

# **ANTI-CORRUPTION POLICY**

## **Table of Contents**

<b>Page</b>	<b>Sections</b>
2	1.0 Purpose
2	2.0 Scope
2	3.0 Definitions
4	4.0 Ownership/Responsibilities
4	5.0 Policy Statement
4	5.1 Prohibited Payments
4	5.2 Safety Payments/Extortion Demands
5	5.3 Facilitating Payments
5	5.4 Hospitality Expenses
5	5.5 Gifts and Promotional Items
6	5.6 Political Contributions
6	5.7 Charitable Contributions
6	5.8 Personal Contributions and Payments
6	5.9 Recordkeeping and Internal Accounting Controls
7	5.10 Third Party Representatives
8	5.11 Joint Ventures and Mergers and Acquisitions
8	5.12 Training
9	6.0 Enforcement
9	6.1 Reporting Procedure
9	6.2 Consequences for Violating this Policy
9	7.0 Related Policies and Procedures
9	8.0 Requests for Additional Information or Interpretation
10	9.0 Revision History
11	Attachment A – Anti-Corruption and Records Examples

## 1.0 PURPOSE

Accelerate Diagnostics, Inc. (“Accelerate”) is committed to the highest standard of integrity in our business practices, as set forth in the Code of Business Conduct and Ethics. This includes compliance with all applicable laws and regulations in the countries where Accelerate operates, including the U.S. Foreign Corrupt Practices Act (“FCPA”), the U.K. Bribery Act 2010 (“Bribery Act”), and Article 164 of the Criminal Law of the People’s Republic of China (“Chinese Criminal Law”) (collectively, along with any other applicable anticorruption laws, “Anti-Corruption Legislation”). These laws, and various local laws throughout the world, prohibit or restrict the provision of payments or Anything of Value, directly or indirectly, to Government Officials, Customers, or political parties. The purpose of this Policy is to provide standards of conduct for Accelerate, its affiliates, subsidiaries, and, to the extent applicable, Third-Party Representatives to comply with Anti-Corruption Legislation.

## 2.0 SCOPE

This Policy applies to all employees and board members of Accelerate, Inc., and its subsidiaries and affiliates (collectively, “Accelerate”), and, where necessary and appropriate, Third Party Representatives. For entities in which Accelerate does not have a controlling interest, Accelerate will use its reasonably best efforts to implement this Policy or a substantially similar policy, and related procedures.

Accelerate employees are responsible for reading, understanding, and complying with this Policy.

In certain circumstances, Accelerate has adopted measures that are more restrictive than required by law because of its commitment to Company values and its business reputation worldwide. Where local law imposes stricter restrictions than required under this Policy, local law prevails and must be followed.

## 3.0 DEFINITIONS

*Anti-Corruption Legislation:* Implementing legislation of the Organization for Economic Cooperation & Development’s Convention on Combating Bribery of Foreign Public Officials in International Business Transactions (“OECD Convention”), including the FCPA, Bribery Act, Chinese Criminal Law, and other anti-corruption laws applicable to Accelerate in the countries where it operates.

*Anything of Value:* The term “Anything of Value” should be interpreted broadly and may include, but is not limited to, anything that has a value to the recipient or would constitute an advantage, financial or otherwise, to the recipient, such as: cash or cash equivalent (*e.g.*, cashier’s checks, money orders, bearer bonds, gift cards), travel expenses, entertainment, employment, meals, gifts, favors, education expenses, services, charitable donations, political contributions, and intangible benefits, such as enhanced reputational, social, or business standing.

*Charitable Contribution:* Includes any donation of Accelerate funds, facilities, or services of any kind. It also includes donations of personal funds made to impact Accelerate’s business.

*Customer:* Includes any current or prospective Accelerate customer, and anyone who is an owner, shareholder, employee, director, officer, or representative of a current or prospective Accelerate customer.

*Facilitating Payments:* Typically, small payments made to Government Officials to expedite or secure the performance of a routine, non-discretionary administrative action to which the payer is entitled ordinarily, and which is commonly performed by the Government Official. Sometimes referred to as “grease” payments.

*Government Official(s):* Includes anyone who is a(n): agent, representative, official, officer, director, or employee of any government or any department, agency, or instrumentality thereof (including but not limited to any officer, director, or employee of a state-owned, operated or controlled entity, i.e. hospital or university) or of a public international organization, or any person acting in an official capacity for or on behalf of any such government, department, agency, instrumentality, or public international organization. Including any candidate for political office.

