



AMANNGIRRBACH

ANTI-CORRUPTION POLICY

Amann GIRRbach

Status: August 2021

Table of contents

1. General	2
1.1. Scope of application	2
1.2. Purpose of the policy	2
2. Definitions	2
3. Principles for dealing with business partners, public officials and HCPs	5
4. General code of conduct	6
5. Gifts and invitations	7
5.1. Business partners	7
5.2. Public officials	8
5.3. Healthcare Professionals	9
5.3.1. Gifts to Healthcare Professionals	9
5.3.2. Business meals with Healthcare Professionals	9
5.4. Cost coverage for events in the medical technology sector	10
6. Contact and reports	11
7. Consequences of breaches of the policy	11



AMANNGIRRBACH

1. General

1.1. Scope of application

This anti-corruption policy ("**policy**") serves to prevent and combat corruption in the private and public sector and applies to all companies of the Amann Girschbach Group as well as all branches and operating sites belonging to the Group (hereinafter together: "**Amann Girschbach**" or the "**company**"). Amann Girschbach strives to avoid and effectively combat all forms of corruption and the mere appearance thereof. The policy must therefore be observed by all members of the management and all employees of Amann Girschbach worldwide.

Amann Girschbach expects the same commitment in the avoidance of and fight against corruption from its business partners, in particular sales partners and suppliers.

1.2. Purpose of the policy

For a medical device manufacturer such as Amann Girschbach, particularly strict rules apply to the granting of benefits to healthcare professionals and/or persons authorised to procure medical devices. This ensures that the decisions of healthcare professionals and other business partners can always be made independently, and therefore even relatively small benefits are inadmissible. The policy is intended to support the employees of Amann Girschbach in distinguishing permitted from prohibited conduct.

Amann Girschbach is committed to the comprehensive prevention of corruption and undertakes to avoid any kind of undue influence on third parties, in particular business partners, public officials and persons working in the healthcare sector, and to punish violations accordingly. This aims to ensure professional, transparent and fair cooperation. Even the appearance of corruption, undue influence and conflicts of interest is inadmissible. The policy therefore serves to protect Amann Girschbach and its employees from corruption and the associated negative consequences.

2. Definitions

Term	Definition
HCP	HCP stands for healthcare professionals , i.e. medical professionals and employees in the healthcare sector who are authorised to prescribe, dispense and procure medical devices. This mainly includes physicians and dentists, but also, for example, dental technicians or other persons responsible for the procurement of medical devices in healthcare facilities (e.g. doctors' surgeries and dental outpatient clinics).



AMANNGIRRBACH

	<p>Dentists and dental technicians, who are particularly relevant to Amann GIRRbACH, as well as other employees responsible for the procurement of medical devices (for example in dental outpatient clinics), are therefore summarised below under the term HCP. The relevant HCPs may also be public officials, for example if they work in a public hospital or in a university hospital.</p>
Business partner	<p>Business partners are all companies and persons with whom Amann GIRRbACH has a business relationship. This includes, for example, suppliers, consultants, sales partners (distributors and agents) and other cooperation partners, banks, lessors, software companies, etc.</p> <p>Customers and purchasers of Amann GIRRbACH products, on the other hand, generally fall under the term HCPs (see above), as they procure medical devices.</p>
Public officials	<ol style="list-style-type: none">1. Public official is a person who performs legislative, administrative, or judicial functions as an organ or employee of the Federal Government, a State Government, a municipality, or another public corporation (= public official in the narrower sense).2. Public official is also anyone who is in any other way authorized to exercise official functions in the execution of laws on behalf of the aforementioned entities.3. Also, those persons who work as an organ or employee of a corporation in which one or more domestic or foreign territorial authorities hold, directly or indirectly, at least 50% of the share capital, capital stock or equity or who are subject to review by the audit office. This includes in particular employees of companies whose shares are held by the public sector.4. Foreign and internationally active public officials are also covered by the definition "public official", as are officials of the European Union. <p>Public officials relevant for the cooperation with Amann GIRRbACH are in particular:</p> <ol style="list-style-type: none">a) Officials and contract staff working in public health authorities;b) Medical staff (e.g. physicians and dentists) in public hospitals;c) University doctors and university professors (who are active in research and teaching and, for example, prepare examination reports or studies);d) Physicians in hospital facilities operated by social insurance institutions.



