



# CODE OF CONDUCT

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## 1. Introduction

The Pantheon Healthcare Group, including Pantheon Holdco Limited, all subsidiaries of Pantheon Holdco Limited and subsidiaries thereof (the “Group”), represent the most innovative and entrepreneurial healthcare service companies in the world, striving to enhance customer experience with a secure, reliable quality of service in support of the clinical healthcare environment. The Group is committed to the highest standards of ethical business conduct.

The Pantheon Healthcare Group’s code of conduct (“Code of Conduct”) is designed to guide our business behavior and represents the main document for the purpose of clearly defining our fundamental ethical values, with the aim of confirming our reputation of correctness, transparency and clarity. This Code of Conduct sets out all rights, duties, and responsibilities of the Group towards stakeholders (including employees, suppliers, customers, public entities) and seeks to recommend, promote or prohibit determined behaviors, in addition to any provisions of law. Additional compliance documents, policies, procedures and guidelines, which have been established, are an integral part of Pantheon Healthcare Group’s Compliance Program.

All individuals acting on behalf of the Group (“Associates”) must comply with the Code of Conduct, regardless of their location and the nature of their work. Associates include:

- Executive-directors and non-executive directors, members of company bodies, and anyone carrying out even de facto tasks of management, administration, direction or control of entities within the Pantheon Healthcare Group;
- Employees, including temporary staff;
- Consultants, agents, intermediaries, interns, representatives, contractors, business partners and in general all those who, for whatever reasons, directly or indirectly, permanently or temporarily render professional services in favor or on behalf of the Group.

Adherence to the Code of Conduct is a condition of employment or other type of contractual relationship. Each Associate must read, understand and comply with it. The Group does not tolerate violations of the Code of Conduct and is fully committed to handling non-compliance cases adequately.

## 2. Compliance with Local laws and regulations

The Pantheon Healthcare Group operates in many countries, and therefore in many different legal systems. The Group ensures compliance with legal and regulatory requirements at a domestic and an international level, as well as the observance of internal directives, policies and procedures.

In addition to the Code of Conduct, Associates must also comply with applicable national and international laws, regulations, and applicable Group and affiliate policies and procedures. In cases where there is a conflict between local law, or a specific provision of affiliate policy based on mandatory requirements of local law (“Local Rules”) and the Code of Conduct, the local law and Local Rules will govern. Otherwise group standards outlined in the Code of Conduct will govern.

### 3. Fair Competition

Competition laws (also referred to as antitrust laws) are designed to protect competition in the market place. The Pantheon Healthcare Group is committed to competing in a fair and ethical way, in compliance with national and international competition/antitrust laws and regulations, applicable to the markets in which the Group operates.

Competition law in most countries prohibits companies from collaborating with competitors against the interest of consumers. This includes a range of prohibited activities including:

- price fixing;
- agreeing on terms and conditions in contracts;
- restricting the supply of goods or services;
- submitting false bids or tenders and dividing markets or territories.

The Group prohibits all Associates, irrespective of their position, location and seniority form:

- being involved in any agreements, arrangements or practices that have as their object or effect to prevent, restrict or distort competition;
- discussing pricing or other competitive information with competitors, fixing prices with competitors or entering into any other discussions, agreements, or arrangements with competitors that might have an effect on free competition.

Associates involved in a private or public tender process must be aware of and comply with applicable tender regulations. Transparency must be maintained throughout the procurement cycle, adhering to applicable formal procedures while providing the governmental decision-makers with correct, transparent and non-discriminatory data.

### 4. Anti-Bribery and Anti-Corruption

The Pantheon Healthcare Group has a zero-tolerance policy towards any form of bribery and corruption. Associates must observe the highest standards of moral integrity, and are expressly required to comply with all laws, rules and regulations regarding the fight against corruption, including standards set forth in the UK Bribery Act 2010 as it may be amended from time to time, and local regulations in the countries in which the Group operates. The Group conducts its business so as not to be involved in any form of corruption and shall not to facilitate, or risk involvement in, unlawful situations in relations with public or private entities.

“Public Entities” include public officials and civil servants or all those working within the ambit of Public Administration in all the countries in which the Group operates, as defined by the applicable laws and regulations.

“Private Entities” means people representing or operating on behalf of customers, suppliers, business partners or contractual counterparties in general and in any case individuals with whom the Associates work in the interest of the Group.

Associates are strictly forbidden from:

- offering, promising, giving, paying or authorizing someone to give or pay, directly or indirectly, money or other kind of advantages or utilities, benefits of any sorts to a Public or Private Entities;
- accepting a request or authorizing someone to accept or solicit, directly or indirectly, an offer, promise or payment or economic advantages or other benefit from Public or Private Entities

when the purpose is:

- to induce the other party to perform its function or to perform it incorrectly, be it of a public or private nature, in relation to work done by or for the Group in order to reward an activity carried out in respect of the Group;
- to influence the realization of an act or its omission in the interests of the Group;
- to obtain, ensure or retain a piece of business or an unfair or unreasonable advantage with respect to the conduct of the business.