It is important to note that Government Official is broadly defined in this Policy and covers not only elected and appointed Government Officials, but also can extend to employees, third parties and/or contractors of government-owned or government-controlled entities acting in a commercial capacity (e.g., accounts payable clerk at a government-owned hospital, teacher at a university).

*Third Party Representative:* Any non-employee or outside party, regardless of title, who (i) provides goods or services to the Company; (ii) represents the Company; (iii) acts with discretion on the Company’s behalf; or (iv) acts jointly with the Company. Depending on the services provided by a Third-Party Representative, and with whom such an entity interacts with on behalf of Accelerate. The entity could be classified as a High-Risk Vendor as defined below.

*High Risk Vendor (“HRV”):* Any Third Party Representative that is state owned; that interacts with a government agency or government officials on behalf of Accelerate, or which pays or processes payments to a government agency or government officials on behalf of Accelerate (i.e., consultants, logistics providers, sales or customs agents). In addition, any distributor selling Accelerate products in countries with a [Transparency International Corruptions Perception Index](#) (“CPI”) below 50 shall be an HRV.

*Hospitality Expenses:* Payments for, or related to, travel, accommodation, meals, or entertainment.

#### **4.0 OWNERSHIP/RESPONSIBILITIES**

Accelerate's General Counsel is the owner of this Policy. Questions about the Policy can be directed to the General Counsel at [Legal@axdx.com](mailto:Legal@axdx.com).

#### **5.0 POLICY STATEMENT**

##### **5.1 Prohibited Payments**

Accelerate has zero tolerance for the payment or acceptance of bribes for any reason. Accelerate employees, board members, and Third Party Representatives are prohibited from giving, promising, offering, or authorizing Anything of Value, either directly or indirectly, to a Government Official, personnel of a Customer, or any other person, to influence any act or decision of such person, to secure an improper business advantage or to otherwise obtain or retain business for Accelerate. Examples of prohibited payments are set forth in Attachment A.

Accelerate employees, board members, and Third Party Representatives are prohibited from giving, promising, offering, or authorizing Anything of Value to any party with "knowledge" that all or part will be offered or given to a Government Official, personnel of a Customer, or any other person for an improper purpose. As used here, "knowledge" means (i) awareness that an improper payment is being made, (ii) awareness that an improper payment is likely to occur, or (iii) reason to know that an improper payment is likely to occur. Refusal to know, deliberate ignorance, conscious disregard, and willful blindness are treated as "knowledge" for purposes of this Policy.

Similarly, Accelerate employees, board members, and Third-Party Representatives may not solicit, accept, or attempt to accept, directly or indirectly, a bribe, kickback, or other improper benefit in connection with a transaction contemplated or entered into by Accelerate.

If any Government Official, personnel of a Customer, or any other person solicits Anything of Value from a Accelerate employee, board member, or Third Party Representative, he or she shall refuse such solicitation or request and immediately report the event to the General Counsel.

##### **5.2 Safety Payments/Extortion Demands**

It is not an acceptable excuse or defense to a violation of this Policy that a prohibited payment was demanded or extorted by the recipient.

In extraordinarily rare circumstances involving threats to life or safety, it may become necessary for a Accelerate employee, board member, or Third-Party Representative to make a payment to a Government Official or other person. Providing payments under these circumstances is not considered a violation of this Policy but must be reported, as soon as possible thereafter, to the General Counsel. The Accelerate employee, board member, or

Third-Party Representative is also responsible for accurately describing the payment in his/her expense report so that it can be properly accounted for in Accelerate's books and records.

### **5.3 Facilitating Payments**

Although certain countries' laws, such as the FCPA may permit Facilitating Payments, Accelerate's Policy is more restrictive. Because Facilitating Payments are prohibited by the laws of most countries, including the Bribery Act, Accelerate does not permit Facilitating Payments to be made.

### **5.4 Hospitality Expenses**

Under certain circumstances, payments for Hospitality Expenses for a Government Official, personnel of a Customer, or any other person could be considered to be prohibited payments under Section 5.1 of this Policy and the Anti-Corruption Legislation.

All Hospitality Expenses, including Business Entertainment, made for the benefit of a Government Official **must be approved in advance in writing** by the Country Manager or his/her designee, **and** by the General Counsel.

In conjunction with other Accelerate policies and ethical business practices, all Hospitality Expenses, regardless of recipient, must be:

- Made in accordance with local law.
- Reasonable, bona fide, and made for a legitimate business purpose.
- Properly and transparently recorded and adequately documented in Accelerate's books and records.

