

Anti Bribery Corruption and Fraud Policy

June 2025



Principles

We show that we care for our customers and patients in the way we conduct business.

We conduct our business with integrity.

We don't give anything of value to gain, retain or reward business (known as "improper payments"), either directly or through third parties.

We don't accept or request **improper payments**.

We don't use our interactions with **Healthcare Professionals** (HCPs) and **Government Officials** (GOs) to reward the use, recommendation or purchase of our products or services.

We do not make facilitation payments.

We don't engage in fraudulent activities, including making false statements or falsifying accounts or other records to achieve a gain for the company or oneself and/or to cause another to suffer loss.

We don't tolerate fraud, bribery or corruption whether committed by employees or third parties, even if this results in short term business loss, missed opportunities or delays.

We recognise the benefits of rejecting fraud, bribery and corruption to the industry as a whole, to the company's reputation and to its relationships with customers and business partners.

We consider not just the intent of our actions, but the way our actions could be perceived by others.



Scope and Responsibilities

This policy applies to all Smith+Nephew employees. Our employees are responsible for ensuring that the applicable elements of this policy are cascaded to the third parties with whom we do business including without limitation distributors, consultants, logistics providers, subcontractors, sub-dealers, sales representatives, agents and service providers.

Our [Code of Conduct and Business Principles](#) provides the legal and ethical framework to guide what we do every day, and this policy provides the respective principles and rules. If we fail to follow our Code, we face fines, penalties, blacklisting, reduction in business and reputational damage. In addition, our employees face disciplinary action and potentially termination of employment.

Company management are responsible for ensuring that appropriate processes, procedures and documentation within their organisations are created and maintained to demonstrate compliance with this policy.

Additional tools, information and support on implementation of this policy are available on the internal [Global Compliance Programme website](#). Each employee should contact their Compliance or S+N Legal Officer if they require further guidance or support on the implementation of this policy.

Where local law is stricter or conflicts with this policy, local law takes priority.

Requirements

A. Interactions with customers, potential customers and Government

Officials

We recognise the need to carefully manage our interactions with individuals and entities that are in a position to purchase, lease, recommend, use, arrange for the purchase or lease of or prescribe the Company's products or services (e.g. **Healthcare Professionals** and healthcare institutions).

We recognise that our business requires us to interact with Government Officials including regulatory authorities, customs agents, licensing authorities and others.

We ensure that all interactions – paid or unpaid – with HCPs and **Government Officials** are conducted in accordance with the requirements of our HCP and GO interactions policy and Local Guides.

We apply the following principles to our interactions with customers, potential customers and Government Officials:

- We engage individuals and institutions to provide consulting services in response to genuine needs that are aligned to our strategy.
- We select consultants based on their qualifications and experience and not based on past or potential future purchase, prescription, recommendation or endorsement of our products or services.
- We invite individuals to attend company educational meetings based on their training and education needs.
- We do not facilitate or pay for entertainment activities, including sporting or cultural events, city tours, musical performances, etc. for HCPs or GOs.
- We do not link Grants or Donations (including Fellowships) to past, present or future use of Company products or services.
- We provide modest meals, travel and accommodation to HCPs and GOs where allowed under applicable local rules.
- We ensure transparency of our interactions with HCPs and GOs.

We ensure that any third parties operating on our behalf are aware of and comply with our rules for engaging with HCPs and Government Officials.



B. Fraud prevention and detection

We are committed to preventing fraud, including fraud against the Company and fraud against third parties which may benefit the Company.

We do not misappropriate, misuse or steal Company assets, including equipment, data, systems, money, trade secrets or Intellectual Property.

We do not falsify books and records, including but not limited to: external reports, sales data, expense claims, test data, certification data.

We make accurate disclosures of company data and targets including but not limited to sales data, timing of sales, clinical data, environment data.

We do not manipulate sales or inventory data in order to achieve personal, team or company targets, commissions or bonuses.

We make accurate and truthful statements about company products that are aligned to approved product claims.

We accurately record the value of assets, costs, liabilities and expenses.

We do not provide false information to other parties to enable them to falsely claim undue benefits including reimbursement.

We do not falsely claim benefits for which we are not eligible, including but not limited to overtime payments and annual leave.

We do not engage in anti-competitive behavior. We do not engage in tax or duty evasion.

We do not circumvent company policies or processes to avoid controls or oversight.

We do not engage in unethical production activities including the involvement of slavery, servitude and forced or compulsory labour in production and the use of conflict minerals in the production process.

We do not engage in money laundering activities.

We ensure that any third parties operating on our behalf understand and comply with our fraud prevention rules.

C. Due diligence and oversight of Third Parties

We work with third parties who adhere to business principles consistent with our own. We conduct risk-based due diligence and oversight of third parties before we work with them.

We conduct risk-based assessments of third parties to monitor their compliance with contractual requirements.

