



**BRINGING TECHNOLOGY,  
ENABLING SCIENCE.**

# **CODE OF CONDUCT**

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## **Integrity and Compliance at Spinco**

Spinco takes great pride in our reputation for complying with the laws in all countries in which Spinco conducts business, whether directly or indirectly, and in acting in an ethical manner even when not strictly required by law. As a resource for all our employees of Spinco, this *Code of Conduct* document identifies our expectations in areas including anti-corruption, conflicts of interest, data privacy, corporate gifts, competition and import and export controls.

### Who must follow this code?

Spinco requires its employees, business partners, joint venture partners, agents, contractors, distributors, consultants, and any other third-party representatives that act on behalf of the Company to meet the same high level of integrity that Spinco demands of itself.

## **Integrity and Compliance Standards**

### Anti-Corruption

Spinco is committed to conducting its business free from corruption, coercion, bribery, and all other unlawful, unethical, or fraudulent activity. Employees of Spinco must not offer, give, promise, or authorize any bribe, gift, loan, fee, reward, or other advantage to any government official or employee, any customer, any Spincoite, or any other person to obtain any business advantage or to improperly influence any action or decision.

All employees of Spinco must comply with the local, national, and other laws and regulations of all jurisdictions globally relating to anti-corruption, anti-bribery, extortion, kickbacks, or similar.

### Conflicts of Interest

All employees of Spinco must avoid any situation or relationship that may involve a conflict or the appearance of a conflict with the interests of Spinco. Employees of Spinco must not offer or provide excessive gifts, hospitality, or entertainment to any Spincoite or family member of Spincoite. Neither employees of Spinco nor family members of employees may have a significant economic interest (i.e. ownership of more than 5 percent of any business enterprise, general or limited partnership, or business association of any kind) in any entity that does business with Spinco or is in competition with Spinco.

A family member includes but is not limited to:

- I. spouses and domestic partners.
- II. any other individual who shares the same household.
- III. grandparents, parents, siblings, children, nieces, nephews, aunts, uncles, first cousins and the spouse or domestic partner of any of the foregoing; and
- IV. spouse's/domestic partner's grandparents, parents, siblings, children, nieces, nephews, aunts, uncles, and first cousins.

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### Insider Trading

Employees of Spinco who have access to, or knowledge of, material non-public information from or about Spinco are prohibited from buying, selling, or otherwise trading in Spinco securities, if any. 'Material non-public information' includes any information, positive or negative, that has not yet been made available or disclosed to the public and that might be of significance to an investor, as part of a total mix of information, in deciding whether to buy or sell securities. All employees of Spinco with such material non-public information are also prohibited from giving 'tips' (i.e., directly or indirectly disclosing such information to any person so that they may trade in Spinco securities, if any). Furthermore, if during a dealer's or third-party relationship with Spinco, employees of that company acquire material non-public information about another company, such employees may not trade in the securities of that company nor may such employees provide any tips regarding that information.

### Intellectual Property

The intellectual property of Spinco is a valuable business asset. Spinco owns all inventions, discoveries, ideas, and trade secrets (collectively "**Intellectual Property**") created by Spincoites on the job or produced by or using Spinco's resources. All employees of Spinco must use Spinco's Intellectual Property only in a manner that is permitted under their contracts with Spinco. Further, they may not misappropriate, misuse, or infringe upon the Intellectual Property of others. All employees of Spinco also may not disclose such information to unauthorized third parties. All employees of Spinco must notify Spinco of any unauthorized use of Spinco's Intellectual Property by any third party.

### Confidential Information

Spinco's confidential information is an asset. Spinco's confidential information includes but is not limited to non-public information concerning business opportunities and market conditions, our list of customer contacts; names and lists of vendors, contractors, suppliers, and Spincoites; and financial information of the company and its business partners. This information is the property of Spinco and may be protected by patent, trademark, copyright, and trade secrets laws. All confidential information may be used for Spinco business purposes only. All employees of Spinco must safeguard Spinco's information; it should not be disclosed to any unauthorized third party. All employees of Spinco must notify Spinco of any unauthorized disclosure or use of Spinco's confidential information.

### Business Records and Disclosures

All employees of Spinco are expected to record information regarding regulated business activities, labour, health, safety and environmental practices as required by law. These records must be accurate and honest and disclosed, without falsification or misrepresentation, as required.

### Export Controls, Economic Sanctions, and Import Laws

All employees of Spinco must comply with all local, national, and other laws and regulations of all jurisdictions globally relating to import regulations, customs measures, export controls, economic sanctions, and similar matters which are applicable to Spinco business activities.