### **5.5 Gifts and Promotional Items**

Giving gifts to Government Officials, personnel of a Customer, or any other person could be considered to be prohibited payments in violation of this Policy and the Anti-Corruption Legislation, even though gift-giving is customary in many business cultures. Therefore, gifts and promotional items offered or given to Government Officials, personnel of a Customer, or any other person are subject to the following guidelines and will be evaluated in conjunction with other Accelerate policies and ethical business practices.

All Gifts and Promotional Items offered or given to a Government Official **must be approved in advance in writing** by the Country Manager or his/her designee, **and** by the General Counsel.

In conjunction with other Accelerate policies and ethical business practices, all gifts and

promotional items provided by Accelerate must be:

- Made in accordance with local law.
- Reasonable in size and value and given for a legitimate business purpose or on an appropriate occasion and must not exceed \$50 USD (or the local currency equivalent).
- Properly and transparently recorded and adequately documented in Accelerate's books and records.

#### **5.6 Political Contributions**

Accelerate generally does not make contributions or payments or otherwise give an endorsement of support that could be considered a contribution, directly or indirectly, to political parties or candidates. While Accelerate employees remain free, in their individual capacities, to make contributions directly to candidates and political party committees of their choice, any such individual contributions should not be attributed to Accelerate and may not be made for a purpose that is in any way inconsistent with this Policy.

#### **5.7 Charitable Contributions**

Accelerate must ensure that Charitable Contributions are given only to bona fide charities and are used only for proper charitable purposes and not otherwise misapplied in violation of this Policy or the Anti-Corruption Legislation. **Prior written approval** by the General Counsel of a Charitable Contribution to be made with Accelerate funds or otherwise on behalf of Accelerate is required.

#### **5.8 Personal Contributions and Payments**

Nothing in this Policy shall preclude or affect personal contributions by Accelerate employees or board members from their personal funds and for personal reasons, provided that no Accelerate employee or board member shall use his or her personal funds to make any payments or contributions on behalf of, or for the benefit of, Accelerate, in violation of this Policy.

#### **5.9 Recordkeeping and Internal Accounting Controls**

Accelerate employees must ensure that Accelerate's books and records (which include virtually all forms of business documentation) accurately and fairly reflect, in reasonable detail, all transactions and dispositions of assets. Accounts and other records of transactions must be complete and accurate.

No Accelerate employee shall participate in falsifying any accounting or other business records. All recordings must reflect the true facts and nature of the transactions reported.

No undisclosed or unrecorded fund or asset may be established or maintained for any purpose.

Accelerate employees must be proactive in managing and responding to accounting issues by ensuring complete and accurate records and informing appropriate supervisors or departments of questions, concerns, or suspicious accounting practices. Accelerate employees must also respond fully and truthfully to any questions from Accelerate's auditors. Adequate internal controls must be maintained to provide reasonable assurance that management is aware of, and is directing, all transactions ethically and in compliance with Accelerate policies.

### **5.10 Third-Party Representatives**

Bribes and other payments made by Accelerate that are prohibited under this Policy cannot be made indirectly on the Company's behalf – or to the Company's benefit – by a Third-Party Representative. As set forth in Section 1, this Policy prohibits giving money or anything else of value to a Third-Party Representative with knowledge that all or a portion of Anything of Value will be offered, given, or promised, directly or indirectly, to any Government Official, personnel of a Customer, or any other person to improperly influence a decision, i.e. a quid pro quo.

When engaging any new Third-Party Representative, Accelerate employees should:

- Select the Third-Party Representative in part on the basis of their reputation, experience, ethical business practices and their willingness to conduct business consistent with the principles set forth in this Policy;
- Inform the Third-Party Representative of the Company's anti-bribery policies and of our expectation that the Third-Party Representative will comply with all Anti-Corruption Legislation;
- Obtain assurances from the Third-Party Representative of compliance with applicable Anti-Corruption Legislation;
- Provide a copy of this Policy to such Third-Party Representative, and obtain a signed acknowledgment from the Third-Party Representative in which the Third-Party Representative agrees to follow the Third-Party Representative provisions of this Policy;
- Maintain a record of these communications, including any agreements to comply by the Third-Party Representative, and any due diligence performed on the vendor.

Accelerate employees must conduct reasonable anti-corruption research before engaging a Third-Party Representative so that the Company can be reasonably assured that the Third-

Party Representative is not likely to engage in corrupt activities. The type of research should be commensurate with the potential risk based on the nature of the services to be performed by the Third Party Representative, any historical experience with the Third Party Representative, country where services are to be performed, and any specific concerns identified.

