



# Anticorruption Policy

**Business with Utmost Integrity**

[www.TeleflexEthicsLine.com](http://www.TeleflexEthicsLine.com)

## A Message from the CEO



Teleflex is a global provider of medical technologies designed to improve the health and quality of people's lives. We operate in all major markets of the world either directly or through business partners. This presents inherent risks, especially the risk of corruption.

Teleflex Executive Leadership and I personally, are fully committed to conducting business with the highest level of integrity. We expect your strict compliance with our Anticorruption Policy.

At Teleflex all forms of bribery and corruption are unacceptable and will not be tolerated. We must also ensure that any third party acting on our behalf does not act corruptly or engage in bribery.

Corruption comes in many forms. It isn't just about offering someone money. Other personal benefits like meals, gifts or speaking fees can also cross the line. The Policy sets out in detail how you should act if you are confronted with corruption.

I encourage you to consult the Teleflex Legal or Compliance Departments if you are unsure of what to do. Teleflex is counting on each and every one of you to raise any concerns that you may have.

Thank you for your commitment to conduct all business with integrity and our adherence to our Anticorruption Policy!

Sincerely,

A handwritten signature in black ink that reads "Liam Kelly". The signature is written in a cursive style with a large, sweeping underline.

Liam Kelly, President and Chief Executive Officer

# 1 | Purpose

Teleflex Incorporated (“Teleflex”) conducts all of its business in an honest and ethical manner and in full compliance with the law.

Teleflex has no tolerance for bribery or corruption of any kind, whether to a Government Official or private individual. It is illegal and inconsistent with our values and undermines our integrity and reputation.

When doing business anywhere in the world, Teleflex employees, agents, affiliates, and any entities or individuals

associated with Teleflex are responsible for complying with this Policy as well as applicable anti-bribery and corruption laws including, but not limited to, the U.S. Foreign Corrupt Practices Act of 1977, as amended (“FCPA”), the U.K. Bribery Act, and any similar Anti-Bribery and Corruption Laws in any other country in which Teleflex does business. It is never permissible to offer or provide anything that directly or indirectly benefits a Government Official, HCP, or any other person, to make a sale or secure a business advantage for Teleflex. Nor is it ever acceptable to provide anything of value as a “reward” for any past or existing relationship with Teleflex.

# 2 | Scope of Policy

This Policy applies to:

- Teleflex and its direct and indirect subsidiaries, joint ventures and affiliates (collectively the “Company”),
- All officers, directors and employees of the same,
- All consultants or contractors working on any project for the Company or any of its subsidiaries, joint ventures or affiliates anywhere in the world (consult section 5.D of the policy),
- Any vendor or business partner whilst representing or working for the Company anywhere in the world (collectively referred to as “Third Parties”). Examples include, but are not limited to, sales agents, distributors, customs agents, etc. (consult section 5.D of the policy).

# 3 | Policy Administration

Teleflex’s Chief Compliance Officer is responsible for administering and interpreting this Policy, in accordance with the Teleflex Code of Ethics, Integrity Code, Third Party Integrity Code, and Integrity Code Policies and Procedures (“IPPs”) under the oversight of the Business Ethics and Compliance Committee (“BECC”) and the Audit Committee of the Board of Directors. The Chief Compliance Officer provides reports to the BECC and the Audit Committee on the Company’s

efforts to ensure compliance with this Policy and Anti-Bribery and Corruption Laws.

The Company shall, annually, provide appropriate anti-corruption training to employees and designated Third Parties through a risk-based approach. The evidence of the training will be documented and stored. The copies of the training documents will be provided to the Compliance Department.