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All employees of Spinco must also strictly comply with all export and re-export restrictions reflected in relevant licenses and distribution agreements. Further, all employees of Spinco must take no action that will cause Spinco to violate International Trade Laws.

### Money Laundering

It is important that our employees of Spinco know and comply with all laws and regulations intended to prevent money laundering. This means making and receiving payments for goods and services only via approved and documented payment practices, and at all times being vigilant and exercising good judgment when dealing with unusual customer transactions including requests from a potential customer or supplier for cash payments or other unusual payment terms. If you suspect money laundering activities, notify Spinco immediately.

### Competition

All employees of Spinco must comply with all applicable antitrust/competition laws at all times and must not at any time or under any circumstances enter into an agreement or understanding, written or oral, express or implied, with any of Spinco's competitors concerning the prices or resale prices of Spinco products, discounts, other terms or conditions of sale, profits or profit margins, costs, allocation of product or geographic markets, allocation of customers, limitations on production, boycotts of customers or suppliers, or bids or the intent to bid, or even discuss or exchange information on these subjects with Spinco's competitors.

### Bidding/Tendering

Spinco follows specific procedures to ensure that contracts are awarded fairly and that we are in compliance with all relevant bidding, tendering and contract requirements. Our employees are expected to always be open and honest in their dealings with us and other business partners. In addition, all employees of Spinco are required to meet the following requirements:

- All information related to bidding and tendering must be complete and accurate and provided in compliance with Spinco policies.
- With respect to any tender, employees of Spinco cannot collaborate or collude with other bidders in any manner that is intended to manipulate, fix or rig the result;
- Never offer, give or authorize any item of value, gift or money to a government employee for the purpose of gaining an inappropriate business advantage;
- Do not share or obtain prior, during, or after a bid any confidential information associated with that bid in violation of applicable tendering rules and procedures;
- Never agree with an affiliate of any Employee, Spinco Associate, a competitor or business partner to submit a non-competitive bid.

### Honest and Accurate Dealings

Employees of Spinco must not make any false representations about their relationships with Spinco including, but not limited to, oral misrepresentations of fact; the promotion or utilization of false documentation such as non-genuine customer purchase orders, fraudulent or forged contracts; forged letters of intent; and other false or inaccurate records.

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## **Labor Standards**

Spinco expects all employees to treat their own employees fairly and in accordance with local laws, regulations, and standards regarding labour and employment.

### No Involuntary Labor

Employment with Spinco must be an expression of free choice. There may be no forced, bonded, or involuntary labour. Spinco will allow employees to discontinue their employment upon reasonable notice.

### No Child Labour

Spinco will not use child labour. Spinco will adopt procedures to verify and maintain documentation that no workers are younger than the local legal age for employment. Spinco will follow all applicable local laws, regulations and standards concerning working hours and conditions for all workers. In keeping with applicable law, the term “child” generally refers to any person who is (i) under the age of 14, (ii) under the age for completing compulsory education, or (iii) under the minimum age for employment in any county or countries where Spinco conducts business.

### Lawful Employment

All employees of Spinco must, prior to employing any employee, validate and review all relevant documentation to ensure that such employee has the legal right to work in that jurisdiction.

### No Harassment or Discrimination

Spinco is committed to the principle of equal employment opportunity and respects the diversity of our workforce. As such, all employees of Spinco must comply with all applicable laws, regulations, and policies relating to equal employment opportunity, and non-discrimination in all of our personnel actions. These actions include recruiting, hiring, layoffs, benefits, transfers, terminations, compensation, corrective action, and promotions. Employment opportunities will be extended without regard to race, colour, religion, national origin, gender, age, disability, marital status, veteran status, or any other protected status as defined by applicable laws. Examples of inappropriate behaviour include derogatory comments based on racial or ethnic characteristics and unwelcome sexual advances.

Spinco does not tolerate harassment of any kind. Although legal definitions of harassment may differ from country to country, “harassment” at Spinco includes any unwelcome conduct toward another person that creates an intimidating, hostile or offensive work environment. All employees of Spinco are expected to maintain a working relationship with other Spinco-ites that is always courteous, professional and free from harassment.

### Collective Bargaining and Alignment with Local Laws

Spinco will respect the legal rights of employees to join or to refrain from joining worker organizations, including trade unions. Spinco will the right to establish favourable employment conditions and to maintain effective employee communication programs as a means of promoting positive employee relations that make employees view third- party representation as unnecessary.