Employees must consult with the General Counsel regarding additional due diligence prior to engaging any Third-Party Representative that:

- Requests payments to be made to bank accounts or entities that are not affiliated with the Third-Party Representative;
- Appears reluctant or refuses to provide assurance that it will abide by applicable Anti- Corruption Legislation; or
- Are a *High-Risk Vendor*.

Third Party Representatives who are deemed to be a High-Risk Vendor require additional due diligence. HRVs are required to be reviewed by the General Counsel.

Agreements with Third-Party Representatives must be in writing and must specify in reasonable detail the services to be provided. The length and scope of the engagement must be consistent with a bona fide business need. Such agreements must contain appropriate anti-corruption representations provided by the Legal Department.

#### **5.11 Joint Ventures and Mergers and Acquisitions**

Accelerate shall ensure that any joint venture will make and keep accurate books and records and devise and implement a system of internal accounting controls.

Before entering into any joint venture, merger, or acquisition agreement, Accelerate shall conduct a risk-based anti-corruption due diligence inquiry and take other pre- and post-merger/acquisition steps, including obtaining prior written approval of the transaction from the Legal Department. Accelerate shall take steps to reasonably ensure that joint venture, merger, or acquisition counterparties have abided by, and agree to abide by, the Anti-Corruption Legislation, irrespective of whether those counterparties are subject to it.

#### **5.12 Training**

Accelerate will provide training concerning this Policy and the Anti-Corruption Legislation to Accelerate employees and board members and, where necessary and appropriate, Third Party Representatives, on a regular basis. Legal may require that certain personnel receive additional, specialized training because of the nature of their role and responsibilities on behalf of Accelerate. Legal may also suggest that certain Third-Party Representatives receive



anti-corruption training.

## **6.0 ENFORCEMENT**

### **6.1 Reporting Procedure**

It is the responsibility of all Accelerate employees and board members to report any violations or suspected violations of this Policy or the Anti-Corruption Legislation.

Reports of violations or suspected violations should be reported to the General Counsel. Any manager or other individual who receives a report of a violation or a possible violation should promptly report it to the General Counsel. Accelerate employees may also report issues or communicate concerns anonymously through the Accelerate Whistleblower Hotline at [whistle@axdx.com](mailto:whistle@axdx.com). Further information about the Whistleblower Hotline can be found in Accelerate's Code of Business Conduct and Ethics.

As stated in the Code of Business Conduct and Ethics, it is Accelerate policy to ensure that no retaliation occurs as a result of any Accelerate employee raising a business conduct or ethical issue or reporting a perceived violation of Accelerate policy or the law.

### **6.2 Consequences for Violating this Policy**

Violations of applicable Anti-Corruption Legislation can result in severe civil and criminal penalties. Accelerate can face tens of millions in fines for violations of both the anti-bribery and books and records requirements due to provisions that allow fines of twice the profit on any unlawfully obtained business, as well as the gross amount of the pecuniary gain, among other provisions. Failure to comply with this Policy or related policies and procedures, or failure to report violations or suspected violations may be a violation of law and will be grounds for disciplinary action, up to and including termination. In addition, specially designated employees and board members may be asked to certify annually that they have read this Policy and are in compliance with its provisions.

## **7.0 RELATED POLICIES AND PROCEDURES**

[Code of Conduct](#)

[Employee Handbook](#)

## **8.0 REQUESTS FOR ADDITIONAL INFORMATION/INTERPRETATION**

If you have any questions about this Policy, please contact Legal at [legal@axdx.com](mailto:legal@axdx.com).

## 9.0 REVISIONS/REVISION HISTORY

Revision Number	1
Effective Date	08/01/2020
Last Review Date	
Next Review Date	

This Policy needs to be reviewed and approved annually unless changes in relevant laws or business needs require more frequent review/revision. The reviews will assess the effectiveness of this Policy and propose enhancements as needed. The Legal Department is responsible for reviewing and updating the Policy and for management of prior versions.

## ATTACHMENT A

### Anti-Corruption and Books and Records Examples

#### Anti-Corruption

1. You must never directly or indirectly, give, offer, promise, receive, request, agree to receive or approve a payment or anything of value, directly or through third parties, to or from any person, in order to obtain business for Accelerate, or to gain an improper advantage or benefit for Accelerate.