AMANNGIRRBACH

	<p>It follows that public officials can also be HCPs.</p> <p>No public officials are, for example, physicians and dentists in private practice (irrespective of a health insurance contract) as well as physicians and dentists in private and religious hospitals.</p>
Official acts	<p>Official acts are all legal acts and factual activities of public officials that serve to fulfil the tasks of the legal entity they represent. In addition to tasks of government's administration, this also includes acts in the private sector.</p> <p>Official acts are, for example, the issuing of a decision by an authority, the granting of permits or participation in legislation. In the private sector, official acts include, for example, the conclusion of contracts and the granting of discounts. In the health sector, the treatment of patients, the prescription and procurement of medical products (e.g. by a public clinic) and all other activities of medical personnel (including the performance of studies) are also covered.</p>
Benefit	<p>Benefits in the sense of the corruption offences are material and immaterial benefits which can improve the economic, legal, social or professional position. Both benefits to public officials, business partners or HCPs themselves on the one hand and benefits to third parties (such as family members or a legal entity) on the other hand are benefits. A third party may also be the authority represented by the public official/business partner/HCP or the company in which he/she works.</p> <p>Material benefits are all benefits that increase wealth in an objectively measurable way, such as money, food and drinks, free services, also small gifts such as a bottle of wine, paid journeys, tickets to sports or cultural events or the reduction of liabilities.</p> <p>Immaterial benefits are social or professional improvements, for example promotions, the support of a job application, invitations to social events.</p>
Sponsoring	<p>Sponsoring includes support and promotion of persons, organisations or events in the form of money, goods and services. However, in contrast to donations, the sponsor seeks a consideration consisting of advertising effects. Sponsorship is a common communication and marketing instrument and is generally permissible if the provisions of this policy are complied with.</p>



Corruption	Active corruption is understood as the effort to influence the decision of another person by granting a benefit. Passive corruption means, in particular, the acceptance of a benefit for the purpose of influencing a particular decision. It is not only inadmissible to offer and grant or to be promised and accept a benefit for a concrete current decision, but also for the future activity of public officials (so-called "sweetening"). Corruption may occur in the public sector (in this case it is about granting a benefit to public officials) or in the private sector (towards anyone, for example a business partner).
-------------------	--

3. Principles for dealing with business partners, public officials and HCPs

The following principles must be observed in all situations when granting a benefit and in cooperation with business partners, public officials and HCPs (e.g. supply and consultancy contracts as well as lectures or presentations) in order to avoid undue influence and corruption:

- **Principle of independence and separation:** Benefits – to the extent permitted by law – must not appear to be intended to influence the free decision-making process of a business partner, public official and HCP or the independence of persons authorized to prescribe, dispense or procure medical devices.
- **Principle of written form and transparency:** Contracts must be concluded in writing for reasons of proof and transparency. The principle of dual control applies. Performance and consideration and other legally permissible benefits must be traceable in writing at all times. In the case of services to be provided on an ongoing basis (e.g. consulting services, lecturing activities, study projects), regular documentation of the business purpose is required.
- **Principle of equivalence:** Performance and consideration must be in a reasonable relationship to each other in terms of value. Contracts with business partners, public officials and HCPs must stand up to an arm's length comparison. Remuneration must be in line with the market and must be based on the scope of the service, the time required and the qualification of the contractual partner. Benefits without consideration are not permitted. Exceptions to this rule are the following exceptions for minor benefits as far as they are permitted by the applicable laws of the state concerned.
- **Prohibition of acceptance of cash for products and services of Amann Girschbach:** Employees of Amann Girschbach are prohibited from accepting cash for services of Amann Girschbach. For reasons of transparency and documentation, all payments to Amann Girschbach are to be made to the corresponding business bank accounts of the companies of the Amann Girschbach Group. This applies without



AMANNGIRRBACH

exception to all services provided by Amann Girschbach and to all business partners of Amann Girschbach as well as HCPs and public officials.

