	Policy Title:	Anti-Bribery and Anti-Corruption
	Policy Number:	COMP-POL-1007

ANTI-BRIBERY & ANTI-CORRUPTION POLICY

I. PURPOSE

This Policy establishes the requirement for SK Life Science, Inc. (SKLSI or the Company) Associates to conduct all business ethically and in accordance with all applicable anti-bribery and anti-corruption (ABAC) laws and regulations in the jurisdictions in which SKLSI does business, including, but not limited to:

- United States (U.S.) Foreign Corrupt Practices Act (FCPA)
- U.S. Anti-Kickback Statute (AKS)
- United Kingdom (U.K.) Bribery Act
- South Korean Act on the Prohibition of Improper Solicitations and the Receipt or Offer of Money or Things of Value
- Legislation implemented under the Office of Economic Cooperation and Development Convention on Combating Bribery of Foreign Officials in International Business Transactions (OECD Convention)


II. SCOPE

This Policy applies to all SKLSI Associates.


III. ABBREVIATIONS AND DEFINITIONS

ABBREVIATIONS	
Abbreviation	Term
ABAC	Anti-Bribery and Anti-Corruption
AKS	Anti-Kickback Statute
CRO	Clinical Research Organization
FCPA	Foreign Corrupt Practices Act
OECD	Office of Economic Cooperation and Development
SKLSI	SK Life Science, Inc.

DEFINITIONS	
Term	Definition
Anything of Value	Anything of value, with no <i>de minimis</i> exception, including but not limited to: <ul style="list-style-type: none"> • Cash • Entertainment (e.g., tickets to sporting events) • Favors • Gifts • Grants

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	<ul style="list-style-type: none"> • Loans and loan guarantees • Services • Use, loan, or donation of property or equipment • Job offers • Discounts or rebates • Contractual rights • Meals • Travel • Repayment of debts or expenses; or • Charitable or political contributions
Bribe	Offering, paying, authorizing, promising, or giving Anything of Value to a private or public individual, either directly or indirectly, for the purpose of obtaining or retaining business, directing business to anyone, or gaining an improper advantage.
Company	SK Life Science, Inc.
Corruption	The misuse of public power for private profit, or the misuse of entrusted power for private gain.
Facilitation Payment	Also known as “grease payment,” Facilitation Payment is an unofficial payment to a Government Official to secure or expedite a routine action or service to which an individual or company is entitled.
Government Official	Includes: <ul style="list-style-type: none"> • Any elected official, officer, or employee (full or part-time) of a foreign governmental entity; • Any officer or employee of a foreign government-owned or controlled business enterprise (e.g., a foreign government-owned bank, utility company, clinical research organization (CRO), medical facility); • Any officer or employee of a public international organization (e.g., the World Health Organization, United Nations, World Bank, International Monetary Fund); • Any person acting in an official capacity for or on behalf of a foreign government or with a public international organization, or with an enterprise owned or controlled by the foreign government; • Any official of a foreign political party or any candidate for foreign political office; • Any private consultant who also holds a position with, or acts on behalf of a foreign government or with a public international organization, or

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	<p>with an enterprise owned or controlled by a foreign government; or</p> <ul style="list-style-type: none"> • Doctors and other Healthcare Practitioners who are employed full or part-time by (or, under certain circumstances, volunteers at) public hospitals, universities, institutions, or organizations that are foreign government-owned or operated. Such healthcare professionals are considered to be government officials.
Government Entities	U.S. and foreign governmental or regulatory bodies including, but not limited to, the U.S. Securities and Exchange Commission, U.S. Food and Drug Administration, European Medicines Agency, and the Korean Ministry of Food and Drug Safety.
Kickback	The exchange (or offer to exchange), of Anything of Value, in an effort to induce (or reward) the referral of business (including, but not limited to, a prescription, transaction or contract).
SKLSI Associates	All Employees and officers of SKLSI, as well as any Third Party who is or may be authorized by SKLSI to represent or act on the behalf of SKLSI.

IV. POLICY


As outlined in our Code of Conduct, SKLSI conducts business in accordance with the highest ethical standards, and in compliance with laws and regulations that make it illegal to give, or offer to give, Anything of Value (including money, gifts, or services) in an effort to influence business acts or decisions, or to secure any improper advantage to obtain or retain business. SKLSI will not condone any activities by its Associates that are contrary to ABAC laws.

SKLSI Associates are prohibited from providing improper payments of any kind to individuals or organizations, including Bribery or Kickbacks.

A. Prohibition on Illegal Gifts and Payments

SKLSI Associates are prohibited from, directly or indirectly through third parties, authorizing, making, offering, promising, or providing:

- Bribes, Kickbacks, or improper payments of any kind to any public or private individual to gain an advantage for SKLSI or otherwise influence SKLSI business.

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- Anything of Value to a Government Official, a family member of a Government Official, or an organization run by a Government Official for the purpose of obtaining or retaining business, directing business to anyone, gaining an improper advantage, or in exchange for any favor, such as influencing the placement of contracts or securing political or business concessions.
- Facilitation payments, or any payments made to Government Officials in order to expedite or secure performance of routine governmental actions (e.g., processing a visa, customs invoice, product approval, or other governmental document or action).

