



Anti-Bribery Policy

## 1 | Purpose

The purpose of this Anti-Bribery policy is to establish a framework and guidelines that demonstrate our commitment to conduct business with the highest ethical standards. We aim to foster a culture of transparency, integrity, and accountability within our organization.

This policy serves as a comprehensive guide for all employees, business partners, consultants or contractors representing or working on behalf of Biomedica. It outlines the principles and practices that will guide our interactions and transactions related to preventing bribery.

By implementing this policy, we strive to mitigate the risk of bribery, and unethical practices, thereby upholding our reputation, building trust among our partners, and ensuring sustainable and lawful business operations.

## 2 | Policy Statement

Biomedica Medizinprodukte GmbH and its subsidiaries (together "Biomedica"), conducts all aspects of its business in an honest and ethical manner and in full compliance with the law.

Biomedica unequivocally rejects any form of bribery, whether to a Government Official or private individual.

Offering or providing anything that directly or indirectly benefits a Government Official, Healthcare Professional or any other individual, with the intent of securing a sale or gaining a business advantage for Biomedica, is strictly prohibited. Similarly, the provision of any form of value as a 'reward' for past or existing relationships with Biomedica is unacceptable.

It is unlawful and incompatible with our values and damages our integrity and reputation. We expect all employees and other persons acting on our behalf to uphold this commitment.

When doing business, Biomedica employees, or any entities or individuals associated with or acting on behalf of Biomedica (Contractors) are responsible for complying with this policy as well as all relevant laws and regulations against bribery, including but not limited to the "Convention on the fight against corruption involving officials of the European Communities or officials of Member States of the European Union and the Council Framework Decision on combating corruption in the private sector", "MedTech Europe Code of Ethical Business Practice" and other applicable anti-bribery statutes and implementing rules and regulations. In the event local Anti-Bribery laws are stricter than this policy, then local laws or regulations must be followed.

## 3 | Scope

This policy applies globally to

- All officers, directors, and employees of Biomedica ("Employees")
- All business partners, consultants or contractors representing or working on behalf of Biomedica ("Contractors")
- Any business partner working with Biomedica ("Third party")

## 4 | Definitions

<b>term</b>	<b>definition</b>
Anti-Bribery Laws	Any applicable law, regulation, rule, or Applicable Code relating to the prevention of bribery in any aspect of the Biomedicas business in any relevant country
Briber or Bribery	Bribery is the act of offering, promising, authorizing, giving, accepting, receiving, or soliciting something of value (such as money, gifts, favours, or other advantages) with the intention of influencing the actions or decisions of an individual in a position of authority, trust, or power. It is typically done to gain an unfair advantage. Bribery can be "active" (offering, promising, or giving a financial or other advantage) or "passive" (requesting, agreeing to receive, or accepting a financial or other advantage). Not all bribes are payments of cash. A bribe can be made with "anything of value," which includes, but is not limited to, money, business opportunities, preferential treatment or terms, confidential information, employment opportunities, favours, meals, travel, entertainment (such as tickets to a sporting event), gifts, political contributions, or charitable donations.
Contractors	A contractor is an individual who represents or works on behalf of but is not directly employed by Biomedica. This includes but is not limited to: <b>Sales agents, Service technicians, Field Application Specialists</b>
Facilitation Payments	Small payments made to low-level Government Officials A facilitation payment, also known as a "grease payment" or "expediting payment," refers to a small sum of money or other types of valuables given to a public official or individual to secure a quicker performance of a routine governmental action. Unlike bribes, facilitation payments are made to secure or speed up actions to which the payer is already entitled.
Government Official	A government official is an individual, who holds a position or office for or on behalf of a government organization or public administration even if that person is not employed directly by the government or public international organization. This includes but is not limited to: <ul style="list-style-type: none"> <li>• Any officer or employee, appointed or elected, of a local, state, regional, or federal government, department, agency, ministry, or instrumentality of a government or any public international organization (e.g. Regulators, procurement officers or others in charge of government departments or projects)</li> <li>• Any employee of state-owned or state-controlled businesses and entities that perform a government function (e.g., energy, water, or power)</li> <li>• Any political party official, officer, or employee or candidate for political office</li> <li>• Any physician or other health care professional ("HCP")</li> </ul> Family members or close associates of any of the individuals listed above may also qualify as Government Officials if interactions with them are intended or have the effect of conferring anything of value on a Government Official.
Healthcare Professionals (HCPs)	Individuals in the healthcare field (clinical or non-clinical) who are directly or indirectly involved in purchasing, leasing, recommending administering, using, supplying, procuring, or determining the purchase or lease of, or who may prescribe medical technologies or related services. This includes <ul style="list-style-type: none"> <li>• Healthcare Organizations (HCO) such as hospitals or group purchasing bodies that directly or indirectly purchase, recommend, use, or arrange for the purchase of medical devices.</li> <li>• doctors, nurses, technicians, laboratory scientists, researchers, and research co-ordinators</li> <li>• Healthcare administrators with purchasing influence or decision-making authority</li> </ul>
Kickbacks	A kickback refers to a form of bribery or unethical payment made to someone, often in a position of influence, in exchange for preferential treatment, favours, or some kind of benefit. Kickbacks typically involve a quid pro quo arrangement, where one party provides compensation to another with the expectation of receiving something in return.
Third Party	A third party is an external entity that has some involvement, interest, or impact on Biomedica but is not directly involved as a primary participant of Biomedicas business. This includes but is not limited to: Suppliers, distributors, transportation providers, financial institutions, tax consultants, IT providers, Book-keeping, External warehouse