- **Principle of immediacy:** As a matter of principle, services or benefits may not be dedicated to private purposes of the business partner/HCP/ public official. Invitations to medical events should also preferably be addressed to the institution/university itself. Exceptions may be made in the case of consultancy contracts concluded directly with the respective HCP, whereby in case of doubt the Compliance Office must be consulted beforehand.
- **Prohibition of cooperation with embargoed countries:** Employees of Amann Girschbach are prohibited from maintaining business relations with companies which have their registered office in a state which is named on an EU or US sanctions list. In individual cases, exceptions to this prohibition may be approved by the **Compliance Office**, provided this is permissible under the applicable laws of the state concerned.

4. General code of conduct

It should be noted in advance that Amann Girschbach is active worldwide. The assessment of the question as to whether offering, promising and granting as well as demanding, accepting or allowing oneself to be promised an advantage is permissible is therefore fundamentally based on the respective laws of the country concerned. The same applies to gifts and invitations. **Employees of Amann Girschbach are therefore urged to consult their superiors** if they are in doubt about the permissibility of an advantage, gift or invitation. In any case, **the Compliance Office** shall be involved in this correspondence (the Compliance Office shall be put "cc" in requests to the superior in this regard). The superior is in turn obliged to report this to the Compliance Office.

Furthermore, the following rules of conduct apply to all employees of Amann Girschbach worldwide:

Offering, promising and granting as well as demanding, accepting or accepting the promise of a **benefit** is **prohibited** if the benefit e.g.

- is made in **cash**, or
- is granted for the performance or omission of an **official act** of a public official in accordance with or in breach of duty, or
- intends **legal acts** which are in **breach of duty** or intends **undue influence** on a person, or
- is intended to obtain an **improved private or economic position** by the person promising or granting the benefit, or
- is granted on the occasion of a **sham contract** or it involves inadmissible **kickback payments** or an **inadmissible commission payment** or



AMANNGIRRBACH

- is incorrectly **not passed on** to the employer of the beneficiary.

A contractual service under a valid contract creates a legal entitlement to receive a service in return and therefore precludes a benefit under criminal corruption law. **Contractual services/performances are therefore no benefits and may of course be accepted, granted and demanded**, provided however such contractual services/performances are determined according to the principles (in particular according to the principle of equivalence) set forth in this policy. This also includes, for example, benefits within the framework of a **sponsorship contract** where the consideration essentially consists of advertising effects. **Fictitious contracts, on the other hand, are void and cannot give rise to a legally justified claim.** Benefits provided on grounds of fictitious contracts, are therefore prohibited benefits. Benefits provided on grounds of unlawful or immoral contracts also do not establish a legally justified claim. For example, contracts that are intended to establish a claim to the prohibited benefits described above are unlawful.

Employees are required to inform their superiors about unusual or suspicious offers before concluding a contract. In any case, the Compliance Office shall be involved in this correspondence (the Compliance Office shall be put "cc" in requests to the superior in this regard). The superior is in turn obliged to report to the Compliance Office and, in case of doubt, decides together with the Compliance Office on the admissibility of the conclusion of the contract.

5. Gifts and invitations

In the case of gifts and invitations, a differentiation must be made between **three "groups of recipients"** to which different strict rules apply. These three groups concern (i) general business partners, (ii) public officials and (iii) HCPs. It must be considered that HCPs can also be public officials. In such a case, the stricter rules apply in each case.

5.1. Business partners

It is prohibited to offer or grant a benefit to **business partners** (e.g., consultants, suppliers, sales partners; in each case without belonging to the group of HCPs and public officials) to motivate them to perform a **legal act** in breach of their duties, contrary to the requirements of their company. Apart from that, it is also prohibited to grant a **private benefit** to an employee of a company in connection with his business activity if the employee does **not pass the benefit to the company** contrary to his duties.

Examples of prohibited benefits:

- An employee invites the head of the sales department of another company and his family on a holiday to the Caribbean at the expense of Amann Girschbach; in return Amann Girschbach receives unusually high discounts on orders for goods and special conditions for payment.



AMANNGIRRBACH

- A sales representative of Amann Girschbach grants an authorised dealer natural discounts on his product order and receives a "commission" in return and does not transfer this to Amann Girschbach.

