



Anti-bribery and anti-corruption policy

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Title	Anti-Bribery and Anti-Corruption Policy
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Statement of Policy

Labcorp Holdings Inc. and its subsidiaries ("Labcorp") prohibits bribery and improper payments in all forms, whether involving Government Officials or business partners (wholly commercial in nature). Labcorp complies with all relevant laws and regulations, including those laws and regulations prohibiting Bribery and Corruption. No officer, director, employee, or agent on Labcorp's behalf will authorize, pay, promise or offer to give Anything of Value to any individual or entity to improperly influence that individual or entity to act favorably towards Labcorp. Additionally, Personnel may not request, instruct, or authorize any third party to make a payment, promise or offer to pay to improperly influence and individual or entity. Labcorp prohibits any "off-the-books" payments and any knowing falsification of Labcorp's books and records to hide any improper payment, regardless of amount.

Scope of Policy

This Policy applies to Labcorp and all employees, officers, directors (collectively, "Personnel") and representatives and agents acting on Labcorp's behalf, including Foreign Third Parties (collectively, "Third Parties").

Purpose

This Policy defines the requirements for Labcorp Personnel and Third Parties to comply with applicable laws prohibiting bribery or other improper payments (collectively "Anti-Bribery and Anti-Corruption Laws") including the U.S. Foreign Corrupt Practices Act, the U.S. Travel Act, the U.K. Bribery Act, Canada's Corruption of Foreign Public Officials Act, and the laws of the countries in which Labcorp conducts business, is incorporated, or provides services. Violations of Anti-Bribery and Anti-Corruption Laws can result in significant civil and criminal penalties for both the individuals and companies involved, including fines and imprisonment. In addition, mere allegations can lead to other harmful consequences, including sanctions, debarment from government contracts, reputational harm, and the loss of trust among customers, patients, and other stakeholders. The guidelines and parameters in this Policy further Labcorp's commitment to conducting business fairly, honorably, with integrity, and in compliance with all applicable laws and the Labcorp *Code of Conduct and Ethics*.

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Definitions

1. **Anything of Value** - includes, regardless of size or quantity, but is not limited to:
 - a. cash or cash equivalents (such as prepaid debit cards, gift cards, gift certificates, and vouchers),
 - b. entertainment (such as sporting event or theater tickets),
 - c. meals and hospitality,
 - d. lodging,
 - e. travel,
 - f. gifts,
 - g. business advantages or preferential treatment,
 - h. gratuities,
 - i. charitable or political donations,
 - j. favors (including employment offers or internships),
 - k. Facilitation Payments,
 - l. kickbacks or inflated contract prices,
 - m. lease or other real estate arrangements,
 - n. a *quid pro quo*, or
 - o. any other item that may have value to the recipient.
2. **Bribery** – means the act of accepting, offering, agreeing, giving, receiving or requesting Anything of Value that is intended to improperly influence a decision maker or to obtain an unfair or unwarranted business advantage. The act of Bribery is not dependent on whether the transaction occurs or is successful.
3. **Business Courtesy** – refers to Anything of Value provided as a means of developing a legitimate business relationship. This may include reasonable meals, entertainment, discounts on products and services not readily available to the general public, personal favors, travel, and token gifts, subject to the *Client and Third Party Gifts, Meals and Entertainment Policy* (BPM-08).
4. **Corruption** – means the misuse of public office or power for private gain, or misuse of private power for gain. Corruption often involves dishonest or fraudulent conduct and Bribery by those in power.
5. **Facilitation Payment** – also known as a ‘grease payment,’ means an unofficial payment (typically low in value) paid directly to a Government Official to expedite a routine or necessary governmental action, such as:
 - a. Acceleration of official actions such as processing papers faster or quicker issuance of permits by an official or to expedite performance of duties of a non-discretionary nature (those duties which they are already required to perform).
 - b. A Facilitation Payment is not intended to influence the outcome of the Government Official’s action, only its timing.
 - c. A payment made to an entity to expedite an action (i.e., a published fee to expedite visa or passport processing) is not generally considered a Facilitation Payment.
6. **Foreign Third Party (“FTP”)** - means any intermediary, agent, consultant, distributor, or other non-employee representatives which will provide services outside of the United States for or on Labcorp’s behalf. For further information, see *Foreign Third Party Due Diligence Policy* (BPM-07).
7. **Government Official** - means an employee, official, candidate for, or member of government agencies, departments, or instrumentalities, whether elected or appointed, which include:
 - a. Healthcare professionals (including doctors nurses, lab personnel, administrators and their staff) working for government-owned hospitals, health systems, and/or universities;
 - b. Public health officials;
 - c. Customs and importation officials; and
 - d. Healthcare regulators and public international organizations.
8. **Improper Payment** - is Anything of Value in exchange for an Improper Purpose.
9. **Improper Purpose** - means to provide Anything of Value to willfully or corruptly influence the recipient to misuse an official position to secure an improper advantage, or to assist in winning or keeping business for or with, or directing business to or away from any person, or to breach a duty to act in good faith or impartially.
10. **Quid pro quo** – an exchange of goods or services (Anything of Value) with the expectation that something of equal value will be provided in return.