## 4 | Definitions

TERM	DEFINITION
Applicable Codes	Any code of practice, code of ethics or other code or national guideline applicable to the medical device industry (promotional or non-promotional) in any relevant country
Anti-Bribery and Corruption Laws	Any applicable law, regulation, rule or Applicable Code relating to the prevention of bribery in any aspect of the Company's business in any relevant country.
Briber or Bribery	The act of offering, promising or giving a financial or other advantage to another person with the intent to induce improper performance of a business or public function. 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).
Corruption	Wrongdoing through means that are illegitimate, immoral or incompatible with ethical standards. Bribery is a form of Corruption.
Facilitation Payments	Small payments made to low-level Government Officials to secure a quicker performance of a routine governmental action.
Government Official	Any officer, agent, employee, child, spouse, or other close relative of any person acting in an official capacity for or on behalf of a federal, state, provincial, county or municipal government, or government department or agency, instrumentality, or public international organization, even if that person is not employed directly by the government or public international organization. This includes HCPs that work for public facilities or their governments.;
Healthcare Professionals (HCPs)	Any member of the medical profession or any other person who in the course of his or her professional activities may prescribe, dispense, supply, purchase, administer, recommend, or use any Teleflex product. As used herein, HCP includes legal entities such as companies, partnerships, and healthcare institutions, as well as healthcare administrators with purchasing influence or decision-making authority. Individuals (clinical or non-clinical), including, but not limited to, doctors, nurses, technicians and research coordinators, or 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.
Kickbacks	The payment of something of value to a recipient as compensation or reward for providing favorable treatment. Kickbacks are a form of Bribery.
Third Party	Includes a distributor, sales agent, service provider, consultant, contractor, or other third party employed, engaged or retained to assist the Company anywhere in the world in any function of the Company's business.

## 5 | Policy Requirements

Teleflex has adopted specific and, in some cases, regional IPPs applicable to the subjects discussed below. The following information is provided for illustrative purposes and guidance, but Teleflex Employees, Third Parties, and anyone else to whom this Anticorruption Policy applies must always refer to and rely upon the more specific instructions and rules outlined in the Integrity Code, Third Party Integrity Code, and the IPPs. These can be found on the Teleflex Intranet (GKN) or by requesting copies from the Compliance Department. The Integrity Codes can be found at the links below:

For Employees: <https://home.teleflex.com/Intranet/Teleflex-Incorporated/policies/ethics/CompliancePolicies.html>

For Resellers: <https://www.teleflex.com/global/compliance/compliance/index>

### A | Bribery Prohibited

The provision or offer of something of value in order to obtain or retain business is always prohibited. All individuals working for or on behalf of the Company must comply with the FCPA, UK Bribery Law and all applicable Anti-Bribery and Corruption Laws.

1. The Company prohibits individuals working for or on behalf of the Company from directly or indirectly offering, paying, promising or authorizing any Bribe, Kickback, illicit or improper payment or benefit of any kind, to any Government Official or private individual.
2. Individuals working for or on behalf of the Company shall not request, accept or agree to receive any Bribe, Kickback, or illicit or improper payment or benefit of any kind, from any customer, supplier, or any other person or entity.
3. Facilitation Payments are prohibited under this Policy.

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.

Examples of improper benefits under this Policy include, but are not limited to, payment or offer of payment to influence a Government Official's decision:

1. To award a contract or other business opportunity to the Company;
2. To issue any government authorization or documentation, such as any approval, permit, registration or license;

3. To relieve the Company of otherwise required government obligations, such as paying taxes, passing inspections or obtaining required permits; and
4. To influence legislation or any judicial proceeding.

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

All Company books and records must be maintained in an accurate and complete manner that records all payments in a way that does not conceal their true nature. The Company is also required to establish a system of internal controls to provide reasonable assurance to management of the type of financial transactions undertaken by the Company and its employees. The Company 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.

Examples of improper actions under the books and records provision of this Policy include, but are not limited to:

1. Off-balance sheet or otherwise unrecorded funds established for any purpose; and
2. An accounting record or document that falsifies or disguises the true nature of a transaction.