If permitted by the laws of the respective state, it is permissible to give business partners **minor gifts** without a business connection. However, the **value limit per gift, which may vary from country to country**, must be observed. **The same applies to meal invitations.** In addition, gifts and meals may not be given on the occasion of or for the performance of a **legal act in breach of duty.** **Employees of Amann Girschbach are therefore requested to consult their superior** in the event of doubt as to the permissibility of an advantage, gift or invitation. The **Compliance Office** is to be involved in this correspondence in any case (the Compliance Office shall be put "cc" in requests to the superior in this regard). The superior is in turn obliged to report this to the Compliance Office.

This also applies if advantages are offered, promised or granted to employees of Amann Girschbach. Employees of Amann Girschbach may only accept benefits/gifts if they are permissible under the laws of the respective country.

When **cooperating with public officials and HCPs**, the following rules must be kept in mind:

5.2. Public officials

The **granting of benefits** (e.g., gifts, invitations to meals, remission of liabilities or the granting of unusually high discounts) **to public officials is generally prohibited.** If benefits are permitted under the national provisions of the respective state, the following shall apply:

Provided that there is no connection with any concrete official act and that it is not intended to influence the public official in his official activities in the future (so-called "*sweetening*"/"*grooming*"), the **granting of the following benefits is permitted - after prior consultation with and approval by the superior:**

1. Benefits which are granted in the context of **events** in whose participation there is an official or objectively justified interest; this concerns, for example, the absorption of reasonable and customary costs for catering, travel and accommodation at professional events; the reasonableness of the costs is determined by the national provisions of the respective state.
2. **Donations for charitable purposes**, if the public official does not exercise a determining influence on the use of the donations; in the health sector, donations are only permissible if they serve the promotion of research and teaching of scientific value, the improvement of health or patient care, education and training or other charitable purposes.



AMANNGIRRBACH

Employees of Amann Girschbach are required to involve the **Compliance Office** in correspondence with their superiors in this regard. The Compliance Office is therefore to be put "cc" in relevant enquiries to the superior. **The superior is obliged to report any granting of advantages to public officials to the Compliance Office.**

5.3. Healthcare Professionals

5.3.1. Gifts to Healthcare Professionals

Within the framework of **sales promotion** for medical products, which include Amann Girschbach products, the following, stricter rules apply to the interaction with **HCPs**:

- It is **generally prohibited to** grant, offer or promise **benefits** to HCPs in connection with the **sale of medical products. This includes bonuses or commissions for prescribing medical products.**
- **Gifts that are permissible and relevant to the medical or medical-technical activities of the HCP** and have a **low value** are permissible. The **value limits** depend on the national provisions of the respective state. This applies in particular to **promotional gifts** of low value such as pens, notepads and post-it notes. Electronic diagnostic devices or technical equipment regularly exceed the value limit and are thus prohibited.
- In any case, the gift must not serve the private benefit of the HCP.

Examples of prohibited conduct in the context of sales promotion:

- Amann Girschbach's sales representative A offers an employee of a private dental outpatient clinic EUR 1,000 for ordering 100 pieces of Amann Girschbach's products, although this order contradicts the dental outpatient clinic's specifications on price/brand/allowed order quantity.
- Dentist B, who works in a private dental clinic, demands that Amann Girschbach pays his holiday to continuously use the company's medical products.
- Employee C, who is responsible for ordering medical products, regularly receives visits from a sales representative of a medical products manufacturer. C often receives electronic devices, watches etc. by the sales representative, which he does not hand over to the company but uses it for private purposes.

5.3.2. Business meals with Healthcare Professionals

The invitation to business meals is only permissible under the following conditions:

- The meal invitation must be for the **purpose of exchanging professional information with HCPs**;
- The invitation to a meal is permissible according to the national provisions of the respective state and the meal must be within reasonable limits; the value limits are determined by the national provisions of the respective state;



AMANNGIRRBACH

- The cost coverage for meals of family members of the HCPs or other accompanying persons is not permitted;
- The invitation must not violate any compliance regulations of the HCP's employer. This must be checked by discreetly asking ("May I invite you?") before the costs are covered.

Employees are encouraged to consult their superiors if they are in doubt about the admissibility of the invitation to a business meal or the amount of the costs to be paid. In any case, the **Compliance Office** must be involved in this correspondence (the Compliance Office is to be put "cc" in relevant enquiries to the superior). The superior is in turn obliged to report to the Compliance Office.