B. Permissible Payments

Payments to Government Officials, customers, and other individuals made for legitimate business purposes are permitted in certain circumstances as outlined below. Such payments must comply with the SKLSI *Code of Conduct* and other relevant policies.

1. Hospitality and Gifts


Modest meals, travel, lodging, or other forms of hospitality in support of legitimate business interactions (i.e., Speaker Programs, Advisory Boards, consulting services) are permitted in accordance with the principles outlined in the SKLSI *Government Official Interactions Policy* and the *Healthcare Professional Interactions Policy*.

SKLSI Associates are prohibited from providing Anything of Value to any HCP for the purpose of influencing a decision to prescribe, purchase, use, or recommend an SKLSI product.

All meals, travel, lodging, and other forms of hospitality must be accurately documented according to the SKLSI *Transparency Policy*.

2. Payment for Services Provided in Support of a Legitimate Business Need

As outlined in the SKLSI *Fee-for-Service Arrangements Policy*, reasonable fair market value payments made for bona fide services provided in support of a legitimate business need are permitted. All such payments must be supported by a written agreement in accordance with the SKLSI *Contracts Policy*, and accurately documented according to the SKLSI *Transparency Policy*.

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3. Educational Grants, Sponsorships, or Charitable Donations

As outlined in the SKLSI *Education Grants, Charitable Donations, and Sponsorships Policy*, payments to support educational, promotional, or charitable activities may be permitted. All such payments must adhere to the principles outlined in the relevant policy and must be accurately documented according to the SKLSI *Transparency Policy*.

C. Agents, Third Parties, and Other Entities

Agents and third-party business partners are considered to be an extension of and acting on behalf of SKLSI for purposes of this Policy. Third parties must comply with applicable anti-bribery and anti-corruption laws and SKLSI's Code of Conduct when performing work with SKLSI.

As outlined in the SKLSI *Contracts Policy*, all goods or services provided by a third party must be approved and governed by a written agreement.

D. Recordkeeping and Monitoring


SKLSI must maintain accurate books and records reflecting the disposition of the Company's assets (including all payments made by the Company). SKLSI prohibits the maintenance of undisclosed or unrecorded accounts for any reason. Examples of undisclosed or unrecorded funds or assets include, but are not limited to, slush funds, numbered foreign bank accounts, bank accounts containing Company funds but held in the names of individuals, or separate records showing payments (i.e., no second set of books).

All financial transactions with or expenses related to Government Officials must be authorized and accurately recorded.

SKLSI Compliance, in collaboration with other functional areas and as part of the Compliance monitoring program, is responsible for ensuring that effective internal controls are in place and periodically monitored to help mitigate the risks of Bribes, Kickbacks, and any other improper payments or corruption on an ongoing basis.

V. DOCUMENTATION REQUIREMENTS

Records related to the activities governed by this Policy must be recorded and archived in compliance with SKLSI's *Information Handling and Record Retention Policy*.

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VI. COMPLIANCE


Failure to follow this Policy may subject an Employee to disciplinary action, up to and including termination. Any SKLSI Associate who becomes aware of an actual or potential violation of this or any policy must promptly report it to their manager, and/or one of the following SK Life Science, Inc. departments: Compliance, Legal, Human Resources, or the Compliance Hotline at (833) 490-0007 or the Compliance Hotline website www.lighthouse-services.com/sklsi. The Company follows a policy of non-retaliation and no SKLSI Associate will be subject to retaliatory action for reporting in good faith a suspected violation of this Policy.

VII. REFERENCES, FORMS, AND TEMPLATES

- Code of Conduct
- Contracts Policy
- Educational Grants, Charitable Donations, and Sponsorships Policy
- Fee-for-Service Arrangements Policy
- Healthcare Professional Interactions Policy
- Government Official Interactions Policy
- Information Handling and Record Retention Policy
- Transparency Policy

VIII. REVISION HISTORY

Version Number	Effective Date	Description of Change	Name of Individual Responsible for Change
1.0	7/18/2019	New Policy	Monica Schroeter, Director, Compliance
2.0	1/1/2022	Transferred to non-GxP template, updated all areas, and provided relevant and current references	Monica Schroeter, Head of Compliance & Privacy

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IX. APPROVALS

APPROVED BY:		Effective:	
1	Jooyup Chae	DocuSigned by: <i>Jooyup Chae</i>	
	Print Name	Signature	
	General Counsel	11/14/2021	
2	Title	Date (DD MMM YYYY)	
	Jiyoung Jung	DocuSigned by: <i>Jiyoung Jung</i>	
	Print Name	Signature	
3	Chief Financial Officer	11/8/2021	
	Title	Date (DD MMM YYYY)	
	Hong Wook Kim	DocuSigned by: <i>Hong Wook Kim</i>	
4	Print Name	Signature	
	Chief Operating Officer	11/8/2021	
	Title	Date (DD MMM YYYY)	
4	Jeong Woo Cho	DocuSigned by: <i>Jeong Woo Cho</i>	
	Print Name	Signature	
	Chief Executive Officer	11/14/2021	
	Title	Date (DD MMM YYYY)	
Policy Author:		Compliance Department	
Policy Reviewers:		Josh McLaughlin, Associate General Counsel Monica Schroeter, Head of Compliance & Privacy Wanho Nam, Vice President, Corporate Center Michael Polito, Corporate Controller	