

Anti-Corruption Compliance Policy

1. BACKGROUND

The purpose of this Anti-Corruption Compliance Policy (the “**Policy**”), which is also sometimes referred to herein as the Anti-Corruption Compliance Program, or the “**Program**”, is to ensure compliance by employees, directors, officers and other Agents (as defined below) of MediWound Ltd. (“**MediWound**” or the “**Company**”) with the applicable laws dealing with bribery and with MediWound's Code of Business Conduct and Ethics.

Corruption represents a major threat to rule of law and sustainable development. It has a disproportionate, destructive impact on the poor and most vulnerable, but it is also quite simply bad for business. Corruption stifles economic growth, distorts competition and presents serious legal and reputational risks. Corrupt practices are detrimental to all businesses — large and small, multinational and local. Corporate scandals have rocked financial markets and undermined investor confidence. Such incidents also receive enormous attention from the public and the media, and hit the reputations of more than just the particular entity or persons involved.

The OECD Anti-Bribery Convention in 2009 established legally binding standards to criminalize corruption of foreign public officials in international business transactions and provides for a host of related measures that make this effective. The convention is an international anti-corruption instrument that focused on the ‘supply side’ of the bribery transaction. The 34 OECD member countries and six non-member countries, including Israel, have adopted that Convention. In November 2021, the Convention was updated via the adoption of a Recommendation for Further Combating Bribery of Foreign Public Officials in International Business Transactions.

The Convention itself, as updated, established a peer-driven monitoring mechanism to ensure the thorough implementation of the international obligations that countries have taken on under the Convention. This monitoring is carried out by the OECD Working Group on Bribery which is composed of members of all State Parties.

According to the OECD, effective internal controls, ethics and compliance program, or other tools for prevention and detection of bribery of foreign public officials, need to be developed based on a risk assessment, and to take into consideration the Company’s actions, and specially the foreign bribery risks that the Company faces.

The foreign bribery risks and circumstances facing the Company need to be constantly followed and reassessed, in order to ensure the ongoing effectiveness of the internal audit and the ethics rules to which the Company is committed.

In 2009, Israel signed on the “Anti Bribery Convention” that aimed to fight against bribery to foreign public officials, as well as incorporated it into Israeli criminal law.

The goal of this Program is to define a program for the Company in order to prevent any case or appearance of corruption or bribery of foreign public officials.

All employees and officers are subject to the Company’s Anti-Corruption Compliance Program, which provides rules and procedures for the prevention of involving in corrupt activities and internal reporting of violations of the Program. All employees and officers



must comply with those rules and procedures and promote compliance with them by others. Failure to adhere to this program by any employee or officer will result in disciplinary action up to and including termination.

The Company strictly prohibits engaging in or tolerating corruption or any other form of corruption by the Company, its employees and officers and any third party with which the Company is involved.

We must all work to ensure prompt and consistent action against violations of this Program. However, in some situations it is difficult to know right from wrong. Since we cannot anticipate every situation that will arise, it is important that we have a way to approach a new question or problem. These are the steps to follow:

- Any employee or Agent who becomes aware of a violation or potential violation of this Policy, the FCPA or any other anti-bribery laws must promptly report that to MediWound's Compliance Officer. Once an employee has made a report, the employee still has an obligation to update the report as new information comes into his/her possession. Under no circumstances will the reporting of any such information or possible impropriety serve as a basis for any retaliatory actions to be taken against any employee making the report.
- Every employee or Agent whose duties are likely to lead to involvement in or exposure to any of the areas covered by the FCPA or any other applicable anti-bribery laws is expected to become familiar with and comply with this Policy. Periodic certifications of compliance with this Policy may be required, as will participation in training sessions as instructed by management.
- If an employee/Agent violates this Policy and any related law or regulation referenced above, in the course of his/her employment, the employee/Agent will be subject to sanctions from MediWound, which may include immediate termination of employment or engagement.