C.1 Third Party Sellers (TPS)

We conduct risk-based due diligence and Anti-Bribery, Corruption and Fraud training before appointing a new TPS, and regularly review and refresh due diligence during the period of our relationship with them.

Our contracts with TPS include compliance terms and define the nature of permitted interactions between the TPS and HCPs.

We provide materials to TPS to help them understand our expectations and to help them build their own compliance programs.

We conduct regular screening of TPS against global watchlists and do not engage with any TPS that has been disbarred.

C.2 Non-seller Third Parties (NSTP)

We categorise our NSTP according to our assessment of the Bribery, Corruption and Fraud risk associated with the service that they provide to us.

We identify those NSTP that present higher bribery, corruption and fraud risk and require additional due diligence, contracting and training for those parties.

Our contracts and terms & conditions include compliance terms.

We make materials available for all Third Parties to help them understand our expectations of entities working with us.

We conduct regular screening of high risk NSTP against global watchlists and do not engage with any TPS that has been disbarred.

D. Gifts or hospitality given to S+N employees

We never solicit gifts or hospitality from a Third Party.

We do not accept business hospitality or gifts under circumstances that would induce improper conduct or that could create the appearance of impropriety.

Supporting documents

HCP and Government Officials Interactions Policy

Commercial Practices Policy

Conflicts of Interest policy

Reporting Violations

We will report any breach of this Policy that we discover. Failure to report is a violation of the Code of Conduct. By having the courage to raise awareness of potential issues, we help protect our reputation, our employees and our customers. Reports can be made by contacting:

- [A Compliance Officer](#);
- The Legal department;
- The HR department;
- A line manager; or
- [Speak Up Line](#)

We will make sure no action is taken against anyone who reports, in good faith, actual or suspected misconduct.

We can accept bona fide hospitality or gifts which are reasonable, unsolicited, occasional, modest, and appropriate for a business relationship.



Definitions

Donations mean any gift, whether in cash or in kind (including our products), given to a non-profit organisation and/or for charitable purposes.

Facilitation payment means payments of small amounts to ensure or speed up the proper performance of a Government Official's routine duties.

Fraud is defined as a deliberate act by one or more individuals among management, those charged with governance, employees, or third parties, involving the use of deception or dishonesty, to obtain an unjust or illegal advantage and to make a personal gain for oneself, the company and/or create a loss for another.

Grants mean any payment made with respect to: (a) HCP educational programmes such as Fellowship programs, continuing medical educational activities (including speaker expenses, facility expenses and modest meals for attendees); (b) patient education and advocacy groups, disease state screening or consumer health fairs; or (c) funding for medical students, residents or fellows to attend educational conferences; or (d) independent medical research with scientific merit.

Government Official means:

- Any individual who holds a legislative, administrative or judicial position of any kind, whether appointed or elected, for a country or territory.
- Any person acting in an official capacity on behalf of a government or any department, agency or instrumentality of a government.
- Any officer, employee or agent of a public international organisation such as the World Health Organisation or the United Nations.
- Any officer, employee or agent of a political party or any person acting in an official capacity on behalf of a political party, and/or
- Any candidate for political office.

An employee or consultant of a government-owned hospital or institution, including HCPs, may be considered a Government Official under some laws

Definitions

Healthcare Professional or Healthcare Provider or HCP means those individuals or entities that are able to purchase, lease, recommend, use, arrange for the purchase or lease of or prescribe the Company's products or services. Examples include, but are not limited to, physicians, physician assistants, nurses, pharmacists, medical directors, investigators, researchers, account representatives employed by a customer, professional educators, hospitals, ambulatory surgical centres, group purchasing organisations, managed care organisations, insurers, employers, wholesalers and any individual employed by such entities with responsibility or authority to purchase, prescribe, recommend, influence or arrange for the purchase or sale of a Company product or service. Third Party Representatives are not included in this definition of HCPs.

Improper payment means any financial payment or benefit improperly offered or made for the purpose of obtaining or retaining business or to gain any improper advantage for the person or entity making the payment for us. Improper payments may include anything of value, provided overtly or covertly, in cash or in kind, including bribes, kickbacks, gifts, donations, grants, hospitality, commissions or any sales arrangement, discount, rebate or equipment loan which is not made in accordance with the Code of Conduct or the policies adopted under the Code. You should assume that a financial or other benefit to a Government Official is improper unless it is permitted or required by the applicable written law.

Non-Seller Third Parties (NSTP) means any Third Party that has not been engaged, employed, contracted or used by Smith+Nephew to market, sell, distribute, deliver or otherwise bring to end-users the Company's products or services. Examples include vendors, suppliers, consultants, etc.

Third Party Seller (TPS) means any distributor, agent, sales representative or other third party that is engaged to promote, market, or sell our products to customers, or otherwise creates demand for Company products through their interaction with HCPs and Government Officials on our behalf.





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