Procedure

Prohibited Payments:

Labcorp Personnel and Third Parties may not engage in Bribery or authorizing, paying, promising or offering Improper Payments. Some examples of Improper Payments are listed below. This list is not exhaustive, as Improper Payments can take many forms and certain payments present a higher risk. Contact the Corporate Compliance Department if you have any questions on if a payment is proper before any promise or commitment to pay is made, as the promise to make an illegal payment may constitute Bribery, even if never paid.

1. **Payments Prohibited by Local Law:** Certain local laws may prohibit, or place limits on, Business Courtesies or other payments regardless of value, particularly when the recipient is a Government Official. Labcorp Personnel must follow all applicable local laws where they are more restrictive than Labcorp's policies.
2. **Cash Payments:** Personnel may not provide cash or cash equivalent gifts (e.g., prepaid debit cards, gift cards, or gift certificates) to individuals or entities outside of Labcorp.
3. **Kickbacks:** No Personnel may "kickback" any portion of a contract or channel payments to themselves or others using contracts, subcontracts, purchase orders, consulting agreements, or any other methods.
4. **Facilitation Payments:** Personnel may not make Facilitation Payments, whether permissible under local law or not. If a Facilitation Payment is made, for whatever reason, it must be accurately recorded in Labcorp's books and records, and the payment must be reported to the GlobalCompliance@labcorp.com.
5. **Excessive Business Courtesies:** Personnel, , may not provide excessive, lavish, and unreasonable Business Courtesies that do not serve a legitimate business purpose either directly and indirectly through Third Parties.
6. **Employment Offers:** Personnel may not make employment offers to customers, potential customers, or their relatives if the offer is made as an inducement to award business to Labcorp.

Expenses Requiring Pre-Approval:

1. **Travel Expenses for NON-Labcorp Employees and External Parties:** Personnel may not pay for the travel or other travel-related expenses of an individual located outside the U.S. who is not a Labcorp employee without the prior written approval of the Corporate Compliance Department, unless the expenses are related to an otherwise approved arrangement under the *Healthcare Professional Speaker and Speaker Program Policy (BPM-09)* or the *Healthcare Professional Consulting Policy (BPM-23)* This includes payment made directly, or indirectly through a Third Party, on Labcorp's behalf or for any purpose related to Labcorp business or operations. ,Personnel may request prior approval by contacting GlobalCompliance@labcorp.com.

If approved, the travel or travel-related expenses must be appropriate and consistent with the *Labcorp Travel & Entertainment Policy* and all records relating to the travel must accurately identify the recipient, describe the business purpose for the total expense, and provide supporting documentation for the expense. Payment of business-related travel expenses may never be used to provide leisure travel (such as trips to resort locations).

2. **Sponsorships, Donations and Contributions:** Personnel may not make any donation or contribution of Anything of Value outside of the U.S. without the proper written approvals as required. This includes donations or contributions made directly, or indirectly through Third Parties, on Labcorp's behalf or for any purpose related to Labcorp business or operations. Refer to the *Corporate Charitable Contributions Policy* for additional guidance. Examples include, but are not limited to:

- a. Equipment Donations
- b. Conference Sponsorship
- c. Charitable Contributions

3. **Political Contributions:** Personnel may not make any political contributions without the prior written approval of the Chief Compliance Officer (or designee). This includes contributions made directly, or indirectly through Third Parties, on Labcorp's behalf or for any purpose related to Labcorp's business or operations, Refer to the *Government Relations Policy and Procedure* for additional guidance.

