



# Business Conduct Guidelines

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# Basics first

## Respecting the Law

Observing the law and the legal system in every country where we do business is a fundamental principle for Sivantos<sup>1</sup>. All employees must obey the laws and regulations of the legal systems within which they are operating in addition to applicable Sivantos policies. We don't accept violations of law.

In the case of a violation, an employee – regardless of the sanctions that could be imposed by law – is subject to disciplinary consequences for violating his or her employment contract.

## Respecting Each Other

We respect the personal dignity, privacy, and personal rights of every individual. Our work environment is being enriched by individuals of various ethnic backgrounds, cultures, religions, ages, disabilities, races, sexual identity, world view and gender. Consistent with our corporate principles and with the employment laws of the countries in which we work, we do not tolerate discrimination against anyone on the basis of any of these characteristics or harassment or offensive behavior.

## Starting at the Top

The culture of integrity and compliance in an organization starts at the top. All managers must fulfill their duties of organization and supervision. They bear responsibility for all employees entrusted to them and earn respect by exemplary personal behavior, performance, openness, and social competence. This means, among other things, that each manager must emphasize the importance of ethical conduct and compliance, and promote them through personal leadership. Each manager must also set clear, ambitious and realistic goals and lead by example.

All managers shall be accessible in case employees wish to raise compliance concerns, ask questions or discuss a professional or personal problem.

It is the responsibility of all managers to see to it that there are no violations of laws within their area of responsibility that proper supervision could have prevented.



<sup>1</sup>References to "Company" or "Sivantos" are to Sivantos Group companies.

# Business Partners and Third Parties

## Competing Fairly

Fair competition permits markets to develop freely – with attendant social benefits. Accordingly, the principle of fairness also applies to competition for market share.

Anti-trust evaluation can be difficult, particularly because the rules can differ from country to country and from case to case.

Here are examples of the types of behavior that can lead to a violation of anti-trust laws. Employees may not:

- talk to competitors about prices, output, capacities, sales, bids, profits, profit margins, costs, methods of distribution or any other parameter that determines or influences the Company's competitive behavior with the aim to solicit parallel behavior from the competitor,
- enter into an agreement with a competitor not to compete, to restrict dealings with suppliers, to submit bogus offers for bidding or to divide up customers, markets, territories or production programs, or
- have any influence on the resale prices charged by our purchasers, or attempt to make them restrict the export or import of goods supplied by Sivantos.

Moreover, employees may not obtain competitive intelligence by using industrial espionage, bribery, theft or electronic eavesdropping, or communicate knowingly false information about a competitor or its products or services.

## Complying with Applicable Laws

We compete fairly for orders, not by offering improper benefits to others. As a result, no employee may directly or indirectly offer, promise, grant or authorize the giving of money or anything else of value to a government official<sup>2</sup> to influence official action or obtain an improper advantage.

The same applies to a private commercial counterparty in a business transaction in consideration for an improper advantage. Any offer, promise, grant or gift must comply with applicable laws and Sivantos' policies, and must not raise an appearance of bad faith or unsuitableness. This means that no such offer, promise, grant or gift may be made if it could reasonably be understood as an effort to improperly influence a government official or as a bribe to a commercial counterparty to grant Sivantos a business advantage.

In addition, employees may not give money or anything of value indirectly (for example, to a consultant, agent, intermediary, business partner or other third party) if the circumstances indicate that all or part of may be directly or indirectly:

- passed on to a government official to influence official action or obtain an improper advantage, or
- to a private commercial counterparty in consideration for an unfair advantage in a business transaction.

For that reason, employees responsible for hiring consultants, agents, partners in joint ventures or other business partners must take action as appropriate to:

- ensure that those third parties understand and will abide by Sivantos' anti-corruption policies or comparable equivalents,
- evaluate the qualifications and reputation of such third parties, and
- include appropriate provisions in agreements and contracts designed to protect Sivantos.

Employees are not permitted to use their jobs to solicit, demand, accept, obtain or be promised advantages. This does not apply to the acceptance of occasional gifts of purely symbolic value or meals or entertainment reasonable in value that are consistent with local customs and practices and Sivantos policies. Any other gifts, meals or entertainment must be refused.

<sup>2</sup>The term "government official" is defined broadly to include officials or employees of any government or other public body, agency or legal entity, at any level, including officers or employees of state-owned enterprises and public international organizations. It also includes candidates for political office, political party officials and employees, as well as political parties.

### **Being a Responsible Member of Society**

Sivantos does not make political contributions (donations to politicians, political parties or political organizations).

As a responsible member of society, Sivantos makes monetary or donations in kind for education and science, art and culture, and social and humanitarian projects. All donations must be transparent. This means, among other things, that the recipient's identity and planned use of the donation must be clear and the reason and purpose for the donation must be justifiable and documented.