Always ask first, act later: If you are unsure of what to do in any situation, seek guidance before you act. If you feel it is appropriate to discuss it with your supervisor – do it. In many cases, your supervisor will be more knowledgeable about the question and will appreciate being brought into the decision-making process. Remember that it is your supervisor's responsibility to help solve problems.

2. GENERAL

The Anti-Corruption Compliance Program strictly prohibits the Company and its officers, directors, employees, agents and any third party who works in the name of the Company, from giving or offering to give money or *anything of value* to government officials to secure any improper advantage or to obtain or retain business. This Program also prohibits offering or giving money or anything of value to a political party, a party official or a candidate for political office in order to influence official acts or decisions of that person or entity, to secure any improper advantage, or to obtain or retain business.

It is important to recognize that significant penalties and fines may be imposed by a court for violations of the law, including substantial jail time for criminal violations. Employees may not avoid liability by "turning a blind eye" when circumstances indicate



a potential violation of the law or the Anti-Corruption Compliance Program of the Company.

Furthermore, the Anti-Corruption Compliance Program requires that the Company keep accurate books and records that fairly reflect all transactions involving the Company's assets, and that all transactions are properly authorized.

3. Definitions

3.1 *Government Officials*

The Anti-Corruption Compliance Program implicates whenever something of value may be transferred to a “Government Official”. Under the Anti-Corruption Compliance Program, **Government Official** is defined as including each of the following:

- 3.1.1 Any person engaged in public duty in a government agency. This includes any elected or appointed official or employee of a government, at any level including national or local government entities. This includes members of legislative, administrative, and judicial bodies, as well as low-level employees of government agencies, such as office workers;
- 3.1.2 Any officer or employee of government-owned or government-controlled entities, including state-owned entities that operate in the commercial sector, such as Hospitals, HMOs, etc.;
- 3.1.3 Any officer or employee of a public international organization (such as the World Health Organization, the Biotechnology Innovation Organization, the International Council of Biotechnology Associations, etc.);
- 3.1.4 Any person acting in an official capacity for a government, government agency, or state-owned enterprise (for example, someone who has been given authority by a government entity to carry out official responsibilities); and
- 3.1.5 Any political party, official of a political party, and any candidate for political office.

3.2 *Things of Value*

The Anti-Corruption Compliance Program prohibits offering or giving a Government Official “anything of value”. This is broadly defined and includes non-cash or non-tangible items such as gifts, entertainment, golf outings, favors, vacations, services, loans and loan guarantees, investment or business opportunities, the use of property or equipment, job offers (even to a Government Official's relatives), travels and accommodation, transportation, and the payment or reimbursement of debts.

3.3 *Types of payments*

The Anti-Corruption Compliance Program prohibits “offering or giving” a Government Official anything of value. “Offering and giving” also refers to the following prohibited ways of payment:

- 3.3.1 Direct payment / offer

3.3.2 Payment through third parties

3.3.3 Kickback – A kickback is a form of negotiated bribery in which a commission is paid to the bribe-taker for services rendered by inflating an invoice for example

3.4 Compliance Officer

The Company's General Counsel is appointed as the Compliance Officer and has the overall responsibility for the implementation of this Anti-Corruption Compliance Program.

4. Instructions regarding things of value

The Anti-Corruption Compliance Program prohibits offering or giving anything of value either directly or indirectly. Thus, the Anti-Corruption Compliance Program prohibits corruptly conveying anything of value to a Government Official through dealers, agents, contractors, intermediaries, or other third parties.

4.1 Gifts, Meals and Entertainment

Although business meals, entertainment and gifts may be considered common practices in certain countries, such benefits (even in small value) when given to Government Officials may violate governing laws, rules and regulations even if given without an intention to improperly influence the Government Officials. At any rate, providing meals and entertainment or making gifts (no matter their value) to Government Officials with the intention or appearance of improperly influencing a third party in order to obtain a business advantage for the Company, or for any other corrupt purpose, are strictly prohibited.

