping out public corruption.

Catalent will conduct every business transaction with integrity, regardless of differing local manners and traditions, and will comply with:

- The laws and regulations of the United States, particularly the FCPA;

- The anti-corruption laws and regulations of other countries in which the company operates, including the U.K. Bribery Act;
- Catalent policies and procedures; and
- Catalent's Standards of Business Conduct.

Compliance with such laws and regulations is particularly important since Catalent and its subsidiaries may conduct business in markets in which (i) governments are engaged in commercial and financial activities for their own accounts, (ii) public corruption and related problems are common, and (iii) legal standards and enforcement policies may be unclear or inconsistently applied. In such circumstances, special vigilance is important to ensure compliance with anti-corruption and related legislation. It is crucial that competitive pressures or the desire to accomplish otherwise appropriate corporate goals do not undermine our commitment to ethical conduct and compliance with all applicable laws.

The FCPA prohibits the bribery of "foreign officials," and requires companies with securities listed on U.S. stock exchanges (like Catalent) to maintain internal accounting controls and keep books and records that accurately reflect all transactions.

The U.K. Bribery Act, which applies to Catalent due to its substantial business interests in the U.K., is very similar to the FCPA in many respects but has some notable differences:

- It covers both public and private bribery and does not have an exception for facilitation (also called "grease") payments.
- It imposes strict liability where companies fail to prevent bribes from being paid in their names. This means Catalent can be held responsible for the acts of its agents, consultants, and the like (even if not directly encouraged or required by Catalent), and appropriate steps must be taken to ensure that Catalent's prohibitions against bribery and corrupt business practices are communicated, understood, and accepted by all who conduct business on Catalent's behalf.
- There is no limit to the amount a company can be fined for a violation.
- If an individual violates the Bribery Act, he or she can face both unlimited fines and imprisonment (up to ten years per violation).

This Policy prohibits offering, giving, soliciting, promising, or accepting **anything of value** to or from anyone in an attempt to improperly influence any act or decision, to obtain or retain business, or to secure any improper advantage for Catalent. This prohibition applies to foreign and domestic governmental officials, employees, and representatives, as well as state-owned entities. In accordance with the broader reach of the U.K. Bribery Act, it also applies to non-governmental officials or employees.

"Bribe" defined

A bribe is an offer or promise to give, or the giving of or authorizing to give, anything of value or any other advantage to improperly influence business actions. The phrase "anything of value" is deliberately broad and includes, but is not limited to, money, gift cards, services, gifts, meals, entertainment, travel, no-bid contracts, jobs, favors, business opportunities, sponsorships, charitable donations, and political contributions. The offering of the thing of value is a violation of this Policy and the law, regardless of whether the offer is accepted.

In addition, this Policy prohibits bribes and other improper payments that provide indirect benefit to governmental and private officials (both foreign and domestic)—such as bribes paid to family members or close friends of such officials.

Facilitation payments

This Policy forbids facilitation payments anywhere in the world. A facilitation payment (sometimes called a "grease payment") is a payment made to a governmental official to secure or speed up a routine, non-discretionary, governmental action, or service, such as obtaining an ordinary license or business permit, processing a visa, providing utility services, scheduling an inspection, securing mail pick-up or delivery, loading or unloading cargo, or releasing a shipment from a customs hold. Most countries include facilitation payments in their definition of a bribe.

Kickbacks

This Policy also prohibits kickbacks anywhere in the world. A kickback is a payment from a corrupt vendor to a public or private sector employee as compensation for biased representation or preferential treatment in a decision-making process. Such preferential treatment can include choosing to award a contract to one vendor instead of another, agreeing to pay inflated costs for goods and services, and agreeing to purchase unneeded or excess goods and services. In some cases, a corrupt vendor might approach an official and offer a kickback payment in exchange for a favor or preferential treatment. In other cases, a corrupt public official or corporate officer might solicit a kickback from a vendor, offering preferential treatment in exchange. Regardless of who initiates the scheme, kickbacks always feature collusion between two parties to corrupt a decision-making process by paying and accepting a bribe. Kickbacks are often paid in cash, but they can also be paid in merchandise, favors, gifts, free meals in restaurants, or other forms of compensation.

Third Parties

The prohibitions set out in this Policy apply equally to all third parties who do business in Catalent's name or on its behalf. Third parties cannot be used to try to hide bribery or corruption. Any third party that acts on behalf of Catalent must always operate in accordance with this Policy. Further, any Catalent employee, director, or officer who is aware of, induces, facilitates, or causes a third party to perform an act that would violate this Policy is him or herself in violation of this Policy.