## 5 | Policy Requirements

### A | Bribery Prohibited

Biomedica prohibits all employees and contractors to offer something of value to obtain or retain business. That includes any bribe, Kickback, facilitation payments, illicit or improper payment or benefit of any kind.

An illicit or improper benefit or offer can be anything of value, including, but not limited to, cash, gift certificates, gifts, travel, and entertainment, given to influence another party's actions.

1. Biomedica prohibits all employees and contractors from directly or indirectly offering, promising, giving, or authorizing an offer or payment or anything of value to any Government Official or private individual, which is intended:
  - to corruptly influence the judgment of the recipient in exercising their job
  - to corruptly secure preferential treatment or an improper advantage for Biomedica as gratitude for inappropriate benefits for Biomedica
2. Employees and contractors shall never directly or indirectly request, accept, or agree to receive anything of value that is intended:
  - to corruptly influence their judgment or conduct
  - as gratitude for inappropriate benefits for the donor
3. Examples of improper benefits under this policy include, but are not limited to, payment or offer of payment to influence the following:
  - To award a contract or other business opportunity to Biomedica
  - To issue any government authorization or documentation such as any approval, permit, registration, or license
  - To relieve Biomedica of otherwise required government obligations, such as paying taxes, passing inspections, or obtaining required permits
  - To influence legislation or any judicial proceeding
4. No employee or contractor will suffer demotion, penalty, or other adverse consequences for refusing to pay bribes even if such refusal may result in Biomedica losing business.
5. Any employee or contractor facing a demand for a possible facilitation payment should ask for proof that the payment is legitimate, and an official receipt for payment and, if no satisfactory proof is available, refuse to make the payment
6. If an employee or contractor suspects that they have made a facilitation payment, they should make a record of the event and report to the direct supervisor and the local compliance manager

## **B | Books, Records, Internal Controls and Transactions**

All Company books and records must be accurate and complete and precisely reflect the Company's transactions.

No false or artificial entries or entries that disguise the true nature of a transaction may be made in the books and records for any reason, and all payments and transactions, regardless of value, must be recorded accurately.

For prevention of bribery, dual control principle and the separation of functions is applicable. Biomedica maintains a system of internal controls designed to prevent and detect potential violations of this policy or of applicable laws and to provide reasonable assurance to management of the type of financial transactions undertaken by Biomedica and its contractors.

Biomedica shall ensure that any transaction related to any Government Official is authorized and accurately documented, regardless of the amount of such transaction. Failure to do any of the foregoing is a violation of this policy and the law.

All expenses by Biomedica employees shall be supported by a description of activities and the actual, valid receipts or invoices. The knowing submission or acceptance of false receipts and/or invoices is strictly prohibited.

## **C | Government Officials and Healthcare Professionals (HCPs)**

Our policy expressly prohibits improper payments in all our business dealings, whether with private sector entities or government officials. As a medical device distributor, we are especially watchful for bribery involving government officials. This includes any improper payments to government officials, their family members, associates, charities, or those acting on their behalf. HCPs often qualify as government officials, so interactions with them carry a higher risk of bribery accusations.

The particular risk areas include:

- gifts and hospitality provided to HCPs
- donations and samples provided to healthcare institutions and HCPs
- sponsorships of HCPs for their attendance at conferences, congresses, and other events (such as training and educational sessions)

Rules for Gifts, Meals, and Other Hospitality can be found in section D of this policy. Rules for third party educational events and company events involving HCPs are consistent with the MedTech Europe Code of Ethical Business Practice and are outlined in the Guideline Invitations of HCPs to Events.

