

Title: Wright Medical Group N.V. Wright Anti-Bribery Compliance Policy Document Owner/Dept.: Tamara Tubin Corporate Compliance Effective Date: 17 <sup>th</sup> October 2018 Status: Effective	Document Number: 50.7 Document Type: Policy Revised: Issued Date: 17 <sup>th</sup> October 2018 Note: This is not a QMS document
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## **Wright Medical Group N.V. Anti-Bribery Compliance Policy**

### **Introduction**

1. As set forth in the *Code of Business Conduct*, Wright Medical Group, N.V. and its subsidiaries (together, the “Company”) are committed to acting ethically and in full compliance with applicable laws and regulations at all times, including anti-bribery laws and regulations such as the U.S. Foreign Corrupt Practices Act and other applicable measures. As part of this commitment, it is the fundamental policy of Company to prohibit the direct or indirect giving or receiving of improper payments or other benefits for purposes of obtaining or retaining any business advantage.
2. This Policy applies to all Company directors, officers, and employees (together, “Employees”), wherever located, with respect to their activities on behalf of Company. This policy also applies to third-party intermediaries acting on behalf of the Company, including any agents, contractors, distributors, consultants and any other third-party representative that acts on behalf of Company (hereinafter collectively referred to as “TPIs”).
3. The purpose of this Policy is to ensure that all Employees and TPIs of Company understand and adhere to the requirements of all applicable anti-corruption laws.
4. Employees should not take any actions for the purpose of evading these requirements. For example, an Employee should not ask or otherwise use a TPI or other third party to do anything that is forbidden by this Policy.
5. Any Employee who has questions about this policy or who believes any conduct contrary to this Policy has occurred or may occur has a duty immediately to bring such matter to the attention of Wes Porter, the Compliance Officer of the Company (wes.porter@wright.com or 901-867-4361) or Wright’s Ethics Hotline (ethics@wright.com or (901) 867-4349). Additional options for submitting concerns through an anonymous hotline are provided at the end of this policy.

### **General Requirements To Prevent Bribery and Corruption**

6. As stated in the *Code of Business Conduct*, Employees and TPIs may not directly or indirectly make, promise, approve, authorize or offer to give to anyone – or accept or solicit from anyone – anything of value if the purpose is to improperly induce the recipient to take (or to refrain from

taking) action that would bestow a commercial benefit or advantage on the Company or any other party.

7. The phrase “anything of value” is broadly defined and includes, but is not limited to, cash payments, gifts, business entertainment/hospitality, sponsored travel, political contributions and charitable donations. Giving things of value to family members, close associates, or favored organizations of business partners, potential business partners or Government Officials (defined below) also can result in potential liability for the Company and are subject to the same level of scrutiny. The *Code of Business Conduct* provides guidelines related to the permissible provision of gifts, meals, and political contributions by Employees.

### **Dealing With Government Officials**

8. While it is the policy of the Company to prohibit the provision of improper payments or other things of value to all individuals (in both the private and public sectors), interactions with Government Officials must be monitored especially closely due to the increased risk for violations of applicable anti-corruption laws. Bribery of Government Officials is against the law in every country, and often carries criminal penalties for both the employee and the company. Bribery is broadly defined and should be construed as the provision of anything of value to a Government Official. For such reasons any direct or indirect dealings with Government Officials that involve the provision of anything of value, including but not limited to the provision of any gifts or entertainment/hospitality, will be scrutinized with particular care by the Company.
9. For the purposes of this Policy, a Government Official is: (i) any officer or employee of a government or any department, agency or instrumentality thereof (which includes a government-owned or government-controlled state enterprise) or of a public international organization, such as the World Bank; (ii) any person acting in an official capacity for or on behalf of a government or government entity or of a public international organization, any political party or party official or any candidate for political office (including, for example, consultants who hold government positions, employees of companies owned or controlled by governments, civil servants, administrative and judicial officers, political candidates and members of the military; and (iii) family members and close personal friends of any of the foregoing, even if they are not otherwise associated with a government or public office.
10. Many countries have laws prohibiting the bribery of government or public officials in countries other than their own. The U.S. Foreign Corrupt Practices Act and the UK Bribery Act are two examples of such laws. Therefore, it is important to remember that under certain circumstances a bribe or improper payment or provision of anything of value may create problems for you and for the Company in more than one legal jurisdiction (including outside of the jurisdiction in which you work or where the conduct occurs). Accordingly, all interactions with government officials should be consistent with this policy in order to avoid even any appearance of impropriety.