Benefits to family members of government officials are also prohibited, and there is no exception if the Government Official demands or suggests the payment.

4.2 Travel

Under this Anti-Corruption Compliance Program, anything of value also includes travel expenses, such as travel to inspect the Company's offices or facilities or to a seminar or promotional event sponsored by the Company, and hence giving any such benefits to a Government Official is prohibited, unless such travel was specifically defined in the agreement. The issue of travel expenses can raise complicated compliance questions and the Compliance Officer should be involved where there is any doubt as to the legitimacy of the expenses. At any rate, paying for or reimbursing travel expenses with the intention of improperly influencing a third party in order to obtain a business advantage for the Company, or for any other corrupt purpose, is strictly prohibited.

All travel expenses or expense reimbursements of Government Officials when such travels/ expense reimbursements are not specifically included in such third party agreement, should be approved by the Company's Compliance Officer.

4.3 "Grease" or "Facilitating" Payments

Under this Anti-Corruption Compliance Program, all payments to Government Officials to secure an improper advantage, including payments made to Government Officials to expedite or to secure the performance of a routine governmental action

(even if such action by itself is legitimate and is part of the duties of the Government Official), is strictly prohibited.

5. Human Resources

5.1 Employee recruitment

When the Company recruits an employee, the employee needs to read this Anti-Corruption Compliance Program and to sign on the Anti-Corruption Declaration (see Appendix B).

5.2 Training

5.2.1 The Compliance Officer is responsible to conduct training for all employees.

5.2.2 On an annual basis, the Compliance Officer will send by email a reminder to all employees regarding the Anti-Corruption Compliance Program. The Compliance Officer will document a list of all employees who received this email. An updated training will be conducted by the Compliance Officer when material changes have been made to the program or when required, as determined by the Compliance Officer.

5.3 Obligation of reporting

When a MediWound employee notices that another employee tried to bribe a foreign government official or acts against the Anti-Corruption Compliance Program, he/she must report that to one of the following Company representatives:

- A. the Direct Manager of the employee;
- B. the Compliance Officer; or
- C. the Company's CEO

Alternatively, an employee can turn to the Compliance Officer, whether directly or anonymously (through the anonymous e-mail), in order to report actions which might violate this Anti-Corruption Compliance Program.

6. Considering a new opportunity / entering a new country

6.1 ***Preliminary checks for New Countries*** Before starting any project outside of Israel in a country with medium or high corruption risk level in which MediWound has no operations at the time, the Committee should assess the probability for corruption in that specific country based on the following information:

- A. The Company's prior experiences in the relevant country, if any.
- B. The country score for the relevant country based on the Transparency International scoring (<http://www.transparency.org/country>)
- C. Any other information on this topic in the relevant country

The implementation of the present program, subject to adjustment when required, will constitute a significant part of the Company's establishment of operations in a new country, if such country was found to present a medium-high risk.

After determining the corruption level of the country and based on the results, the Company will determine whether to fully or partially implement the current program (depending on the risk level).

Alternatively, the Compliance Officer may decide to adopt this program to its fullest, with no adjustment, and to skip the corruption level check of such new country.



7. Acknowledgment of Anti-Corruption Policy

I acknowledge that I have received, reviewed and understand MediWound's Anti-Corruption Policy (the "**Policy**").

I understand that every employee and representative (including consultant, agent, distributor and other business partner) of MediWound or any of its subsidiaries is required to comply with the Policy and any violation of the Policy or any other anti-bribery laws may result in disciplinary action, including possible termination .

If ever I have a concern about a violation or a potential violation of the Policy or any other anti-bribery law, I will promptly report to MediWound's Compliance Officer, at Tel: 972-77-9714109 or by email: yaronm@mediwound.com

Signature:

Name:

Title:

Date:

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Adopted on November 14, 2016 (last updated: March 21, 2024)