Associates are also prohibited from receiving or obtaining any promise of money or other benefit for themselves or for others, as a consequence of committing or omitting acts in violation of the obligations inherent in their office or obligations of loyalty, also causing damage to the Group.

## 5. Working with Government Customers

Governments and public institutions are often major consumers of the Pantheon Healthcare Group's products and services. The Group is committed to liaising with the authorities and public bodies in accordance with the laws and regulations.

Many such governments and public entities have laws that impose a variety of requirements on how they procure those goods and services and how suppliers must behave in pursuing these opportunities and in performing any contracts that they obtain.

Specific requirements vary from country to country, as well as the consequences of non-compliance with them, therefore Associates must behave as required under their respective laws and regulations applicable to public tender, always acting with honesty and integrity, avoiding any conduct intended to improperly influence public officials or employees.

## 6. Gifts, Donations and Entertainment

Associates shall not be influenced by receiving favors, nor shall they try to improperly influence others by providing favors. It is strictly forbidden to promise, offer, accept favors or benefits, whether upon direct or indirect solicitation or otherwise, in cash or property regardless of their amount and value or other, to Public Officials for the purpose of influencing or merely interfacing with their decisions, obtaining more favorable treatments of Pantheon Healthcare Group, themselves or for any other illegal or unlawful end.

Under any business relationship with consultants, intermediaries, suppliers and other third parties, courtesy gifts and donations are permitted only provided that they represent promotional items of minimal value as defined in the applicable Group policy.

When an employee of the Group receives or is asked to provide gifts or special treatments that do not qualify as customary courtesy relations, he/she must immediately report that situation through the standard reporting channels to his/her direct supervisor, and react in compliance with applicable Group or affiliate policies and procedures.

Every kind of entertainment is acceptable only if there is clear and valid business reason and in compliance with applicable laws and specific policy; in any case the costs of any entertainment must be kept within reasonable limits and managed in compliance with applicable laws and specific company policies

## 7. Complying with International Trade Controls

Pantheon Healthcare Group's business operations worldwide are subject to a variety of export and import laws. Export laws can limit where the Group may ship materials, components and finished products, as well as intangible technical data and manufacturing information.

The Group is committed to acting in full compliance with the law and regulations regarding export control and customs activities. In some cases, these laws may prohibit carrying out commercial activities in certain countries, or impose requirements and approvals to be obtained before goods or technology may be exported or traded. The laws relating to customs activities require precise documentation and proper valuation of goods.

## 8. Money Laundering Prevention

Pantheon Healthcare Group will not be engaged or involved in any activity which may imply the laundering of proceeds of illicit activities in any form or manner whatsoever. Associates are required to verify in advance all information available regarding individual and entities with whom they are in contact with, in order to establish any business relationship. No Associate can make any kind of payment in the interests of the Group in the absence of adequate supporting documentation.

It is strictly forbidden to receive or accept the promise of cash payments (or run the risk of being involved in events) relating to the laundering of money derived from illegal or criminal activities. Associates are required to avoid any involvement in the operations suitable for the purpose of encouraging, even potentially, the laundering of money derived from illicit criminal activities and to act in full compliance with internal control procedure. The Group shall always comply with anti-money laundering legislation in relevant jurisdictions.

## 9. Political Contributions

Contribution of money, goods, services or other benefit to political parties is prohibited unless required or expressly permitted by law and, in the latter case, authorized by Group policy and procedures.

## 10. Conflicts of Interest

All decisions made on behalf of Pantheon Healthcare Group must be made in the best interest for the Group. Associates must avoid conflicts of interest (and even the appearance of a conflict of interest), with particular regard to personal, financial or family consideration (e.g. the existence of a vested interest in a supplier, client or competitor; inappropriate advantages deriving from the role within the Group), which may influence (or appear to influence) the decision maker's independence of judgement when deciding what is in the Pantheon Healthcare Group's best interest.

Any potential situation that constitutes or might constitute a conflict of interest must be disclosed to the direct supervisor or to the HR officer by the interested party as well as by anyone

becoming aware, in accordance with any applicable Group or affiliate policies.

## 11. Human Resources

Pantheon Healthcare Group follows a policy of human resource management based on transparency and fairness, in accordance with national and international best practices. All the activities of the Group are carried out in full respect of the all applicable laws and regulations in force in matters of health and safety in the workplace as well as the specific rules for accident prevention.

Immediate family members and partners of Associates may be hired as employees or consultants only if the appointment is based on qualifications, performance, skills and experience, provided that there is no direct or indirect reporting relationship between the Associate and his/her relative or partner.

The Group ensures Associate data protection in conformity with applicable regulations according to which personal data may only be processed for the purpose indicated in time of collection.

## 12. Dignity and Equal Opportunities

Pantheon Healthcare Group respects the personal dignity, privacy and personal rights of every individual and is committed to maintaining a work environment free from discrimination and harassment. Associates shall be treated, and shall treat each other, with respect and dignity, in the absence of discrimination, sexual harassment or any form of mobbing, hostile behavior, intimidation or humiliation.

Pantheon Healthcare Group provide equal opportunities on equal conditions, avoiding any form of discrimination based on race, culture, ideology, religion, gender or physically attributes.

