

1.4 Ethics Policy – Iskus Health Group

Introduction

There is an onus on all of us to comply with the law and with company policies to safeguard our reputation and build upon our success. We are committed to doing business safely, honestly, legally and ethically. The overriding guidance is the MedTech Code of Practice, the UK Bribery Act 2010 and the Iskus Health policies and procedures including our Ethical Trading Policy.

Our continued success depends on adherence to the highest standards of ethical behaviour in all aspects of our work.

Ethics and Values

As a representative of the Iskus Health, you must operate, and be seen to operate, to the highest standards of business ethics and conduct yourself in accordance with the following values:

Integrity

You are expected to act with integrity and honesty at all times. Integrity will include ensuring that:

- The company's resources are used in pursuit of the business and are not used for personal gain, directly or indirectly;
- The offering or receipt of gifts, hospitality, preferential treatment or benefits that might reasonably be thought to influence a customer or an employee in the performance of his/her duties are avoided;
- Expenses claimed are appropriate to business needs and in accordance with the company's policies and procedures.

Loyalty

You have a responsibility to be loyal to Iskus Health and to be fully committed to all its regulatory and business activities. In your personal dealings you must avoid any conflict of interest and not engage in or support an outside activity or organisation which is in competition with the company. You must be alert to the fact that conflicts of interest or potential conflicts of interest can arise. If you think that a conflict may exist, or may be perceived as such, you must disclose this in writing to your manager or to an appropriate manager of the company.

Summary

This policy sets out the Code of Business Ethics which applies to all employees of Iskus Health & Iskus Health UK. All third parties with whom the company does business are also expected to conduct themselves in accordance with the principles of this policy.

The underlying principle of this Code is that we will strive to perform our duties in accordance with the highest standards of integrity, loyalty, fairness, and confidentiality and that we will comply with all legal and regulatory requirements. Additionally, we expect all our suppliers and service providers to do the same.

The key objectives of this Code of Business Ethics are to:

- Establish an agreed set of ethical principles in line with best practice;
- Give clear advice and practical guidance to employees to ensure compliance with the requirements of the Code;
- Encourage compliance with all legal obligations and with the requirements of relevant regulatory bodies;
- Prevent the adoption of unethical practices; and Preserve and strengthen the reputation and integrity of the company.

Each of us has an obligation to comply with the letter and spirit of this Code and help others do the same.

Do:

- Always conduct your business with integrity
- Ensure that you do not engage in or support an outside activity or organisation which is in competition with the company
- Recognise where there is a potential conflict of interest between your work and any outside personal interest and deal with it appropriately and inform your manager in writing if any conflicts arise;
- Ensure that you work in compliance with all applicable laws and regulations (including taxation) in the countries in which we operate;
- Make yourself aware of all relevant Company policies and procedures.
- Notify management if you are aware of or suspect unlawful or unethical activity.
- Promote our Ethical Trading Policy and LSAS policy to all our suppliers and service providers and report any suspicions you may have to a member of the management team

Do Not:

- Offer or receive any inducements which are or could reasonably be perceived as unethical or illegal.
- Break any law or regulation;
- Participate in any decision/transaction where you or to your knowledge someone else has a conflict of interest which has not been disclosed.
- Disclose details of confidential company information to third parties unless required by law to do so.
- Behave in any manner which may damage the reputation of the company including seeking to influence the recruitment or employment decisions of suppliers or contractors.

If you have any doubt about an ethical issue ALWAYS ASK your Manager or any Senior Manager.

Confidentiality

You should treat all information obtained through your role as confidential. You must comply with relevant legislation, including Data Protection legislation, Regulatory Licences and internal arrangements relating to the disclosure of confidential information.

These obligations do not cease when your employment in the company has ended. You must not acquire information or business secrets by improper means. Confidential information must not be used for personal gain for self or others.

Compliance with Laws

Employees, contractors and all persons doing business with Iskus Health are expected to comply at all times with the laws of the United Kingdom, Ireland and any other country in which they may be conducting business. Compliance to the MedTech code of conduct for all Iskus employees, suppliers and service providers is a requirement.