In addition to the FCPA, individuals working for or on behalf of the Company must be in compliance with other Anti-Bribery and Corruption Laws. In the event local Anti-Bribery and Corruption Laws are stricter than the FCPA or Teleflex policies, then local laws or regulations must be followed.

### C | Government Officials

Improper payments to any Government Official, regardless of rank or position, and payments to family members, business associates, business entities, charities, or other individuals/entities who receive payments on behalf of a Government Official are prohibited by this Policy. Please consult the Teleflex Integrity Code, Third Party Integrity Code, and the applicable IPPs for specific guidance.

### D | Dealing with Third Parties

#### a. Due diligence procedures before engaging Third Parties.

The Company's employees engaging Third Parties shall take reasonable precautions to ensure that Third Parties are reputable, honest, and qualified for their roles. The Company should exercise due care when engaging Third Parties, including entering into contractual relationships with Third

Parties, and monitoring or auditing Third Parties' books, records and activities when deemed necessary. Any due diligence procedures performed by the Company shall be documented and retained by the local office.

**b. Written Agreements.** When dealing with Third Parties, employees must enter into written agreements. The written agreements must be in a form previously approved by the Company's Legal department before it is presented to the Third Party and include the following:

1. Contain confirmation that the Third Party will comply with Anti-Bribery and Corruption Laws;
2. Describe the services rendered in detail;
3. Set forth the payment terms.

Additionally, the Company requires periodic written acknowledgement of anticorruption compliance from Third Parties (see the Distributor Certification of Compliance with U.S. and U.K. Laws Governing Sale of Teleflex Products or "Compliance Certificate" on GKN). A Compliance Certificate is valid for a period of one year from the date it is signed.

**c. Indirect Payments Prohibited.** The Company and individuals working for or on its behalf may be held liable for direct or indirect offers, promises or payments to Government Officials to obtain or retain business, direct business to any person or gain any improper business advantage. This means that if a direct transaction is prohibited, then the same transaction is prohibited even if it is done indirectly, such as by a distributor or sales agent. Consistent with the FCPA and other Anti-Bribery and Corruption Laws, the Company prohibits its employees to authorize, assist or conspire with someone else to engage in corrupt activities through Third Parties.

**d. Willful Blindness Prohibited.** In dealing with any Third Party, individuals working for or on behalf of the Company must be aware of any indication that such Third Party may be engaging in Bribery. Any such indication must be reported in accordance with section J of this Policy. Under no circumstances may individuals working for or on behalf of the Company ignore signs that any Third Party may be engaging in Bribery in connection with any venture, transaction or activity in which the Company is involved or has any interest. Common red flags that you should be aware of include, but are not limited to:

1. Third Parties with poor reputations;
2. Distributors or sales agents who refuse to certify compliance with anticorruption laws by signing Compliance Certificates or written agreements with FCPA language in them;

3. Requests for unusual payment terms that may be indicative of corruption:

- Up front payments,
- Cash payments,
- Abnormally high pricing or commissions,
- Involvement of third parties or shell entities, and
- Unreasonably large discounts to distributors.

**e. Acquisition Due Diligence.** To the extent the Company pursues the acquisition of an entity with any operations or activities outside of the United States, the risk based due diligence approach associated with the proposed acquisition shall include, to the extent possible, an appropriate review of the target's compliance with anticorruption laws. The results of the acquisition due diligence shall be documented and retained. On or after the completion of the acquisition, the target shall be integrated into the Company's Compliance Program.

Please consult the Teleflex Integrity Code and your regional or local IPPs on interactions with Third Parties for specific guidance.

## **E | Gifts and Hospitality**

**a.** Gifts and hospitality shall not be given, directly or indirectly, to Government Officials or private parties to improperly influence or reward an official act or decision or as an actual or intended quid pro quo for any benefit to the Company.

**b.** Gifts and hospitality promised, offered or provided on behalf of the Company must be modest in value, in accordance with customary courtesies, and lawful under Anti-Bribery and Corruption Laws and Applicable Codes.