## **D | Gifts, Meals, and Other Hospitality**

1. It is never permissible to give Gifts, Meals, and other hospitality, directly or indirectly, to gain an improper advantage.
2. Gifts, Meals, and other hospitality promised, offered, or provided on behalf of Biomedica must be of moderate value and customary under the circumstances, given openly and transparently.
3. No Gifts, Meals, and other hospitality should ever be promised, given, or accepted if they:
  - create an appearance of undue influence or obligation
  - are extravagant, lavish, or frequent
  - may have, or may be seen as having a material effect on any prospective business transaction, or that may otherwise give rise to a conflict of interest
  - are given to parties involved in a competitive bidding process if Biomedica is bidding
  - are illegal or known to be prohibited by the recipient's organization
  - are provided without complete and open transparency
  - any gift of cash or cash equivalents (for example, gift cards, gift certificates)
4. For all Gifts, Meals, and other hospitality expenses, regardless of amount, Biomedica employees must report the expense promptly and accurately by providing receipts and list the names and titles of the individuals and the agencies/organizations with which they are affiliated. All expenses must be authorized by management. Note that this policy applies even if reimbursement is not being sought for the expenses. In other words, paying a meal or entertainment expense out of your own pocket does not avoid the requirements of this policy.
5. Employees and their immediate families:
  - Must not accept gifts, gratuities, entertainment, services, or kickbacks from suppliers or customers of Biomedica regardless of their value
  - Should not accept the use of customer or supplier property, airplane transportation, or trips (including trips sponsored by customers or suppliers) without consulting their direct supervisor

### **a. Meals**

It is permissible to have a drink, meal, or appetizers at a local hotel, restaurant, or bar with a business purpose, if the venue itself is not considered entertainment. Meals must be modest and subordinate to a legitimate business meeting purpose. As an aid one can orientate oneself on what one or a customer would spend on that meal.

### **b. Entertainment**

Entertainment or recreational events or activities may not be provided or paid for. Examples of entertainment include, but are not limited to live music, sight-seeing trips or sporting events

### **c. Gifts/Educational and Promotional Items**

Gifts/Educational and Promotional Items must be modest in value and customary.

It is generally prohibited to provide gifts to government officials and HCPs/HCOs. As an exception, it is allowed to provide inexpensive educational items and/or promotional items, if they relate to the HCP's practice or serve a genuine educational function:

- For example, stationery items, calendars, diaries, computer accessories for business use and clinical items such as wipes, nail brushes and surgical gloves

Food, alcohol, and items which are primarily for use in the home or car are not appropriate as they are not related to the HCP's practice

## **E | Third Parties and Contractors**

Biomedica can be held liable for the activities of its business partners (including consultants, advisors, representatives, suppliers, and other third parties). Therefore, Biomedica has a responsibility to ensure that any third party understands Biomedica's zero tolerance policy against bribery. Biomedica expects that its business partners will adhere to the same high ethical standards.

### **a. Due care before engaging**

Biomedica performs a risk-based due care process before engaging third parties and contractors to identify, prevent and mitigate risks relating to the market in which the third party is engaged to operate. All due care procedures conducted by Biomedica must be documented and kept by the local office.

### **b. Written Agreements**

Third parties and contractors shall enter a formal written agreement with Biomedica. The written agreements should include the following as a minimum:

- Description of the services rendered in detail (Contractors)
- Payment terms

Contractors must read and acknowledge this policy in writing and agree to abide by its principles. Suppliers must confirm that they will comply with Anti-Bribery laws by signing the Biomedica Business Partner Code of Conduct, which includes rights for early termination for failure to comply or by having their own Code of Conduct with sufficiently comparable content.

### **c. Indirect Payments Prohibited**

Those seeking bribes often attempt to involve third parties to conceal the actual recipient and purpose of the payment. If a direct transaction is forbidden, the same holds true for an indirect one, whether conducted through a distributor or sales agent. Biomedica strictly forbids anyone from authorizing, assisting, or conspiring with others to participate in corrupt activities through third parties.

### **d. Vigilance with Payments to Third Parties and Contractors**

Biomedica employees must stay vigilant for any signs that suggest the involvement of a third party in bribery. Any such indications must be promptly reported in accordance with section I of this policy.

Payments to a third party/contractor must:

- have a reasonable connection to the value of the services provided
- not involve cash or cash equivalents
- be made to the third parties/contractors bank account in the country where services are conducted or where the third party has its offices

Common red flags that suggest at risk for making improper payments include:

- Involvement of third parties or shell entities
- Submission of vague or unsupported invoices
- Requests for
  - cash payments or excessive payments or gifts
  - political or charitable contributions
  - unusual payments, such as payments to an unrelated third-party or payments to an account in a country other than where the third-party is located
- A demand or strong suggestion by a Government Official that a particular third-party/contractor should be retained

## **F | Demonstration Products and Samples**

It is allowed to provide Demonstration Products and/or Samples at no charge to enable HCPs to evaluate and/or familiarise themselves with the safe, effective, and appropriate use and functionality of the medical technology.

