



## 1 PURPOSE

Madrigal complies with anti-bribery and anti-corruption laws in all jurisdictions in which we do business. The purpose of this policy is to provide guidance on how Madrigal conducts its business in a fair and ethical manner in accordance with applicable anti-bribery and anti-corruption laws, including the Foreign Corrupt Practices Act ("FCPA"), the UK Bribery Act ("UKBA"), and the Anti-Kickback Statute ("AKS").

Madrigal is focused on improving care for patients with NASH/MASH. Actual bribery and corruption or even the appearance of such actions can cause our Customers and patients to lose trust in our products. Therefore, Personnel must avoid even the appearance of impropriety to ensure our Customers and patients do not question the merits of our products or the intentions of our Company.

## 2 SCOPE

This Policy applies to all Personnel operating or acting on behalf of Madrigal.

## 3 RESPONSIBILITIES

### 3.1 Personnel

#### 3.1.1 Personnel are responsible for:

- 3.1.1.1 Understanding the scope of their function and role;
- 3.1.1.2 How they can appropriately interact with other functions and roles;
- 3.1.1.3 Overseeing third-parties they engage to work on behalf of Madrigal; and
- 3.1.1.4 Monitoring and reporting any red flag or other concerns.

## 4 DEFINITIONS and ABBREVIATIONS

Definition	Description
Anything of Value	Anything of Value includes money (including charitable or political contributions, loans, or non-arm's length transactions) and monetary equivalents (such as gambling chips and gift cards), entertainment, accommodations, and any other benefit (such as business, employment, or investment opportunities).
Government Official	Government Official includes any official or employee of a government, including an political party, administrative agency, or government-owned business; any person acting in an official capacity on behalf of a government entity; employees or agents of a business or other organization that is owned or controlled by a government; any person or firm employed by or acting for



	<p>or on behalf of any government; any political party official, employee, or agent of a political party, or candidate for political office (or political party position); any members of a military or a royal family; any family member or other representative of any of the above; and any additional individuals who are considered Government Officials under local laws.</p> <p>In some countries, hospitals are owned by governments. In such situations the healthcare professionals and other employees working there may be considered Government Officials.</p>
Improper Advantage	<p>Improper Advantage includes payments intended to wrongfully influence a decision by an official, including a failure to perform their official functions; induce an official to use their influence to affect a decision by someone else in their government; and induce an official to use their influence to affect or influence any act or decision. Improper Advantage also includes reducing taxes or duties, “looking the other way” at minor code or rule violations, and any form of preferential treatment.</p>
Personnel	<p>Personnel means Madrigal officers and directors, full-time, part-time, and temporary employees operating anywhere in the world, and all other individuals who market or sell on behalf of Madrigal in any country (e.g., independent sales agents). Madrigal Personnel do not include unrelated third-parties who purchase Madrigal items or services in arms-length transactions and then distribute such items or services (e.g., wholesalers or distributors whose only relationship with Madrigal is the purchase, distribution, and/or shipping of such items or services).</p>

Abbreviations	Description
FCPA	Foreign Corrupt Practices Act
UKBA	UK Bribery Act
AKS	Anti-Kickback Statute

## 5 GENERAL PRINCIPLES

- 5.1 **Anti-Corruption:** Madrigal competes lawfully and ethically in any marketplace in which it does business to ensure competitive fairness.
- 5.2 **Anti-Bribery:** Madrigal prohibits bribery, regardless of whether the bribe is active or passive.
- 5.2.1 **Active bribery** is the act of offering, promising, or paying Anything of Value to a Government Official or another person to gain an Improper Advantage.
- 5.2.2 **Passive bribery** is the act of accepting or requesting Anything of Value from a Government Official or another person to gain an Improper Advantage.