**c.** No gifts should ever be promised, given or accepted if they:

- Are cash or a cash equivalent (e.g., gift card); or
- Create an appearance of undue influence or obligation; or
- Are extravagant, lavish or frequent; or
- Are in excess of usual and reasonable limits that are a normal and acceptable part of regular business activity.

**d.** Also, Employees and their immediate families:

- Are prohibited from soliciting gifts, gratuities, entertainment, services, or kickbacks from suppliers or customers of Teleflex regardless of their value; and
- 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.

- e. Gifts and hospitality to HCPs must also comply with the Teleflex Integrity Code, Third Party Integrity Code, and regional/local IPPs on Interactions with HCPs. Please consult these documents for specific guidance.

## **F | Political Contributions**

The Company's Code of Ethics prohibits the contribution of Company's funds to Government Officials. Employees' involvement and participation in the political process must be on an individual basis, on their own time and at their own expense.

## **G | Interactions with Healthcare Professionals (HCPs)**

The Company has developed local and/or regional policies to govern interactions with HCPs around the world, which are in compliance with the Applicable Codes. The policies on interactions with HCPs are governed by the broader principles of this Policy and provide specific guidance on areas like consultancy, organization or support of medical technology training and education, support of third-party educational conferences, gifts, research and educational grants, charitable donations and sales and promotional meetings. For guidance on any of these areas, please consult your regional or local policies on interactions with HCPs.

## **H | Charitable Donations**

The Company only makes charitable donations that are legal under the FCPA and applicable local laws. Organizations eligible for donations generally 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. Also donations may not be conditioned upon receiving or retaining business or other benefit. Charitable donations may not be tied to any sales and marketing activity; furthermore, sales and marketing personnel may not be involved in approving any donation.

Requests for charitable donations must be properly supported by documentation, as required by the Teleflex Foundation process, and/or written requests from the organization, and documentation describing the purpose and the amount of donation. In addition, the Company personnel must comply with any approval process set forth in other applicable policies, such as the Humanitarian Donation's Policy. Please consult your regional or local Clinical and Medical Affairs ("CMA") policies for specific guidance.

## **I | Penalties and Discipline**

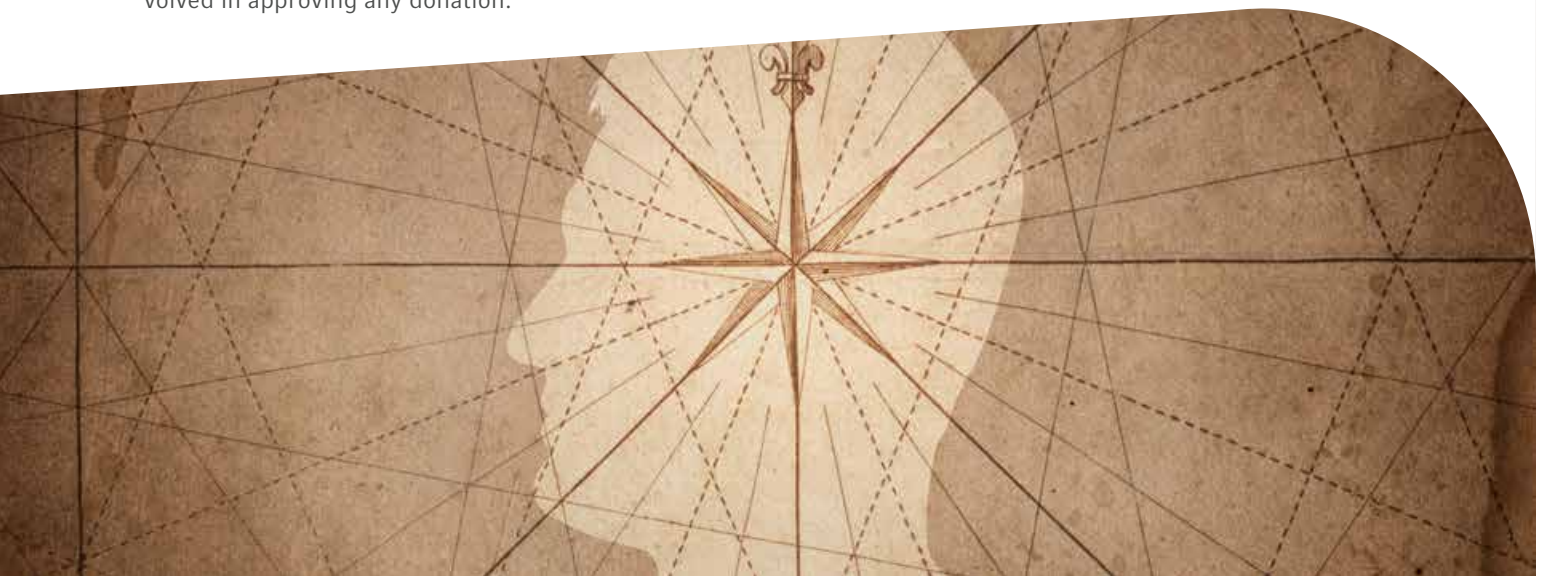
Individuals working for or on behalf of the Company who violate this Policy or Anti-Bribery and Corruption Laws will be subject to discipline, up to and including termination of employment or services. Additionally, individuals working for or on behalf of the Company who violate this Policy or Anti-Bribery and Corruption Laws may be personally subject to severe criminal and civil penalties, imprisonment, and/or fines which are not reimbursable by the Company.