Employees must exercise due diligence and take all necessary precautions to ensure that they have formed business relationships with reputable and qualified partners and representatives. Such due diligence may include working with Catalent's Global Procurement or Trade Compliance team and investigating potential "foreign" representatives and joint venture partners to determine:

- if they are in fact qualified for the position;
- whether they have personal or professional ties to a government;
- the number and reputation of their clientele; and
- their reputation with the local U.S. Embassy or Consulate and with local bankers, clients, and other business associates.

Agreements with third parties should be in writing, should clearly define the rights and obligations of the third-party partner, and should contain representations, covenants, and warranties concerning anti-corruption compliance. Contact the Legal & Compliance Department for further guidance on contracts with third parties.

In addition, in negotiating a business relationship, employees should be aware of the following "red flags":

- unusual payment patterns or financial arrangements;
- a history of corruption in the country;
- a refusal by the "foreign" joint venture or representative to provide a certification that it will not take any action in furtherance of an unlawful

offer, promise, or payment to a “foreign” public official and not take any act that would cause Catalent to be in violation of applicable anti-corruption laws;

- unusually high commissions;
- a request that a payment be made to a third party or to a third country;
- a request that any transactions be made in cash;
- lack of transparency in expenses and accounting records;
- apparent lack of qualifications or resources on the part of the joint venture partner or representative to perform the services offered;
- whether the joint venture partner or representative has been recommended by an official of the potential governmental customer;
- a refusal by the “foreign” joint venture or representative to undergo a credit check; and
- a refusal to enter into a written agreement relating to the business relationship.

Government-Owned Businesses

In many places, it is not uncommon for governmental officials to own and operate business enterprises. While the FCPA and related laws do not prohibit legitimate business relationships with business enterprises owned or controlled by foreign officials, great care must be taken to avoid any association with any such enterprise in circumstances that might constitute, or appear to constitute, an evasion of the anti-bribery laws. You are required to obtain the approval of the Legal & Compliance Department if you intend to engage in business with a company that is owned by one or more governmental officials or entities.

Gifts and Entertainment

It is a violation of this Policy to provide a gift or entertainment to improperly influence anyone. Even if the gift or entertainment is not intended to improperly influence the recipient, giving the gift or entertainment is permissible only if it complies with the restrictions set out in Catalent’s Gift Policy. As a rule, only appropriate gifts (*e.g.*, no cash or gift cards) and entertainment of modest value can be offered. The gifting must be done transparently, and the gift must be recorded accurately in Catalent’s business records (such as travel & entertainment reimbursement paperwork).

The cost of any gift or entertainment must be reasonable in the relevant circumstances. Reasonableness is judged based on cost, the relationship to a legitimate business promotional activity, or the relationship to the performance of an existing contract. In addition, gifts and entertainment must be consistent with the company’s business ethics and customary practices. While Catalent does not maintain a list delineating permissible gifts and entertainment, the following additional criteria should be observed:

- A gift must be lawful under the applicable country’s laws, customs, and business practices;
- A gift of cash or a cash equivalent (*e.g.*, a gift card) is never appropriate;
- A gift should not be extravagant or lavish;
- The gifting should be infrequent, as the offering of frequent gifts, regardless of value, may begin to take on the appearance of a bribe;
- The gift should be transparent, and employees should not conceal the surrounding facts;
- The gift should be given in a manner that avoids any appearance of impropriety (*i.e.*, it does not give the appearance of creating an obligation for the recipient);
- The gift was not solicited by the recipient; and
- The expense of the gift should be fairly and accurately accounted for in Catalent’s books and records, as appropriate.

No payment or gift of any kind may be promised, offered, or made to any of the following people:

- a "foreign official," defined as any officer or employee of a foreign government or any department, agency, or of a public international organization, or any person acting in an official capacity for or on behalf of any such government or department, agency, or on behalf of any such public international organization;
- any foreign or domestic political party or official thereof or any candidate for foreign or domestic political office;
- any person acting on behalf of a foreign or domestic official, a foreign or domestic political party or official thereof, or a candidate for foreign or domestic political office; or
- members of royal families who have proprietary or managerial interests in industries and companies owned or controlled by the government.

Please consult Catalent's Gifts and Entertainment Policy for further details. Any question concerning the propriety of a proposed gift should be directed to the member of senior management responsible for your function, as well as to the Legal & Compliance Department.

