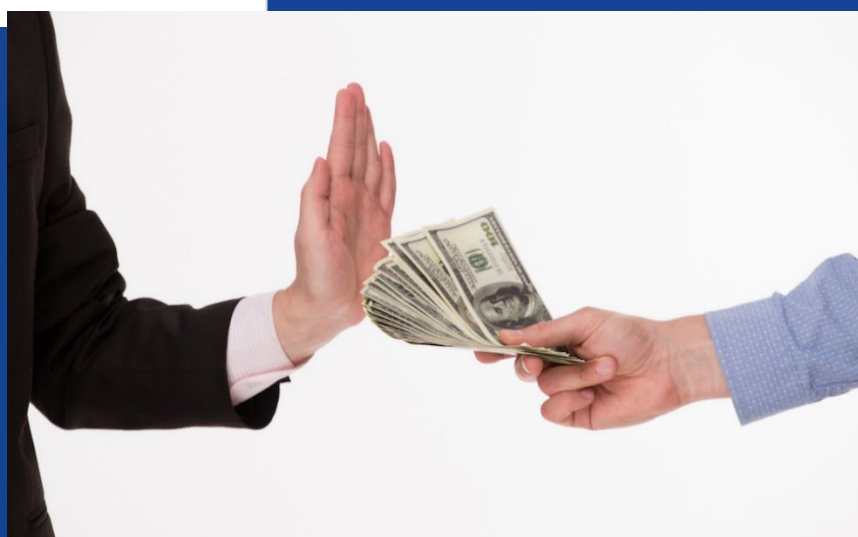




## Vingmed anti-corruption policy

*Vingmed has  
zero tolerance  
towards  
corruption in  
all it's forms*



Vingmed Holding AS



Vingmed AS



Vingmed AB



Vingmed A/S



Vingmed OY

## Zero tolerance towards corruption

Vingmed is a regional Medtech company, supporting the international fight against corruption and money laundering.

Vingmed comply with all applicable laws and regulations including and without limitation, anti-corruption laws in all aspects of conducting its business.

In Vingmed we are determined to maintain the highest standards of integrity and work ethics among our staff and across all areas of activity. We therefore maintain a policy of zero tolerance towards corruption in all its forms.

This Anti-Corruption Policy is applicable to all staff. Its purpose is to ensure, and support behavior and work ethics characterized by the highest standards of personal and organizational integrity, both internally and externally with our different partners.

This Anti-Corruption Policy provides guidance to staff on their required conduct when confronted with corruption, corrupt practices, or corrupt propositions, and when working to prevent corruption.

***Corruption is** "requesting, offering, giving or accepting, directly or indirectly, a bribe or any other **undue advantage** or prospect thereof, **which distorts the proper performance of any duty** or behavior **required of the recipient** of the bribe, the undue advantage or the prospect thereof."<sup>1</sup>*

Corruption is best known in the form of bribery, fraud, embezzlement, or extortion. However, corruption does not exclusively involve money changing hands; it may also include providing services to gain advantages, such as favorable treatment, special protection, extra services, or quicker case processing.

<sup>1</sup> Source: Council of Europe's Civil Law Convention on Corruption, adopted on 04/11/1999 and applicable from 01/11/2003.

## Anti-corruption: Code of Conduct

All staff of Vingmed will respect and promote the principles of the Code of Conduct presented below.

### Conflicts of interest



*We will avoid any conflict - real or potential - between our personal interests and the interests of the company*

Conflicts of interest arise from situations in which a member of staff has a private interest that could potentially influence, or appear to influence, the impartial and objective performance of his or her official duties. Private interests include any advantage to oneself or one's family, close relatives, friends and persons or organizations with which one has or has had business or political relations. When faced with a potential or actual conflict of interest, staff are required to promptly inform their superiors.

### Bribery



*We will not give or accept bribery in any form.*

Bribery is the act of offering, giving (active bribery), receiving, soliciting, or accepting (passive bribery) something of value with the purpose of influencing the action of an official including Healthcare Provider (hereafter "HCP") in the performance of his or her public or legal duties. Bribery is a criminal offence in Denmark. "HCP" shall mean an individual physician or other medical professional, a healthcare institution, or an administrator or any other person affiliated with a healthcare institution who may have influence on the decision to purchase, prescribe or use a Vingmed product. This means that no employee, officer, director, or sub-distributor of Vingmed shall offer, pay, or authorize payment or giving of anything of value to any customer, HCP, government official, or any other third party, for the purpose of obtaining any improper business advantage. For the purpose of this document "improper" means unlawful, or with a corrupt purpose.

## Extortion



*We will not for private purposes seek to influence any person of body by using our official position or by using force or threats.*

Extortion occurs when a public official unlawfully demands or receives money or property through intimidation. Extortion may include threats of harm to a person or his/her property, threats to accuse him/her of a crime/illegal act, or threats to reveal embarrassing information. Some forms of threat are occasionally singled out for separate statutory treatment under the designation "blackmail." Extortion is a criminal offence.

## Fraud



*We will not use deception, trickery, or breach of confidence to gain an unfair or dishonest advantage*

Fraud is the use of deception with the intention of obtaining an advantage (financial or otherwise), avoiding an obligation, or causing loss to others. This involves being deliberately dishonest, misleading, engaging in deceitful behavior, practicing trickery, or acting under false pretenses. Fraud is a criminal offence.