**Example:** An Accelerate manager gives an extra 5% tip to a broker who then pays the money to a Chinese government official who recommended Accelerate's products to a prospective purchaser. This conduct violates this policy and may violate antibribery laws.

2. A "person" includes any individual or company in the private or public sector and any officials. "Official" includes any officer or employee of a government or any government's department, agency, or branch, any political party, party official or candidate for political office, or an employee of a public international organization, and any person acting on behalf of one of these persons.

3. An improper payment under this policy and the anti-bribery laws includes a financial or other advantage that is either requested, received, offered or given in order to improperly influence a person to provide a business opportunity or to retain business, or otherwise to obtain an improper advantage.

**Example:** Requesting, receiving, offering or giving cash, expensive gifts, Accelerate stock, a job or consulting position, airplane tickets to the United States if not directly related to the business, a resort weekend, expensive restaurant meals, jewelry, home improvements, charitable donations for a person's favorite charity, and payments to a person for products or services that are never received or performed for Accelerate. This conduct violates this policy and may violate anti-bribery laws.

4. An improper business purpose exists when the payment is requested, received, offered or made to influence a person to do or stop doing something in violation of his or her legal duty. Such a payment is improper even if the purpose is to influence the person to make a sound business decision. The improper payment still violates this policy and may violate the anti-bribery laws, even when it does not result in a successful business outcome for Accelerate.

**Example:** Accelerate is in a competitive bid to sell products to a prospective customer in Qatar. We believe we are the best fit, but the prospect's decision-makers state that a trip to Accelerate's Barcelona office to attend a demonstration is necessary and they want their spouses to accompany them. The Accelerate account manager arranges a trip to its Barcelona office for the prospective customer's decision makers, as well as the decision makers' families (at Accelerate expense). Accelerate is not selected as the preferred vendor after the Barcelona trip. Nonetheless, this conduct violates this policy and may violate anti-bribery laws, because the travel expense for family members was not directly related to the evaluation or demonstration of Accelerate's products.

5. If you know that an improper payment is intended to be passed on to a person by a broker, agent or other third party, or if you have a “firm belief” that the payment will be passed onto a person, you have “knowledge” of misconduct. “Sticking one’s head in the sand”, or looking the other way will not protect an associate, officer or director from creating legal exposure for Accelerate or the employee, as “conscious disregard” or “willful blindness” constitutes “knowledge” of wrongdoing and creates legal liability under the anti-bribery laws.

**Example:** Even though you know from public reports, reputation, and media that Mexico has a relatively high incidence of corruption, you nonetheless agree to a 40% higher than market fee for customs services related to the clearance and release of certain equipment. You agreed to the increased fee only after an agent told you that making the payment is the only way to get the equipment cleared. This conduct violates this policy and may violate anti-bribery laws.

Fees significantly higher than normal and guarantees of success are red flags indicating potentially illegal payments under this policy and the anti-bribery laws. Accelerate will not pay unusually large or above-market fees, commissions, costs or other expenses for goods or services.

**Example:** A distributor seeks to charge a commission or fee that is 10% above their usual rate for an opportunity in the Ukraine, on the basis that he usually charges premium rates in order to guarantee success. Fees significantly higher than normal and “guarantees of success” are red flags for illegal payments under this policy and anti- bribery laws.

### **Accurate Books & Records/Adequate Internal Controls**

Accelerate’s books and records must be accurate, and our accounts must fairly reflect the transactions and activities of Accelerate. Accelerate has a system of internal accounting controls that are designed and maintained to provide all financial and accounting assurances required for a U.S.-publicly traded company.

1. Our company internal controls should provide assurances that:

- Company transactions are properly authorized by management.
- Access to company assets is restricted and requires management’s appropriate authorization.
- Transactions are recorded as required for preparation of Accelerate’s financial statements, and in a way that Accelerate’s assets can be accounted for.

2. Examples of problematic books and records/internal controls activities under this Policy and anti-bribery laws include the following:

- Payment to a person that is described in accounting entry as a “miscellaneous fee”.
- Employees or Third-Party Representatives submitting false or inaccurate expense account reports.
- Description of a payment as an “overhead expense” instead of a “commission”.
- Establishing or maintaining bank accounts that hold Accelerate funds in the names of individuals.
- Making false or artificial entries into Accelerate’s books and records or being part of an

arrangement.

- Activity that results in falsification of Accelerate’s books and records.
- Permitting or causing someone else to use Accelerate funds for an illegal or unauthorized purpose.
- Creating or using an off-the books “slush” fund.