Travel, Meals, and Lodging

It is a violation of this Policy to pay for travel, meals, and lodging for anyone to improperly influence them or in exchange for an improper benefit or favor. However, *bona fide* expenses for travel, meals, and lodging directly related to the promotion of Catalent's products or the performance of a contract are generally permissible. The expenses must be reasonable under the circumstances and must be directly related to the promotion of Catalent's products or services. Please consult Catalent's Travel & Entertainment Policy for further details.

When contemplating promotional expenditures, keep in mind:

- The travel must be for a legitimate business purpose;
- The travel must be reasonable given the guest's position, level, or seniority;
- Attendance at the business activity is mandatory;
- Catalent cannot pay for travel expenses for family members;
- Catalent cannot cover both travel expenses and advance per diem expenses (*i.e.*, if Catalent pays for meals it cannot, in addition, provide a per diem for incidentals);
- Catalent's travel policies for employees must be observed when the company pays for airfare expenses;
- Lodging expenses paid for by Catalent should include only accommodation costs that are actually incurred. Such accommodations should be in business class hotels and only for the period of travel to and from the meeting or visit to a company facility;
- Meals should be reasonable and properly recorded in Catalent's accounting records;
- Payments to cover expenses should, whenever possible, be paid directly to vendors (*e.g.*, hotels, airlines, and car rental companies). If direct payment is not possible, reimbursement should be made only upon presentation of receipts for the expenses submitted. Whenever possible, reimbursement should be made to the official government or company involved rather than the individual being sponsored;
- Travel expenses should be carefully structured in advance to ensure compliance with anti-bribery laws;
- Travel expenses should be permitted under local law and made in conformance with any local accounting and reporting requirements; and
- Travel expenses should not be linked to such activities as paid trips to tourist attractions or to visit family members.

Charitable and Political Contributions

It is a violation of this Policy to make a charitable or political contribution or donation to influence a governmental official, or in exchange for an improper benefit or favor. Care must be taken when making charitable donations to an entity associated with a governmental official because such donations can be considered a benefit for that official. Any donation made to a charity associated with a governmental official requires prior approval from the Legal & Compliance Department.

Political parties and candidates are considered governmental officials for purposes of this Policy. Therefore, no political contribution can be offered or made on behalf of Catalent, unless pre-approved by the Legal & Compliance Department and in conformity with its Political Activity and Contribution Policy.

Acquisitions and Joint Ventures

Anti-corruption compliance is also crucial in the context of business acquisitions and joint ventures. Whenever Catalent is acquiring an interest in another business enterprise or is considering entering into a joint venture with another business enterprise, the following steps should be taken:

- inquire whether the other business has been the subject of any FCPA or U.K. Bribery Act violation, prosecution, investigation, or inquiry;
- inquire about comparable circumstances under the counterpart laws to the FCPA or U.K. Bribery Act in the country or countries in which the other business operates;
- inquire about the existence and findings of any external and internal audit of the other business's anti-corruption compliance;
- obtain documentation of the other business's anti-corruption compliance program, including policies, procedures, manuals, and other compliance materials;
- if anti-corruption violations are discovered, disclose them to the Legal & Compliance Department; and
- plan the integration of the compliance programs of Catalent and the other business.

The foregoing due diligence is essential to protect Catalent from possible liability arising from violations that occurred before the acquisition or formation of the joint venture that is under consideration. Catalent employees involved in due diligence should coordinate with the Legal & Compliance Department.

Accurate Recordkeeping

Catalent, consistent with most anti-corruption laws, requires that all financial transactions, including gifts or exchanges of non-monetary assets, be recorded with reasonable detail and that these recordings accurately and completely reflect both the transactions and Catalent's assets. These recording requirements apply regardless of the location where the transactions take place. Notably, the failure to maintain complete and accurate books and financial records violates most countries' anti-corruption laws, even if no bribery takes place.

Catalent is also required to maintain—and therefore this Policy also requires that its employees, directors, and officers maintain—a system of internal controls sufficient to provide reasonable assurances that: (i) transactions are executed in accordance with management authorizations; (ii) transactions are recorded so as to permit the preparation of accurate financial statements; (iii) assets are accessible only in accordance with management authorizations; and (iv) the recorded accountability for assets is compared with the existing

assets at reasonable intervals and appropriate action is taken to reconcile and address any difference.