## Embezzlement



*We will not participate in misappropriation or otherwise divert property or funds entrusted to us.*

Embezzlement is the misappropriation or other diversion of property or funds legally entrusted to someone by virtue of his or her position. Embezzlement is a criminal offence

## Training and Education of HCP



*Vingmed will not financially support individual HCP to any third party organized conferences*

Vingmed may organize events with HCPs to provide instruction, education and training or to explain the safe and effective use of Vingmed Product. Such events are to be conducted in appropriate settings. Training and education must constitute a substantial majority of the program each day. Vingmed may reimburse HCPs for reasonable travel, meal and accommodation expenses, subject to local law.

Vingmed may not financially support individual HCPs to any third party organized Conferences. Support to medical education offered at Third Party Organized Conferences will be provided through Educational Grants given to Healthcare Organization, such as scientific societies, hospitals or Professional Congress Organizers. The selection of the beneficiaries of these Grants must be the sole responsibility of the Healthcare Organization or Professional Congress organizers receiving the Educational Grant

Vingmed may provide an Educational Grant, meaning the provision of funding or in-kind support on a restricted basis for use solely for the support and the advancement of genuine medical education of HCPs, patients and/or the public on clinical, scientific and/or healthcare topics relevant to the therapeutic areas in which Vingmed is interested and/or involved. Vingmed can support a Third Party Organized Educational Conference through an Educational Grant Covering, either/and;

- The general running of a conference
- HCPs attendance at the conference (e.g. travel, accommodation, registration fees)
- Faculty.

Vingmed may compensate individuals including HCPs, for a bona fide consulting service, where the service has value to Vingmed, and fees are in accordance with local Law. All such arrangements must be in writing. Vingmed must maintain records of services and payments, including the description of work and date of the services provided. Reporting to authorities should follow local law.

## Gifts



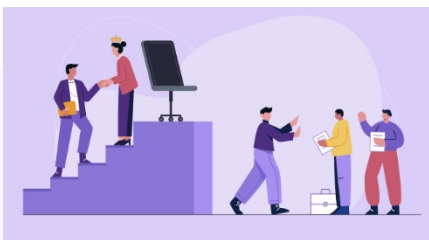
We will not give, solicit or receive directly or indirectly any gift or other favor that may influence the exercise of our function, performance of duty or judgement. This does not include conventional hospitality or minor gifts.

In the context of corruption, a gift is a financial or other benefit, offered, given, solicited or received in the expectation of receiving a benefit in return. Gifts and hospitality may be in themselves a manifestation of corrupt behavior. They may be used to facilitate corruption or may give the appearance of corruption. Gifts may include cash or assets given as presents, and political or charitable donations. Hospitality may include meals, hotels, flights, entertainment or sporting events.

As a general rule, staff should not receive gifts or other advantages. However, in observing and respecting local hospitality conventions, small gifts may be accepted.

Vingmed are generally prohibited from giving gifts to customers, HCPs or government official except in the very limited circumstances below and according to the local law. Vingmed may occasionally provide items that are insignificant in value and if the item can be used in the receives professional capability e.g. pen, calendar or in expensive notebook.

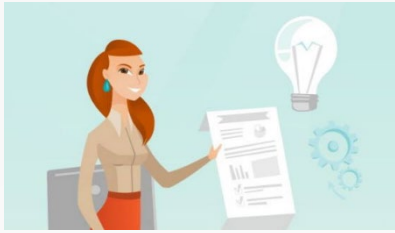
## Nepotism and favoritism



We will not favor friends, family, or other close personal relations in recruitment, procurement, aid delivery, consular services and other situations.

Nepotism is favoritism shown to relatives or friends without regard to merit. Relatives of friends are treated favorably based on the close personal relationship alone rather than on a professional and objective assessment of their skills and qualifications.

## Reporting corruption cases



We will report any evidence or suspicion of breach of this code of conduct

All staff are obliged to familiarize themselves with the Code of Conduct and respect its principles. They are obliged to report any evidence or suspicion of breach of the Code to their superiors.

### Openness and transparency is the rule

Maximum openness and transparency is essential when fighting corruption and information concerning the public sector is generally accessible to the general public. The company ensures openness and transparency towards the general public and its partners through the website. Internally, the company ensures that all staff are familiar with the Anti-Corruption Policy through:

- Internal instructions
- Relevant training and instruction.

### Where and how to report corruption

Zero tolerance on corruption entails that all staff upon suspicion or awareness of specific cases of corruption involving other staff members, business partners, partners in programs and projects, and others with whom staff members cooperate, are obliged to immediately notify their superiors. The managing director and the chairman of the board shall be notified subsequently.

Upon suspicion or knowledge of specific cases of corruption, such as bribery, the decision to notify authorities, including possibly reporting to the police, is taken by the management of the company on the basis of the available information

### Implementation of the Code of Conduct

The staff of the company will regularly take part in relevant anti-corruption training.

The Code of Conduct is supplemented by existing and, as and when relevant, new guidelines and instructions targeted at specific policy areas.