5.4. Cost coverage for events in the medical technology sector

The assumption of costs for events that serve to provide information to HCPs and their continuing education and training is permitted under the following conditions:

- **In the case of training events organised by Amann Girschbach, reasonable and customary catering, travel and accommodation costs may be reimbursed to participants;** The adequacy of the costs and the value limits are governed by the national provisions of the respective state.
- Insofar as (external) participants make active contributions in the form of presentations, moderations, application instructions, etc., they may be reimbursed an **appropriate fee** in addition to catering, travel, and accommodation costs.
- **In the case of events which are not organised by Amann Girschbach, Amann Girschbach is entitled to reimburse participants for travel, catering, and accommodation costs on presentation of original receipts if the purpose of participation is to impart knowledge and experience relating to Amann Girschbach products.** The findings and experiences are to be submitted in written form (e.g., copies of the presentation documents, brochure etc.) and represent the consideration for the cost coverage.
- **The costs of a private follow-up trip and the costs for family members and such like may not be covered. The cost coverage for entertainment and social events (such as cultural events) is also not permitted.**

Employees are encouraged to consult with their superior if they are in doubt about the admissibility or the amount of the costs to be covered. The **Compliance Office** is to be involved in this correspondence in any case (the Compliance Office is to be put "cc" in relevant enquiries to the superior). The superior is in turn obliged to report this to the Compliance Office.



AMANNGIRRBACH

6. Contact and reports

If you have any questions or concerns about this policy or any related matter, please contact the **Compliance Office**.

Employees of Amann Girschbach are independently responsible for the careful observance of the rules of conduct in the policy. Employees of Amann Girschbach are obliged to direct all information and suspicions of violations of this policy to the Compliance Office at the following e-mail address:

compliance@amanngirschbach.com

All reports are diligently checked. Reports that are made against better knowledge or even deliberately in a false manner and with the intention of causing damage can have consequences under employment, civil and criminal law.

If the examination of the reported case reveals that there is sufficient suspicion of a breach of the policy or national criminal law, more detailed investigations will be initiated to fully clarify the facts. The internal investigation can be carried out both by Amann Girschbach and with the involvement of external consultants (for example lawyers or auditors). All employees of Amann Girschbach are obliged to cooperate in such internal investigations.

7. Consequences of breaches of the policy

Violations of the policy may have **consequences under employment law** (warning, termination, dismissal) and **may give rise to civil and criminal liability**. Employees who violate the provisions of criminal law relating to corruption may face **imprisonment for several years or heavy fines**.

Amann Girschbach is a globally active company with business all over the world. For this reason, bribery and other corrupt behavior can be prosecuted **not only by national courts but also internationally**. Violations of this policy may lead to severe penalties under international criminal law legislation, both for Amann Girschbach and the acting individuals.

The **UK Bribery Act** is now among the strictest legislation on bribery. It introduces a new strict liability offence for companies for failing to prevent bribery. This new kind of corporate criminal offence places a burden of proof on companies to show they have adequate procedures in place to prevent bribery. Therefore, the compliance with this policy is very important, also in this regard.

Of course, the UK Bribery Act also provides for strict penalties for active and passive bribery by individuals as well as companies. So, individuals and companies may be punished under the UK Bribery Act by British Courts. Please note, that the UK Bribery Act is not only applicable on companies incorporated in or carrying on business in the UK. Furthermore,



AMANNGIRRBACH

the UK Bribery Act has **extra-territorial reach** both for UK companies operating abroad and for foreign companies with a presence in the UK. This even when the bribery takes place wholly outside the UK or merely a foreign company carries on any part of its business in the UK.

The **US Foreign Corrupt Practices Act ("FCPA")** is also applicable on Amann Girschbach and its employees. The FCPA generally prohibits the bribing of foreign officials and requires listed companies to maintain accurate books and records in conformity with the GAAP-provisions.

Most importantly, the FCPA can apply to prohibited conduct anywhere in the world, even, in certain circumstances, where there is no US territorial connection. The Securities and Exchange Commission ("SEC") and the Department of Justice ("DOJ") are jointly responsible for enforcing the FCPA. The sanctions for FCPA violations can be significant. For individuals, FCPA violations may result in imprisonment. For Amann Girschbach FCPA violations may besides high penalties result in major negative impact on the business in particular in the USA.