## **J | Reporting Violations**

Any person who knows or suspects violations of this Policy and Anti-Bribery and Corruption Laws by any employee or Third Party working for or on behalf of the Company shall promptly report it to the Teleflex Legal, Compliance or Internal Audit departments, the Chief Compliance Officer or the Ethics Line at [www.TeleflexEthicsLine.com](http://www.TeleflexEthicsLine.com). Employees will not be subjected to retaliation for good faith reports of suspected violations.

## **K | Further Information**

Any questions about this Policy and Anti-Bribery and Corruption Laws should be directed to the Legal and Compliance departments.



## 6 | References

- Code of Ethics
- Teleflex Integrity Code
- Third Party Integrity Code
- Integrity Code Policies on Interactions with Healthcare Professionals and Government Officials

## Frequently Asked Questions

### 1. What value does anti-bribery and corruption (“ABC”) compliance bring to the business?

Integrity is important to Teleflex and by satisfying the requirements of anti-bribery and corruption laws we can continue to uphold our ethical values. The benefits of this can translate into:

- Protecting our reputation and brand value
- Maintaining public trust in the work we do and how we do it
- Enabling us to do business with more confidence
- Attracting and retaining top talent

### 2. What can happen if Teleflex violates the FCPA or other anticorruption laws?

Failing to adhere to anti-bribery and corruption regulations could result in prosecution for both the company and individuals. Investigations and the associated disruption and costs can have significant impact on the business. In the worst cases, businesses have been subject to heavy fines, costly and burdensome compliance monitoring, and suspension from doing business with government-run entities.

### 3. What can happen to me if I am involved in a violation of the FCPA or other anticorruption laws?

First of all, your employment with Teleflex will be terminated. You may also be the subject of criminal prosecution. Criminal penalties can include heavy fines and imprisonment for up to 10 years. Even if you do not live in the United States, you may still be subject to criminal prosecution by U.S. or other government authorities. You could also become subject to an Interpol Red Notice, which would restrict your ability to travel internationally and prevent you from pursuing a career in international business.

### 4. The FCPA and other anticorruption laws cover payments to foreign government officials. I interact with doctors, nurses, and hospital administrators. Why should I worry about complying with these laws?

