
ANTI-CORRUPTION AND ANTI-BRIBERY POLICY

PURPOSE

All employees, agents and temporary staff must comply fully with all applicable Anti-Corruption and Anti-Bribery Laws and Industry Codes in their interactions with Government Officials, Industry Professionals and other Third-Parties. This Policy sets forth standards of conduct to comply with all such legal requirements.

Note: Some of these laws prohibit making or accepting improper payments to or from individuals in the private sector in addition to prohibiting bribes to Government Officials.

DEFINITIONS

Anything of Value – any financial or non-financial benefit including, but not limited to, cash or cash equivalents, gifts, services, employment offers, loans, travel expenses, entertainment, political contributions, charitable donations, subsidies, per diem payments, sponsorships, honoraria, or any other asset, even if nominal in value.

Anti-Corruption and Anti-Bribery Laws – any applicable law or regulation covering improper payments, including, but not limited to, the U.S. Foreign Corrupt Practices Act, the U.K. Bribery Act, and international conventions such as the Organisation for Economic Co-operation and Development Anti-Bribery Convention.

Bribe – Anything of Value that is given or offered to gain an improper advantage, reward past present or future business, or secure or speed up the performance of a routine government action.

Corruption – acting dishonestly in return for money, a commercial advantage or personal gain.

Government Official – any officer or employee of a government or any department, agency, or instrumentality of a government; any person acting in an official capacity on behalf of a government or any department, agency, or instrumentality of a government; any officer or employee of company or business owned in whole or part by a government; or any officer or employee of a political party or any candidate for political office.

Industry Codes – Types of industrial codes across the globe.

Third Parties – any non- individual, institution, company, association, partnership, or other entity. This includes, but is not limited to, consultants, customers, dealers, suppliers, service providers, distributors, resellers, intermediaries, and joint venture partners.

Value Transfer – the conveyance of Anything of Value to another.

POLICY

I. Prohibited Payments and Conduct

Personnel are prohibited from giving, promising to give, offering to give or authorizing someone else to give Anything of Value, either directly or indirectly, to any Government Official, Industry Professional or other Third Party to improperly influence any act or decision, secure an improper advantage or obtain or retain business for .

This Policy also prohibits indirect payments. Personnel shall not authorize a payment to anyone with knowledge that all or part of that payment will be offered or given to a Third Party to secure an improper advantage or to retain or obtain business. Personal funds may not be used to accomplish what is otherwise prohibited by this Policy, nor may Personnel ask, allow or enable relatives, friends, or other associates to engage in prohibited conducted on your behalf.

This Policy prohibits accepting Bribes or Kickbacks. Personnel shall not accept payments or Anything of Value from a Third Party that may improperly influence any act or decision they are or may be called upon to make on the Company's behalf.

Transparent payments to government ministries to expedite services, such as processing passports or visas, are permitted. But, transfers of value directly to Government Officials (sometimes referred to as "facilitation" or "grease" payments) made in order to expedite or secure performance of routine governmental actions (e.g. clearing goods through customs invoices, or issuing permits) are NOT permitted.

II. Permitted Relationships with Industry Professionals

Value Transfers to Industry Professionals may be permitted if they are made as a reasonable and bona fide expenditure directly related to promotional or training activities or the performance of a contract and allowed by applicable law, Industry Standards and 's Global Policy on Interactions with Industry Professionals. This policy outlines instances where Value Transfers to Professionals for legitimate business reasons may be allowed, including meals and entertainment, gifts, consulting arrangements, advisory board positions, travel, and sponsorships for meetings and conferences.

III. Value Transfers to Non- Professional Government Officials

Providing Anything of Value to non- Professional Government Officials is generally prohibited. No Value Transfers to non- Professional Government Officials are allowed unless permitted by applicable law and approved in advance, and in writing, by the Chief Compliance Officer.

does not make political contributions unless permitted by applicable law and approved in advance, and in writing, by the Chief Human Resources Officer. Since Personnel political activities could be attributed to , Personnel must obtain prior written approval before engaging in any political activity, including fundraising, which occurs during work hours or involves the use of facilities or employees.

IV. Accurate Books and Records

All transactions must be accurately, transparently and timely recorded in 's books and records with sufficient detail and documentation to support the transactions in accordance with applicable Company accounting and

financial controls policies and procedures.

V. Reporting Potential Violations

All Personnel have a duty to prevent violations of this Policy by stopping and/or reporting any questionable behaviour to their supervisor or the Legal or Compliance Departments. It is 's policy that Personnel will suffer no retaliation for reporting potential compliance concerns in good faith. See the [Whistleblower Policy](#).

If Personnel are involved in a situation where there is even a suggestion of Bribery or Corruption they must promptly report it to their supervisor, the Legal or Compliance Departments, or the 24-Hour Business Conduct Helpline. Any questions concerning this Policy or any Anti-Corruption and Anti-Bribery Laws should be directed to the Legal or Compliance Departments.

VI. Penalties and Consequences of Violating this Policy

Any violations of Anti-Corruption and Anti-Bribery Laws may result in civil and criminal penalties for , Personnel and Third Parties, in addition to disciplinary action up to and including dismissal.

FREQUENTLY ASKED QUESTIONS (FAQs)

Q: Why is corruption a problem?