Sponsoring means any contribution in money or in kind by Sivantos toward an event organized by a third party in return for the opportunity to advertise the Sivantos brands by, for example, displaying the Sivantos or any of its products logo, being mentioned in the opening or closing addresses, or the participation of a speaker on a discussion panel, as well as tickets to the event.

All sponsoring contributions must be transparent, pursuant to written agreement, for legitimate business purposes, and commensurate with the consideration offered by the event host. Contributions may not be promised, offered or made to secure unjustified competitive advantages for Sivantos or for other improper purposes, and they may not be made toward events organized by individuals or organizations that have goals incompatible with Sivantos corporate principles or that would damage Sivantos reputation.

### **Acting Transparently**

In our dealings and interactions with government entities and government-owned businesses around the world we act in a manner that is transparent, honest and accurate and comply with all applicable laws and regulations related to government procurements.

Money laundering is the process of disguising the nature and source of money connected with criminal activity – such as terrorism, drug trafficking or bribery – by integrating “dirty money” into the stream of commerce so that it appears legitimate or its true source or owner cannot be identified.

We do not facilitate money laundering. All employees must abide by applicable anti-money laundering laws and Sivantos' procedures, designed to detect and deter suspicious forms of payment or customers or other transactions that could involve money laundering. To avoid problems in this area, employees must be attentive to and report suspicious behavior by customers, consultants and business partners. Employees must also follow all accounting, record-keeping and financial reporting requirements applicable to cash and payments in connection with other transactions and contracts.

### **Respecting Laws and Regulations**

Sivantos complies with applicable export controls and customs laws and regulations in the countries where it does business. Export controls generally apply to the transfer of goods, services, hardware, software or technology across certain national borders, including by email. Export control laws may be triggered in connection with direct or indirect exports to or imports from sanctioned countries or parties, who, for example, may be designated based on national security grounds or because of participation in criminal activity. Violations of these laws and regulations may lead to serious penalties, including fines and governmental withdrawal of simplified import and export procedures (interruption of seamless supply chain).

### **Sharing Sivantos Values**

Sivantos expects its suppliers to share Sivantos values and comply with all applicable laws. Furthermore, Sivantos expects its suppliers to act in accordance with the principles established in our Supplier Code of Conduct.

# Conflicts of Interest

## Making the Right Business Decisions

It is the duty of Sivantos employees to make business decisions in the best interest of Sivantos, not based on their own personal interests. A conflict can for example take the form of a business relationship with, or an interest in, a competitor or customer of Sivantos, or participation in sideline activities that prevent employees from being able to fulfill their responsibilities at Sivantos.

Employees must inform their supervisor of any personal interest they could possibly have in connection with the execution of their professional duties.

Employees are not permitted to use, for their own personal contracts or orders, companies with which they have business dealings as part of their activities for Sivantos if they could derive any advantage from the personal contract or order. This is particularly applicable if the employee exercises or is capable of exercising a direct or indirect influence upon whether that company receives a contract from Sivantos.

It is important that all employees recognize and avoid conflicts of interest, or even the appearance of a conflict of interest, as they conduct their professional activities. A conflict can also arise through the actions of a close relative.



# Company Property

## Using Devices for Company Business

There are many devices and pieces of equipment in Sivantos offices and workshops, such as telephones, copying machines, computers, software, Internet/intranet, machines and other tools, including e-mail and answering machine systems.

These are only to be used for company business and not for personal benefit. Exceptions, and payment if applicable, can be agreed upon locally.

# Information

## Reporting Truthfully

Open and effective communication requires accurate and truthful reporting. This applies equally to relationships with investors, employees, customers and business partners, as well as with the public and all governmental offices.

Sivantos is also required to maintain sound processes and controls so that transactions are executed according to management's authorization. Sivantos must also prevent and detect unauthorized use of Sivantos assets. All Sivantos employees are required to make sure that the Sivantos books and records they create or are otherwise responsible for are complete, accurate, honestly reflect each transaction or expenditure, and are timely and in accordance with applicable accounting rules and standards whether or not the information will be included in a public filing or provided to a government agency. Such books and records include all data, certifications and other written materials provided for financial reporting and disclosure purposes as well as materials collected for other purposes. These also include internal expense records (such as expense account reports).

## Maintaining Confidentiality

Confidentiality must be maintained with regard to Sivantos' internal confidential or proprietary information that has not been made known to the public. Non-public information from or concerning suppliers, customers, employees, agents, consultants and other third parties must also be protected in accordance with legal and contractual requirements.

Confidential or proprietary information may include, in particular:

- details concerning a company's organization and equipment, prices, sales, profits, markets, customers and other matters of business,
- information on manufacturing or research and development, and
- internal reporting figures.

The obligation to maintain confidentiality extends beyond the termination of the relevant employment relationship, since the disclosure of confidential information could cause harm to Sivantos' business, clients or customers no matter when it is disclosed.