Under the FCPA, any employees of government- or state-run enterprises may be considered public officials. In most countries globally, where healthcare systems are operated by the government, doctors, nurses, and hospital purchasing managers are employees of state-run hospitals and therefore are considered “government officials” under FCPA and other anticorruption laws. Any improper payment or benefit to any of them could be an illegal bribe under ABC laws.

### 5. Bribes are usually cash payments, right? As long as I’m not giving cash to government officials, am I in compliance with the law?

The ABC laws recognize that an improper benefit or bribe can take many forms. This is why these laws prohibit the provision of “anything of value,” and are not limited to cash payments. While cases often involve payments of cash (sometimes under the name of “consulting fees” or “commissions” given through Third Parties), others have involved travel expenses, gifts, meals and entertainment, or even personal favors such as offers of employment.

### 6. Where can I familiarize myself with the latest anti-bribery and corruption guidance?

Teleflex’s Anticorruption Policy takes into consideration the latest requirements from the FCPA, UK Bribery Act, and other global anticorruption laws. This policy is available on the GKN.



**7. If I make a small payment to a foreign official, I will be able to meet my goal and either save Teleflex a significant amount of money or make Teleflex money. Can I make the payment?**

No. You are not saving Teleflex money. In fact, your participation in an illegal activity could cost Teleflex millions of dollars and loss of reputation, and you could lose your job and seriously damage your career. If someone requests a payment or makes any other request that seems improper, do not agree to it, and call Teleflex Legal immediately.

**8. A distributor asks me to make a donation to a certain charity suggested by a Healthcare Professional with influence over her hospital's decision to purchase Teleflex products. The distributor assures that it will then take necessary steps to purchase and distribute the products. Can I make a donation?**

No. Teleflex cannot make a donation to a favorite charity of a Healthcare Professional to influence purchasing decisions. This can be viewed as bribery. Instruct the distributor that Teleflex policies prohibit making donations to influence purchasing decisions. Any requests for donations have to be made directly by the non-profit organization in writing and approved by Teleflex. Any request for donation to a healthcare related organization must also be approved in accordance with other applicable Teleflex policies, such as the regional Policy on Interactions with Healthcare Professionals.

**9. A consultant for Teleflex who is also a Healthcare Professional at a state-run hospital has asked if he can bring a family member on an overseas trip, where the consultant acts as a speaker for Teleflex. Can we authorize this?**

No. Teleflex can only pay for travel, meals, and accommodations for people who have a legitimate business reason for being there. This means that Teleflex cannot pay for the consultant's guest. Although the guest may come along at his or her own expense, we discourage this as it can lead to awkward situations arising during the trip. Please discourage the consultant from bringing any family members along on the trip.

**10. Our competitors are paying for lavish gifts, entertainment, and even travel for physicians and other customers. How can we compete if we refuse to do the same things?**

Regardless of the competitors' business practices, we must stay true to our values. Furthermore, enforcement does not depend on the competitive environment, and any enforcement action resulting from non-compliance with ABC laws can

have devastating consequences even if the noncompliance occurred in an environment where bribery is commonplace. Compliant business practices will allow Teleflex, and you personally, to avoid these consequences, maintain our good reputation and brand value, gain public trust, do business with confidence, and attract top talent.

**11. What if the payment is not directly related to getting a sale?**

Any payment, offer, promise, gift or other transfer of value to a government official for a business advantage can be considered an illegal bribe. This includes transactions for such things as obtaining product registrations, licenses, or permits, minimizing duties or taxes, or influencing the results of facility inspections.

**12. Can Teleflex be held responsible for the actions of its sales agents, distributors, or others who do business on the Company's behalf? Under what circumstances?**

Yes, Teleflex can be held liable for both direct and indirect payments to government officials. If you know, or have reason to know, that the improper payment will be passed to a government official, for example through a Third Party, that may be enough to constitute bribery under the law. This is true even if there is no evidence that Teleflex Employees specifically authorized such payments. For this reason, it is important to exercise due diligence in our dealings with Third Parties who do business on our behalf, such as sales agents and distributors.