- 5.3 **Prohibition on Gifts:** Personnel are prohibited from offering, giving, providing, or accepting gifts or entertainment.
- 5.4 **Ban on Facilitation Payments:** Madrigal does not make small, unofficial payments to secure or expedite the performance of routine actions, also known as facilitation payments.
- 5.5 **Accurate Accounting:** Personnel must maintain accurate records of all transactions.

## **6 ANTI-CORRUPTION**

- 6.1 Personnel are accountable and must take ownership and responsibility for their role in Madrigal's business activities.
- 6.2 All transactions and interactions Madrigal is involved in must have a legitimate purpose.
  - 6.2.1 Actions cannot be taken directly or indirectly to either improperly influence or reward another's actions.
  - 6.2.2 Transactions and interactions should be done in accordance with applicable written standards.
- 6.3 Personnel must never engage in any interaction or enter into any transaction that violates applicable policy, law, regulation, or industry codes.

## **7 ANTI-BRIBERY**

- 7.1 Madrigal prohibits all forms of bribery, whether by Personnel or third-parties with which we engage.
  - 7.1.1 Madrigal prohibits bribery of any Government Official.
  - 7.1.2 Madrigal prohibits any attempt to improperly influence any member of the private sector to secure an Improper Advantage, also known as commercial bribery.
- 7.2 Personnel should never use Madrigal funds or personal funds to try to improperly secure preferential treatment or gain an Improper Advantage

## **8 GIFTS AND ENTERTAINMENT**

- 8.1 Madrigal does not provide, offer, accept, or request gifts or entertainment, this includes:
  - 8.1.1 A prohibition of gifts or entertainment with Government Officials to induce them to misuse their position or to obtain an Improper Advantage;
  - 8.1.2 A prohibition of gifts or entertainment with third-parties; and
  - 8.1.3 A prohibition of gifts or entertainment with Customers and patients (For more information see Madrigal's Gifts and Educational Items Policy).



## **9 FACILITATING PAYMENTS**

- 9.1 Madrigal prohibits Personnel from making facilitating payments, even for the purpose of facilitating or expediting routine, lawful services, or non-discretionary administrative actions.
- 9.2 An exception on facilitating payments exists when payment is necessary to avoid imminent threat to one's health and safety.
  - 9.2.1 When this type of payment is made, and after the immediacy of the situation has been resolved, the payment must be reported to Compliance.
  - 9.2.2 In the report, include information on the circumstances and amount of the payment to ensure accurate recording in Madrigal's books and records.

## **10 THIRD-PARTIES**

- 10.1 Madrigal only conducts business with legitimate and qualified entities and individuals.
- 10.2 Before initiating a relationship with any third-party (e.g., representative, agent, partner, independent contractor, consultant, distributor, reseller, etc.) appropriate due diligence must be conducted.
- 10.3 Madrigal does not enter into any contract or relationship with any third-party that does not comply with this Policy.
- 10.4 Madrigal must terminate any contract or relationship with any third-party who is unwilling or unable to do business with Madrigal in a manner consistent with this Policy.

## **11 BOOKS AND RECORDS**

- 11.1 Madrigal is required to keep books and records that accurately and fairly reflect its transactions in reasonable detail.
- 11.2 Madrigal must maintain internal controls to prevent and detect potential violations of Madrigal policies and applicable laws.
- 11.3 Personnel are prohibited from falsifying any business or accounting record.
- 11.4 Undisclosed or unrecorded funds or assets are prohibited.



**Madrigal**

DOCUMENT TITLE:  
Anti-Bribery and Anti-Corruption Policy

## 12 ASSOCIATED DOCUMENTS:

Document #	Title
VV-QUAL-00851	Gifts and Permissible Education Items Compliance Policy
VV-QUAL-01720	Madrigal Conflicts of Interest Policy

## 13 RELATED DOCUMENTS:

Reference	Title
VV-QUAL-00850	Fee for Service Policy

## 14 REFERENCES:

Reference	Title
FCPA	Foreign Corrupt Practices Act
UKBA	UK Bribery Act
AKS	Anti-Kickback Statute