3.2 Employee Responsibility

Every Catalent employee, director, and officer is responsible for full and active participation in this Policy and for being familiar with its terms. Catalent will provide periodic, mandatory training on this Policy (in local languages) to ensure compliance with applicable laws. All employees, including those individuals involved in Catalent's governance, will be required to receive anti-corruption compliance training.

Compliance with the applicable anti-corruption laws is the collective responsibility of all Catalent employees, as well as an individual responsibility each of us has. Catalent's compliance with the law and our reputation for integrity depend on the full support of all employees.

Violations of anti-corruption laws can result in criminal, civil, and regulatory penalties, including significant fines and even imprisonment. Any Catalent employee who is involved in a violation of the applicable anti-corruption law or this Policy will be subject to potentially severe disciplinary measures, up to and including termination of employment.

3.3 Questions, Concerns, and Reporting

If you have reasonable grounds to suspect that any actual, potential, or suspected public corruption has occurred or is likely to occur in connection with any Catalent business activity or by any individual or organization with whom Catalent does business, you have the duty to promptly report and inform the Legal & Compliance Department directly or through Catalent's Business Conduct Helpline (www.CatalentMSW.com). Certain jurisdictions permit anonymous reporting using our Helpline.

A failure to do so may result in liability for Catalent and for you personally. You must report any request for an improper payment, or any indication that a person might be making corrupt payments or has an intention or plan to violate this Policy. You have a similar obligation to report any information or knowledge of any hidden fund or asset, of any false or artificial entry in Catalent's books and records, or any payment that circumvents Catalent's internal financial processes.

Please consult Catalent's Speak Up and Whistleblower Policies for further details. You can also contact the Legal & Compliance Department at ethics@catalent.com or the Business Conduct Helpline (www.CatalentMSW.com) to seek advice on anti-corruption issues or to make suggestions for improvements to this Policy and all related procedures.

Acting in Good Faith & Non-Retaliation

Catalent will not allow any retaliation against any individual who acts in good faith in reporting any violation of this Policy. Catalent will investigate reported violations and will determine an appropriate response, including corrective action and preventative measures, and will involve the Chair of the Audit Committee or Chief Financial Officer when required. All reports will be treated confidentially to the extent possible.

4. Supporting Information

4.1 Glossary of Terms

Term	Description
Bribe	an offer or promise to give, or the giving of or authorizing to give, anything of value or any other advantage to improperly influence business actions. Bribes can include cash or monetary equivalents, gifts, hospitality, payment of expenses, reciprocal favors, business, or employment opportunities, political or charitable contributions, or any other direct or indirect benefit or consideration that improperly influences action.
Bribery Act	the 2010 U.K. Bribery Act
Public Corruption	illegal, fraudulent and/or dishonest activity that involves the abuse of power for private (including corporate) gain and that typically involves bribery.
FCPA	the U.S. Foreign Corrupt Practices Act
Foreign Official	any officer or employee of a foreign government (<i>i.e.</i> , other than the United States) or any department, agency, or instrumentality thereof (which includes a government-owned or government-controlled state enterprise) or of a "public international organization," any person acting in an official capacity for or on behalf of a foreign government or government entity or of a public international organization, any foreign political party or party official, or any candidate for foreign political office. Therefore, foreign officials include not only elected officials, but also consultants who hold government positions, employees of companies owned by foreign governments, political party officials and others. Catalent's Legal & Compliance Department should be contacted if there is a question as to whether a person or organization should be treated as a foreign government official, foreign political party or party official, foreign political candidate, or official of a public international organization for the purpose of this Policy.

4.2 References

Number	Reference Details
1	Standards of Business Conduct
2	Speak Up Policy
3	Non-Retaliation Policy
4	Whistleblower Policy
5	Travel and Entertainment Policy
6	Gifts and Entertainment Policy

4.3 Policy Approval

This Policy has been approved by:

DocuSigned by:

Steven Fasman

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Steven L. Fasman, Senior Vice President, General Counsel,
& Chief Compliance Officer

03-Dec-2021

Date

5. Revision History

Version Number	Version Date	Policy Author	Summary of Change(s) Made
1.0	5/18/2009	Diane Duvall	Issuance of Policy
2.0	4/1/2011	Diane Duvall	Included references to U.K. Bribery Act definition.
3.0	4/1/2015	Diane Duvall	Added references to applicable anti-corruption laws.
4.0	12/01/2021	Yevgenia S. Kleiner	Renamed and substantively updated policy; revised policy format.