**13. I only want to make a gift that costs a modest amount of money (around \$100 USD). Is that ok? Surely no one would ever consider such a small item to be a bribe.**

FCPA and many other ABC laws do not have de minimis exceptions. Some criminal bribery cases have involved relatively modest gifts. Gifts are appropriate only in accordance with the Teleflex policies,

Teleflex Code of Ethics and the industry code of conduct applicable to your region. In addition, some government entities prohibit their employees from accepting any gifts. It is important to know the laws and policies that apply before engaging in any gift-giving. Refer to Teleflex's policies and procedures for additional guidance and specific instructions, and if you have further questions, raise them with the Compliance Department for guidance in advance of acting.

**14. I'm not a US citizen, and I work for a Teleflex subsidiary that is located outside of the US. Why should I worry about compliance with the US law?**

The United States Foreign Corrupt Practices Act ("FCPA") governs the activities of US companies like Teleflex, regardless of where those activities take place. Even if your business is done entirely outside the US, your activities could still be subject to the FCPA and to US enforcement jurisdiction.

**15. Can we make a donation to a charity?**

Yes, we can. However, we must be very careful and make sure the donation is legal under the ABC laws and any other local rules and regulations. All charitable donations and other grant requests must be submitted to and evaluated by an independent Grant Panel. You should never promise or insinuate to anyone that a donation or grant request will be approved. Sales personnel, including sales agents and distributors, may not exercise control or undue influence over such decisions. Consult with Compliance or CMA Department guidance.

**16. Can we make a gift or donation to a hospital?**

Possibly yes, if the gift or donation is legal and is in compliance with the Teleflex policies, Teleflex Code of Ethics and the industry code of conduct applicable to your region. Contact Teleflex Compliance Department before making a gift or donation.

**17. What are the guidelines for meals, entertainment, gifts, and consulting fees provided to GOs and HCPs?**

**Meals**

Meals must be modest and subordinate to a legitimate business meeting purpose. Follow the Teleflex policies and applicable industry code of conduct applicable to your region at all times. Guidelines relating to meal limits for Employees can be found in the Teleflex Employee Handbook.

**Entertainment**

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

**Gifts**

Gifts must be modest in value, in accordance with customary courtesies, and lawful under the ABC laws. Follow the Teleflex Code of Conduct and policies or consult Teleflex Legal before making a gift.

**Consulting Fees**

Consulting fees must be always at fair market value. Consulting fees given to a Healthcare Provider must also comply with the Health Care Provider Compensation Determination Policy, which can be found on GKN (<https://home.teleflex.com/Intranet/TeleflexIncorporated/departments/CMA/Policies.html>).

**18. I have been instructed to make a payment in connection with a shipment into a certain country. I don't understand what this payment is for. What should I do?**

Do not make a payment until you understand the nature of services being provided. If you cannot get an understandable explanation from the party requesting the payment, contact Teleflex Legal or Compliance immediately.

**19. What should I do if I have a question or a concern?**

You may contact the Teleflex Legal, Compliance or Internal Audit departments, the Chief Compliance Officer or the Teleflex Ethics HelpLine at [www.TeleflexEthicsLine.com](http://www.TeleflexEthicsLine.com). The direct phone numbers for Legal and Compliance are as follows:

- Legal: +1-610-225-6909
- Compliance: +1-610-225-6970

**20. I have been asked to refer to the Teleflex Code of Ethics. Where is this found?**

The Code of Ethics is available on the GKN under Policies – Business Ethics and Compliance link. It can also be accessed at the link below, or by navigating to our public website [www.teleflex.com](http://www.teleflex.com), under Investors – Corporate Governance – Code of Ethics link. <https://home.teleflex.com/Intranet/TeleflexIncorporated/policies/ethics/documents/TeleflexBusinessEthicsandComplianceProgramDocumentJanuary2018.pdf>

The Teleflex Code of Ethics is available in seventeen languages.