A: Corruption seriously harms the economy and society as a whole. Many countries around the world suffer from deep-rooted corruption that hampers economic development, undermines democracy, and damages social justice and the rule of law. Corruption is also bad business. It creates unfair competition, hinders innovation and undermines confidence in the marketplace. In a free market system buying decisions should be centred on price, quality and service, but bribery and corruption fundamentally destroy of this basic tenet.

Q: What are some examples of bribery and corruption?

A: Examples of bribery and corruption include:

- Paying money to a customs inspector to expedite clearance.
 - Accepting a payment or gift from a supplier in exchange for favourable treatment by .
 - Giving a refrigerator to a hospital purchasing agent with the intent of influencing their future purchasing decisions.
 - Paying a government procurement officer to provide us with market intelligence or bid information.
 - Hiring a radiologist who wrote government procurement specifications for a bid to be a speaker or Key Opinion Leader (KOL) in exchange for information about the specifications.
 - Making a donation to a particular charity at someone's request.
 - Providing an internship to a tax official's son in exchange for favourable treatment by the tax official.
 - Providing an inflated invoice to help the customer get additional funds from either a bank or government body, and kicking back the difference.
 - Paying a distributor or dealer to make facilitation payments to get certifications or approvals for products.
 - Making payments or giving gifts to hospital administrators, regional health care officials or tender committees during the tendering stage of a bid.
 - Providing excessive gifts and entertainment to physicians and other hospital staff to influence purchasing
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or prescribing decisions.

Q: How can I avoid the appearance of Bribery and Corruption?

A: Make sure that any Value Transfer to Government Officials, Professionals or other Third Parties is:

- NOT motivated by a desire to inappropriately influence others;
- Reasonable and commensurate with accepted standards for professional courtesy;
- Open and transparent;
- Given in good faith without any expectation of reciprocity;
- In the case of travel and hospitality, is provided only in connection with a legitimate business purpose;
- Infrequent; and
- Complies with the local laws, policies and industry codes of conduct that apply either to our business or the recipient of the Value Transfer.

You must obtain approval in advance from the Chief Compliance Officer for any proposed Value Transfers to non- Professional Government Officials.

Q: Can we reimburse a Third Party for bribes or facilitating payments?

A: No. We must promote adherence to our policies by Third Parties when they are marketing our products or acting on our behalf. You must never encourage or condone conduct by a Third Party that you cannot engage in under our policies. may be held accountable for the actions of Third Parties including dealers, distributors, sales agents and others acting on 's behalf if we "knew" or "should have known" that the Third Party was engaging in corruption. We cannot take a 'head in the sand' approach, but must take precautions and exercise due diligence to prevent Third Parties who perform work on our behalf from engaging in bribery and corruption.

Q: What should I do if I am asked to pay a bribe?

A: If you are ever asked to pay or reimburse a bribe you should be professional, diplomatic, firm and very clear that you cannot make such payments. Explain that the laws are now very strict and you would both be risking jail time. It is your job to decline the payment and report the incident immediately to Legal or the Compliance Department.

Q: What are some examples of corrupt activities that I should report to Legal or the Compliance Department?

A: Consult Legal or the Compliance Department if you ever encounter any of these scenarios:

- A Government Official or Third Party refuses to certify that it will abide by 's Anti-Corruption and Anti-Bribery policy.
- A Government Official recommends a Third Party in a coordinated scheme to divide a payoff for mutual benefit.
- A Third Party or Government Official requests that invoices be backdated.
- A Third Party requests a commission that is substantially above the going rate for similar work in a particular country.
- A Third Party requests payment through a numbered bank account in a third country.
- A Third Party or Government Official suggests over-invoicing or requests a check for more than the actual amount of expenses.
- A Third Party or Government Official suggests that checks be made out to "cash" or "bearer," that payments be made in cash, or that bills be paid in some other anonymous form.
- A Third Party requests an unorthodox or substantial up-front payment.

Q: Are Anti-Bribery Laws limited to just Government Officials?

A: No. Corruption can occur both when dealing with any Third Party – not just Government Officials. While some Anti-Bribery and Anti-Corruption laws focus on government bribery, some laws also prohibit commercial bribery in the private sector. It is important that you apply principles outlined in this policy whether you are dealing with Government Officials or individuals from the private sector to avoid the appearance of bribery or corruption.

Q: I know that paying bribes is prohibited but may I accept a bribe?

A: No. Anti-Bribery and Anti-Corruption laws prohibit the giving OR receiving of improper payments, so parties on both sides of a bribe are liable. If you are ever offered a bribe or a Value Transfer to gain an improper advantage you MUST decline the payment and report it immediately to Legal or the Corporate Compliance Department.

Q: Why is it OK to pay a government agency to expedite a routine government action (like processing visas or clearance of goods through customs) and paying a Government Official to do the same thing is not OK?

A: Payments made to expedite a routine government action pursuant to an established government program are not corrupt payments because they are made in compliance with the law and are received by a government agency rather than an individual Government Official. By comparison, payments made directly to a Government Official to expedite a routine government action is corrupting and are illegal in virtually every country. This is why Personnel are not permitted to make such "facilitating" or "grease" payments to Government Officials.