These may be provided in the form of mock-ups (such as unsterilised single use products) or functional products. Multiple-use products may only be lent for the length of time necessary for an HCP to familiarise himself with the product. This depends on the frequency of anticipated use, the duration of required training, the number of HCPs who will need to acquire experience in dealing with the product and similar considerations.

The rules for the provision of demonstration equipment are outlined in V0602\*\* Equipment Investment.

## **G | Charitable Donations**

Biomedica exclusively engages in charitable contributions that adhere to relevant laws.

It is prohibited to make donations with the intent of securing or retaining business or gaining an improper business advantage.

Recipients eligible for contributions include, but may not be limited to, charitable or non-profit healthcare related organizations, HCP professional associations, universities, patient groups, and other charitable organizations. Donations may not be provided to individuals, private physician groups, or for-profit entities.

The CEO and Executive Team/Country Manager decide on possible charitable contributions with criteria that are not sales and/or commercially oriented. Authorization must come from the CEO for headquarters or the Central manager for the subsidiaries.

All contributions made on behalf Biomedica must be promptly recorded in the Biomedicas financial records, ensuring transparency regarding the true amount and purpose of the donation.

## **H | Political Contributions**

It is forbidden to contribute Biomedicas funds to political parties or individual political candidates and any Government Official. An employees' involvement and participation in the political process must be on an individual basis, employees and contractors are free to participate in political processes on their own time and at their own expense and to make donations on their own behalf.

## **6 | Policy Implementation**

Each employee and contractor must receive and carefully examine a copy of this policy. Subsequently, they must certify in writing that they

- thoroughly reviewed the policy
- agree to adhere to its principles, and
- agree to report any potential policy violations to the Compliance Office

Furthermore, Biomedica organizes periodic anti-bribery compliance trainings, aiming to educate employees about the provisions and responsibilities outlined in anti-bribery laws and this policy. Attendance in these training sessions is compulsory for all employees, and the Compliance Officer is tasked with maintaining records to confirm compliance with this requirement.

Management will guarantee the integration of this policy into business processes and its adherence. All employees and contractors are responsible for complying with this policy.



## **I | Reporting Violations**

Every employee who knows of, or reasonably believes there has been, or imminently will be, a violation of this policy, or any applicable anti-bribery laws, must promptly report it.

Every employee expressing a genuine suspicion or misgiving according to these guidelines will not be at risk of losing their job or suffering any form of sanctions or personal disadvantages as a result. It is not necessary to have firm evidence for expressing a suspicion. It does not matter if the whistleblower is mistaken, if he or she is acting in good faith. However, deliberate reporting of false or malicious information is forbidden.

Concerns may be expressed to the direct supervisor. If the employee thinks the direct supervisor might be involved, the next uninvolved manager in line should be notified:

1. Direct Supervisor
2. Next Manager in line
3. Local Manager (Country Manager)
4. Central Manager (Area Manager, CEO)

The informed supervisor documents the report and forms an Investigation Team with

- the Country Manager or alternatively, the Area Manager
- the CEO or alternatively, the responsible Addlife group management member

Also, every employee has the option to report any possible violation via a Whistleblower function. The reporting channel can be accessed by employees and all external stakeholders on any device, including smart phones, at the following web address: <https://report.whistleb.com/en/addlife> or on Biomedicas Homepage.

The Investigation Team assess the known facts and potential severity of the issue. If they do not already have sufficient facts on which to decide, they start an investigation. Investigation findings and disciplinary measures imposed must also be documented.

## **J | Penalties and Discipline**

Any employee who violates this policy, including instances of not reporting breaches of this policy or relevant laws, will face disciplinary measures and other significant consequence, up to and including employment termination, consistent with local laws.

Violations of this policy by contractors and third parties may result in termination of the business relationship among other legal actions and potential consequences.

## **K | Auditing and Monitoring**

This policy is subject to regular audits and monitoring by the compliance manager, including the required supporting documentation and records as specified within.

The compliance manager is granted the authority needed to effectively carry out compliance responsibilities, ensuring an autonomous decision-making process, and providing the necessary support and protection to operate independently within the organization.

## **L | Further Information**

This policy serves as a broad reference guide and does not encompass all relevant or provide exhaustive details on individual laws, policies, or procedures, nor does it address every possible situation that Biomedica Representatives and/or third parties may encounter.

For any questions regarding this policy and Anti-Bribery laws, please direct your questions to the compliance manager.

## 7 | References

- [Biomedica Code of Conduct](#)
- Biomedica Business Partner Code of Conduct
- [Addlife Code of Conduct](#)
- [Medtech-europe-code-of-ethical-business-practice](#)
- Guideline Invitations of HCPs to Events
- V0602\*\* Equipment Investment.
- [Convention against corruption involving public officials](#)