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### Safe Conditions

Spinco will provide a safe and hygienic working environment for workers and provide appropriate safety equipment and training. Employees of Spinco should report to work in condition to perform their duties, free from the influence of illegal or impairing drugs or alcohol. The use of alcohol or illegal drugs in the workplace will not be tolerated.

### Working Hours

Spinco will allocate employees working hours that comply with applicable laws, regulations, and industry standards.

### Wages and Benefits

Spinco will provide wages and benefits that comply with all applicable wage and hour laws and regulations including those relating to minimum wages, overtime hours, piece rates, and other elements of compensation. Spinco will also provide legally mandated benefits.

## **Healthcare Compliance**

If some employees of Spinco are involved in Spinco's medical products businesses, these employees of Spinco must follow all laws and regulatory requirements governing the development, manufacture, distribution, marketing, government contracting, sale and promotion of medical products. If Spinco and/or Spinco Operating Companies adopt regional and country-specific trade associations standards of conduct (e.g. The AdvaMed Code on Interactions with Healthcare Professionals and The MedTech Europe Code of Ethical Business Practice), then all employees of Spinco operating in the covered geography are also required to comply with applicable association standards of conduct. If you have questions about whether or which industry code may apply, or how to interpret any industry code of conduct, please contact your Spinco representative.

## **Environmental Standards**

Spinco will comply with all applicable laws and regulations relating to the impact of their business on the environment. Compliance with environmental standards must include compliance with all international and applicable local laws affecting the source of materials and processes used to manufacture products.

### Waste Management

Spinco will take steps to ensure that waste is minimized and that items are recycled whenever practicable.

### Packing and Paper

Spinco will avoid undue and unnecessary use of materials and utilize recycled materials whenever appropriate.

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### Conservation

Spinco will monitor and modify processes and activities as necessary to ensure conservation of scarce resources, including water and productive land in certain situations.

### Energy Use

Spinco will adapt efficient production and delivery processes to maximize efficient energy use and to minimize harmful carbon emissions.

## **Accountability and Monitoring**

### Accountability

All employees of Spinco are expected to have in place sufficient ethics and compliance-related controls and management oversight—consistent with their respective industry standards—appropriate for their size, complexity and exposure to ethics and compliance risks. These controls need not constitute a formal ethics and compliance program, but they should be sufficient to prevent and detect violations of law and the provisions of this Code.

Spinco may periodically audit an Employee's compliance with this Conduct Code. Any violations will be reported to the employee's management for their attention and, if appropriate, corrective action.

All employees of Spinco must provide reasonable assistance to any investigation by Spinco of a violation of this Conduct Code or of a violation by a Spincoite if related to the Spinco's business and allow Spinco reasonable access to related documentation.

Failure to cooperate with the Code of Conduct or a violation of this code may result in disciplinary action, up to and including the termination of the agreement between Spinco and the Employee. Where required, each employee of Spinco Employee covered by the Code of Conduct will have to certify that he or she has: (i) reviewed the Employee Code; (ii) understands it; (iii) and commits to abide by its standards.

### **Reporting Issues and Suspected Violations**

All employees of Spinco must report any conduct which they believe to be a violation or an apparent violation of this Code, law, or any other Spinco Policy to the Spinco Compliance Manager  
All managers of Spinco are encouraged to work with their employees to resolve their internal organizational integrity and compliance concerns. However, as it relates to the relationship with Spinco, if an employee has any reason to believe that a Spinco-ite has not acted ethically or has acted in a manner inconsistent with Spinco's Core Values or this Code, this should also be promptly reported.

In bringing questions or violations to management's attention, all employees of Spinco are helping to ensure that Spinco achieves and sustains the highest levels of ethics and compliance and are helping build the foundation of our future success!

As such, all employees of Spinco are required to use speak up and contact the compliance officer to report:

- Accounting, record keeping and auditing irregularities.
- Expense reporting fraud or irregularities
- Bribery, corruption, or illegal payments
- Inaccurate Financial records (or the intention to file inaccurate or irregular financial records)
- Criminal conduct
- Violations of law
- Discrimination and Workplace harassment
- Product quality issues
- Violation of (or the nonadherence to) Environmental, Health and Safety (EHS) standards
- Conflicts of interest
- Theft or fraud
- Workplace violence
- Substance Abuse

The most current information can be found at [www.spincomtech.com](http://www.spincomtech.com).

#### Retaliation

Spinco does not tolerate retaliation against anyone raising a concern in good faith. Under no circumstances must the good faith reporting of any violation or suspected violation serve as the basis for any retaliatory actions to be taken against any individual making such a report.

For Spinco Group of Companies



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