## Protecting Data

Effective foresight with regard to the risks of electronic communication is an important component of information technology management, the leadership function, and also the behavior of each individual.

Personal data may only be collected, processed, or used insofar as it is necessary for pre-determined and legitimate purposes. In addition, personal data must be maintained in a secure manner and appropriate precautions should be taken when transmitting it. High standards must be ensured with regard to data quality and technical protection against unauthorized access. The use of the data must be transparent for those concerned. The rights of those concerned must be safeguarded with regard to use and correction of information and, if applicable, to objections pertaining to blocking and deletion of information.

In some jurisdictions (such as the European Union and Singapore) there are strict laws and regulations pertaining to the collection and use of personal data, including data on others, such as customers or business partners. All employees must abide by such laws to protect the privacy of others.

## Using Social Media Appropriately

The use of social media can expose Sivantos to serious reputational or legal risks. Therefore, it is important that all employees use social media appropriately and in accordance with the applicable law. Disruptive, offensive or discriminating content as well as information concerning the Sivantos business must not be posted online.

## Securing Inside Information

People who have inside information with regard to Sivantos or another company – such as a customer, supplier or joint venture partner whose securities are admitted to trading on a stock exchange or an organized securities market – are not allowed to trade or to recommend trade in these companies' securities or in financial instruments when the prices depend directly or indirectly on these companies' securities (insider securities). Inside information is any specific information which is not public knowledge relating to Sivantos or such other issuer of insider securities, which, if it became publicly known, would likely have a significant effect on the price of the insider security. Such likelihood exists if a reasonable investor would view the information as likely to have an impact on the price of the security. It would also exist if a reasonable investor would take the information into account in making an investment decision.

Inside information must not be disclosed or made available to a third party without authority to do so. The disclosure of inside information is unauthorized whenever it is made outside the normal scope of an insider's work functions or professional duties, or in fulfilling other duties on behalf of the issuer. This applies both to information disclosed within Sivantos and to information disclosed outside Sivantos, including to

journalists, financial analysts, customers, consultants, family members, or friends. Furthermore, employees must always make sure that insider-relevant information is secured or kept under lock and key so that unauthorized persons cannot gain access to it.

Additional or special insider trading rules and local law have to be complied with, as applicable.



## Environment, Safety and Health

### **Conserving Natural Resources**

Protecting the environment and conserving natural resources are high priorities for our company. Through management leadership and employee commitment, Sivantos strives to conduct its operations in a manner that is safe for the environment and continually improves environmental performance.

### **Caring for Employees**

Protecting the health and safety of employees in the workplace is a high priority for Sivantos. It is the responsibility of everyone to foster Sivantos' efforts to conduct its operations in a safe manner.

# Monitoring Regularly

## Enforcing the Compliance System

Compliance with the law and observance of the Business Conduct Guidelines shall be monitored worldwide in all Sivantos companies on a regular basis. This shall be done in accordance with applicable national procedures and legal provisions.

A compliance organization is in place at Sivantos to ensure enforcement of the Sivantos compliance system.



# Additional Information and Contacts

## Getting Answers

If a Sivantos employee has questions concerning the Business Conduct Guidelines, the employee may contact the employee's supervisor or the Compliance organization.

All documentation will be kept confidential to the extent permitted by law. No reprisal of any kind against complainants will be tolerated.

## Making a Complaint

All employees may lodge a complaint with their supervisor, their compliance officer or personnel manager. Circumstances which point to a violation of the Business Conduct Guidelines are to be reported to the Sivantos Compliance Office or the Sivantos Ombudsman. All complaints can be submitted both confidentially and anonymously, and will be investigated. Corrective measures will be implemented if necessary.

# Conventions and Recommendations

## Recognizing Standards

In addition to the laws and regulations of individual countries, there are a number of conventions and recommendations from international organizations. They function as important guidelines for the conduct of multinational companies and their employees.

Sivantos is committed to embracing, supporting and enacting, within its further sphere of influence, the set of core values in the areas of human rights, labor standards, the environment, and anti-corruption included therein as an integral part of its business strategy and operations.

Sivantos therefore expects its employees, suppliers and business partners around the globe to recognize and apply particularly the standards of the:

- Universal Declaration of Human Rights (1948) and European Convention for the Protection of Human Rights and Fundamental Freedoms (1950)
- ILO (International Labor Organization) Tripartite Declaration of Principles concerning Multinational Enterprises and Social Policy (1977) and ILO Declaration on Fundamental Principles and Rights at work (1998) (specially with following issues: elimination of child labor, abolition of forced labor, prohibition of discrimination, freedom of association and right to collective bargaining)
- OECD Guidelines for Multinational Enterprises (2000)
- "Agenda 21" on Sustainable Development (final document of the basic UN-conference on environment and development, Rio de Janeiro (1992)
- UN Convention Against Corruption (2005)

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