Expenses Not Requiring Pre-Approval:

1. **Health and Safety Payments or Extortion Related Demands:** The health and safety of Personnel are of the utmost importance to Labcorp. In cases where Personnel's health and safety are at risk, Personnel may make payments without prior approval as may be necessary under the extenuating circumstances. In the case of a kidnap and ransom demand, Personnel must notify the Head of Global Security prior to making payments to a third party. The Kidnap & Ransom Protocol can be found on the Global Security section of The Point ([here](#)). Labcorp Personnel involved in such payments or demands must immediately, or as soon as reasonably possible, report these circumstances to the GlobalCompliance@labcorp.com.

As with all payments, these types of payments must be accurately recorded in Labcorp's books and records to document the amount paid, the payment's purpose and the name and title of the person to whom the payment was made. Proper documentation for these payments must also be sent to the Finance Department.

2. **Business Courtesies:** Business courtesies must be consistent with the *Client Meals, Gifts, and Entertainment Policy* (BPM-08) and may be provided only if the expenditures meet the following criteria:
 - a. **Legal:** It must not violate applicable laws governing both parties to the transaction, including any ethical codes or local government guidelines. Contact the Corporate Compliance Department for local law guidance;
 - b. **Reasonable:** It must be modest, reasonable, legitimate, infrequent, and of minimal value;
 - c. **Transparent:** It cannot be disguised from Labcorp or the recipient's supervisors or organization and must be accurately recorded in Labcorp's books and records; and
 - d. **Business Purpose:** It must be directly related to a promotion, demonstration, or explanation of a Labcorp product, service, or for a legitimate business purpose and not for the personal use of the recipient.

Accounting and Record-Keeping Requirements

In addition to prohibiting bribery, the Foreign Corrupt Practices Act ("FCPA") requires U.S. companies and their majority-owned affiliates to maintain adequate internal controls and to keep accurate and complete records of the transactions. The FCPA also requires those companies to make good-faith efforts to cause the ventures in which they own minority interests to keep such records and maintain proper internal controls.

Hiring Foreign Third Parties:

FTP's must always operate in accordance with this Policy. This Policy and all Anti-Bribery and Anti-Corruption Laws prohibit the payments of bribes directly by Labcorp or indirectly through FTP's. Because Labcorp can be held responsible for a FTP's actions, special care and due diligence must be exercised when retaining a FTP. It is Labcorp's policy that:

1. Each FTP is carefully selected and evaluated before being retained by Labcorp according to the *Foreign Third Party Due Diligence Policy* (BPM-07);
2. A FTP is selected solely based on lawful and legitimate business considerations;

3. A FTP may not be retained to do things that are prohibited by this Policy, other Labcorp policies, or the *Labcorp Code of Conduct and Ethics*;
4. Each FTP engagement requires a written arrangement reviewed and preapproved according to Law Department policies. No oral agreements or arrangements may be made with a FTP;
5. Commissions, compensation, reimbursement and other payments to FTPs will be customary and reasonable in relation to the services provided and will be properly reflected in Labcorp's books and records;
6. Payments to a FTP may not be made in cash or cash equivalents and payments may not be made to bank accounts not in the FTP's name;
7. Payments to the FTP may be made only in the country where the FTP is headquartered, where the services are rendered, or where the FTP operates centralized or regional billing; and
8. Arrangements with FTPs must be reviewed regularly to confirm strict compliance with this Policy.

Red Flags for Suspicious Circumstances:

Personnel and Third Parties must not ignore circumstances that suggest that an otherwise legitimate payment is being used for Improper Purposes, Bribery or Corruption. A company or person can be held liable under Anti-Bribery and Anti-Corruption Laws if actions indicate "willful blindness" to any action (or inaction), language, or other indication that should reasonably alert someone to the high probability of an Improper Payment, Bribery or Corruption. Accordingly, Personnel and Third Parties should be alert for "red flags" that might suggest an increased likelihood that a business transaction involves Bribery or Corruption. Examples of red flags that should raise concern include:

1. Business arrangements in a country that ranks high on Transparency International's [Corruption Perception Index](#) or TRACE International's [Bribery Risk Matrix](#);
2. Unusual payment patterns or financial arrangements, including payments outside the country to third parties, or to a business address or bank account inconsistent with a representative's address or account;
3. Insufficient or vague descriptions on expenses or invoices or inadequate supporting documents;
4. Refusal to include anti-corruption provisions in a written arrangement;
5. Commissions which are unusually high or suspiciously structured;
6. An apparent lack of qualifications or resources in a consultant retained to obtain government approval;
7. Requirements to hire family members or other recommendations from Government Officials in hiring a consultant or corporate representative;
8. Representations that improper activities are just "a way of doing business" in a particular country.