## 13. Protection of Group Assets

Associates may never engage in fraudulent or any other dishonest conduct involving Group property or assets. Associates are directly and personally responsible for the protection and lawful use of such assets (both tangible and intangible) and business resources entrusted to them in order to carry out their functions.

No assets or property owned by the Group may be used for purpose other than those indicated or in any illegal manner. All Group assets shall be registered in the accounting books in compliance with the applicable laws.

## 14. Accounting Management and Records

Truthfulness, accuracy, completeness and clarity of the accounting and financial data are fundamental values of the Pantheon Healthcare Group. Accounting records and the documents derived from these must be based on precise, exhaustive and verifiable information reflecting the nature of the transactions to which they refer, in accordance with applicable laws and the accounting principles.

All accounting records must be accompanied by the relevant supporting documentation necessary to allow objective analysis and verification. Each transaction must reflect the evidence contained in the supporting documentation. It is the duty of every Associate to ensure that the

supporting documentation is easily identifiable and in order, according to logical criteria and in conformity with corporate instructions and procedures. Associates are obliged to timely notify to their superior of any omission, imprecision or falsification of accounting books or supporting documents of they may become aware.

## 15. Data Protection and Information Technology Systems

Information about Pantheon Healthcare Group's customers, business contacts and Associates should be held in the strictest confidence and in compliance with national legislation. The Group adopts the standards contained in the EU Data Protection Directive as it may be amended from time to time.

The wealth of information regarding Group operations is accessible only to authorized persons and is protected from undue and improper disclosure. The use of information system and their relevant applications must be in compliance with internal security systems. Each Associate is required to protect the privacy and the confidentiality of information that comes into his/her possession in the course of employment, use it only for exercise of their activities and manage them to ensure its integrity and security. Each Associate shall:

- acquire and process only the data necessary and directly related to his/her functions or store said data so as to prevent third party from becoming aware of the same;
- communicate and share the data within the ambit of the system of data management or subject to prior authorization of the person delegated;
- determine the confidential nature of information in compliance with the requirements of the data management system.

## 16. Confidential Information

Know-how, trade secrets, intellectual property and other confidential information held by the Group represent a fundamental Group resource. Such confidential information includes for example (but not limited to): customer lists, inventions, contractual terms and conditions, information on prices, production costs and production volumes, technical information on products and production processes. Associates are prohibited from divulging to third parties any confidential information related to Pantheon Healthcare Group, except in cases where such disclosure is required in terms of law, or where an Affiliate has expressly agreed to disclose such confidential information via a properly executed agreement.

Such confidentiality obligations shall continue indefinitely after the termination of the employment relationship.

## 17. Corporate Communications

Pantheon Healthcare Group recognizes the important role that clear and effective communication plays in sustaining internal and external relationships, ensuring the highest standards in reporting financial and non-financial information to provide a clear and transparent presentation of its performance in economic and social matters.

The information communicated to the outside world must be timely and coordinated at an appropriate level in order to ensure completeness and accuracy. Associates who are required to provide information to the public regarding Pantheon Healthcare Group, in the form of speeches, participation at conferences or any other form of presentation, must comply with any specific

procedures issued by the Group and receive the prior concurrence of the duly designated department or appointed person responsible for external communications.

## 18. Violations of the Code of Conduct

The values and the principles contained in this Code of Conduct must never be breached, and any behavior contrary to them is strictly prohibited. Respect of the Code's standards is an essential part of the contractual obligations of all Associates pursuant to and in accordance with applicable law.

Non-compliance with the requirements of this Code and the relevant Group policies may lead to disciplinary action by management, including in the most serious cases the termination of employment in relation to employees, or other contractual relationship when committed by third party. When the violation of this Code of Conduct represents also a breach of law and/or a regulation, the relevant Associate or third party may be subject to criminal and/or civil liability, where applicable.

## 19. Reporting Concerns or Violations

This Code of Conduct and the business policies, principles and practices outlined in it are critical to the success of Pantheon Healthcare Group. No Associate should tolerate violations of these standards. Associates are required to report any violation, including situations or matters that may be considered unethical, unsafe or a conflict of interest. No one who, in good faith, reports a suspected violation will be subject to discipline. Associates are encouraged to report any suspected violations through normal management channels or as local management may know how best to address the situation.

If an Associate is uncomfortable with that process, or believes his/her previous concerns have not been addressed, he/she may use the Group intranet platform or other resources as outlined in applicable policies, so that a request or a problem may be disclosed in confidence and without fear of reprisal.

Associates who report suspected violations in good faith will be protected from any form of retaliation against them. These reports will be assessed in a timely, thorough and professional manner. All reports submitted, and any investigation that ensues, will be maintained confidential to the greatest extent possible.

*This Code of Conduct was approved by the Board of Directors of Pantheon Holdco Ltd on August 3<sup>rd</sup>, 2016 and became effective on August 3<sup>rd</sup>, 2016.*

*This Code of Conduct will be made available to all Associates through internal resources and via publication on the Group web site.*

*Any amendments to this Code of Conduct as a result of review activity shall be promptly published and made available in accordance with applicable procedures and regulations.*