Fairness and Respect for Others

You must, at all times, be committed to fairness in the company's regulatory and business dealings and in dealings with each other.

As well as being responsible for your own conduct you also have a duty to treat colleagues, customers and suppliers with courtesy and respect and to have due regard for their safety, health and welfare.

You must all adhere to the health and safety laws and policies to create a safer more sustainable working environment.

You must not discriminate against anyone on the basis of gender, marital status, family status, age, disability, sexual orientation, race, religion, or membership of the traveller community.

It is company policy that all employees are recruited and promoted on merit. The company is committed to maintaining a work environment that is free from discrimination or harassment and to providing a safe working environment for all staff.

All suppliers are entitled to fair treatment and should each have a reasonable opportunity to compete successfully for business. Suppliers should be encouraged to comply with ethical business practices and employee regulations. Regular auditing of suppliers and service providers is recommended.

Anti-Bribery and Anti-Corruption

Bribery is defined as the conferring of a financial payment or other advantage, with the intent or expectation that a function will be improperly performed in order to give a party a commercial advantage. As an employee of the company you must never offer or accept a bribe and must not participate or facilitate corrupt or illegal activities.

Many countries have anti-bribery and anti-corruption laws that are intended to prevent companies and/or individuals from gaining an unfair advantage. The MedTech Code of Conduct, the Bribery Act 2010 in the United Kingdom and the FCPA in the United States are of particular relevance.

Under that UK Bribery Act the following offences were created:

1. Active bribery: promising or giving a financial or other advantage
2. Passive bribery: agreeing to receive or accepting a financial or other advantage
3. Bribery of foreign public officials
4. The failure of commercial organisations to prevent bribery by those acting on their behalf
5. No facilitation payments

If convicted of an offence under these Acts an individual is liable to up to ten years imprisonment and there are unlimited fines for companies shown to have committed an act of bribery.

Code of Business Ethics Violation

Violation of the Code is considered an extremely serious matter and anyone found guilty of such violation following a disciplinary hearing will be penalised in such a way as to reflect the seriousness of the offence. Penalisation may include dismissal.

Gifts and Entertainment

An important element of any successful business arrangement is the ability to effectively engage in key relationships: existing and potential customers, suppliers, government or regulatory officials and other third parties. There are social interactions which typically arise with such people that are part and parcel of doing business, but there are sensible boundaries to these, which need to be observed to protect the company from damaging accusations of undue influence or bias.

For example, it can be customary at Christmas to send or receive gifts of small value to staff, suppliers or clients that we have been dealing with during the year. This is acceptable provided:

- The gift is unsolicited, and of low value (Circa €10 or £10);
- Not more than one gift is accepted or given from or to a single source each year
- Details of all gifts given or received are provided to your manager.

Staff and client entertainment is also a typical feature of doing business, and is acceptable, provided it is within reasonable boundaries, accepting a weekend away, flights or a residential stay in a hotel paid for by a client or gifts of cash or gift vouchers would clearly not be acceptable. If foreign travel is necessary for investigation of or sale of products or services, the company will pay for the trip. In all cases, details of all gifts or entertainment must be provided to your Manager.

These examples are intended to provide guidelines to you in deciding what is and is not acceptable behaviour in dealing with third parties during the course of our work. In many cases, the right answer will be obvious, but if you are in any doubt your Manager should be consulted.

In conclusion, you should not give or accept gifts, benefits, sponsorship or hospitality of any kind that could be deemed to influence and/or secure favourable treatment from the employee or company. Particular care should be exercised when tender processes are being conducted.

Summary:

- The company does not wish to engage in any contract or transaction that would require any staff member to act unethically or fraudulently.
- If you have ethical concerns with any proposal or transaction always seek guidance or support from any senior manager.
- The company wishes to be compliant with the MedTech Code of Practices, the UK Bribery Act, 2010 and the Iskus Health Policies and Procedures including the Ethical Trading policy
- There are clear guidelines, policies and procedures for all aspects of the business. Please make sure you are familiar with those relevant to your work.