This is not an exhaustive list as red flags can take many forms. Any Personnel or Third Party who becomes aware of a red flag or suspects any Improper Payments, Bribery or Corruption should immediately report the matter to the GlobalCompliance@labcorp.com.

Personnel should:

- Avoid offering, giving, asking for or receiving any form of bribe or kickback to expedite government action or otherwise violate anti-corruption laws and regulations,
- Make sure that all transactions are transparent to reduce the risk of a bribe or kickback,
- Make sure gifts, hospitality and travel are reasonable and are for legitimate business purposes,
- Avoid hiring decisions that benefit Government Officials or their family members,
- Avoid making political contributions when acting as a Labcorp representative, and
- Avoid charitable contributions that personally benefit a Government Official or are made as part of an exchange of favors with the official.

How to Handle a Request for a Bribe or Improper Payment:

If any Personnel or Third Party is approached or asked to pay a Bribe or Improper Payment, they must:

1. Refuse to make the Improper Payments (i.e., say “no”);
2. Explain Labcorp’s Policy prohibiting such payments;
3. Make it clear that the refusal is final and non-negotiable; and
4. Immediately report the details of the situation to the GlobalCompliance@labcorp.com.

Duty to Report:

Any Personnel or Third Party who knows or reasonably believes that Labcorp and/or any Personnel or Third Party may be involved in any activity prohibited by this Policy must immediately report such suspected non-compliance using established Labcorp compliance reporting procedures.

Personnel and others may use the Labcorp Action Line to report suspected or actual violations of laws, regulations or Labcorp policies. The Labcorp Action Line includes dedicated U.S. and non-U.S. toll-free numbers as well as a confidential and/or anonymous web portal found at labcorp.ethicspoint.com. Please refer to the *Action Line Policy* (BPM-10), quick link on The Point, or posters located in Labcorp offices’ common areas.

Labcorp prohibits retaliation in any form against any person for reporting in good faith any potential or actual violation of law or Labcorp policy including the Labcorp *Code of Conduct and Ethics*. Labcorp employees must not retaliate in any form against Personnel who report concerns in good faith.

Education and Monitoring:

Labcorp implemented and maintains a program to provide ongoing anti-corruption education and training to Personnel and to actively monitor compliance with this Policy by all Personnel. Personnel are required to participate in all mandatory education and training sessions and procedures in compliance with *Completion of Required Compliance Training Policy* (BPM-20). Labcorp will conduct periodic internal audits of relevant Company operations to help ensure the Company’s continued compliance with applicable Anti-Bribery laws and this Policy. It is the duty of all employees to cooperate with—and never interfere with or obstruct—such audit activities or Company investigations.

Violations and Discipline:

Any Personnel or Third Parties who violate this Policy, conceal or destroy evidence of anyone else's violation, or withhold information from or refuse to cooperate with an investigation of a possible violation will be subject to appropriate discipline, up to and including termination of employment or the business relationship. See also *Conducting Internal Investigations Policy* (BPM-13) and *Record Retention and Destruction Policy and Retention Schedules* (BPM-21).

References

The Labcorp *Code of Conduct and Ethics*, Business Practices Manual including *Foreign Third Party Due Diligence Policy* (BPM-07) and *Client and Third Party Expense Policy* (BPM-08), *Corporate Charitable Contributions Policy*, and *Travel and Entertainment Policy* should be consulted for additional guidance. Labcorp has developed checklists designed for compliance with this Policy by prospective business partners and recently acquired entities.

Corporate Compliance Department Review, Approval, And Assistance

Any exception, change or deviation from this Policy must be reviewed and approved by the Corporate Compliance Department. The Corporate Compliance Department and the Law Department will be available to answer any questions and to provide assistance and advice to employees concerning this Policy. Questions regarding specific terms, situations, or problems may be forwarded to the Corporate Compliance Department or the Law Department for assistance and advice.

APPROVED BY CORPORATE COMPLIANCE COMMITTEE: May 20, 2024 Meeting Minutes