### **Third-Party Intermediaries**

11. The Company may be held liable for the actions of TPIs acting on its behalf. Thus, a Company TPI – defined as anyone who acts on behalf of the Company, including but not limited to a joint venture partner, agent, contractor, distributor or consultant – may not engage in activities that Company Employees may not do directly. To minimize the risk of potential liability stemming from the acts of others, it is important to follow this Policy and other relevant Company policies or procedures when engaging TPIs to act on behalf of the Company.
12. The Company will not enter into any business relationships with a prospective TPI unless due diligence has been conducted and the proper authorization has been obtained. The purpose of the due diligence is to determine whether there are any indications that a prospective TPI may not share the Company’s commitment to integrity and/or compliance with applicable law. The precise requirements that the due diligence of a particular prospective TPI must meet depend upon the risk posed by the particular prospective TPI, which, in turn, is a function of several variables (e.g., the jurisdictions in which the prospective TPI will be conducting business for the Company, existing relationships with Government Officials, etc.). The Company also, on a periodic basis, will audit certain TPI relationships in a risk-based manner and address deficiencies identified by such audits in a timely manner.
13. The Company has implemented a number of policies and procedures to ensure that its TPIs are assessed prior to retention and monitored post-retention to ensure compliance with applicable anti-bribery laws. These requirements are set forth in the Company’s *Third Party Intermediary Anti Bribery and Anti-Corruption Program Management Policy*.

### **Interactions with Healthcare Professionals**

14. In many countries, healthcare professionals (“HCPs”) employed by or otherwise affiliated with public hospitals or public health systems are considered to be Government Officials for purposes of this Policy and applicable anti-bribery laws. As discussed in the *Code of Business Conduct*, the Company’s interactions with all HCPs – not just those who might be considered Government Officials – must be conducted with full transparency and in compliance with applicable laws and regulations, including anti-bribery laws and regulations.
15. Under certain circumstances, the Company may retain HCPs for consulting services, performing research, participating on advisory boards, or performing other bona fide services for which a legitimate need has been identified and for which the Company pays fair market value. All such arrangements must be pursuant to written agreements and approved by members of the Company’s senior management. The Company has implemented a number of procedures and processes to ensure that interactions with HCPs are conducted in compliance with all applicable requirements.

### **Accounting Books and Records**

16. Compliance with the accounting and internal accounting control procedures of the Company is mandatory. The books and records of each subsidiary of the Company shall at all times be maintained and recorded in compliance with local law and the International Financial Reporting

Standards (IFRS). All accounting records, expenditures, expense reports, invoices, vouchers, gifts, business entertainment, and any other business expenses must be accurately and reliably reported and recorded. False or misleading entries or invoices are prohibited.

17. Any and all payments by or on behalf of the Company may only be made pursuant to existing approval authorities and other internal control requirements, and only on the basis of appropriate supporting documentation and for the purposes specified in the documentation. Such purposes shall be recorded in accordance with applicable corporate procedures.

### **Responsibilities In Support of This Policy**

18. It is the responsibility of every Employee to ensure compliance with this Policy. In addition, to ensure that the Company continues to enjoy a reputation for integrity and fairness in conducting business, Employees responsible for engaging and overseeing TPIs, HCPs, and other third-parties to act on behalf of the Company shall ensure that this Policy and other related requirements are clearly understood by such third parties acting on behalf of Company.
19. It is the responsibility of the Compliance Officer to assure that this Policy is made known to all employees, that appropriate training occurs with respect to this Policy, and that all questions or issues raised with respect to this policy and compliance with its requirements are fully addressed. The Board of Directors and Compliance Committee also are responsible for ensuring that the activities of Company are conducted in a consistent and compliant manner.
20. Reporting Obligation. Each employee must make an immediate report of any suspected or actual violations (whether or not based on personal knowledge) of applicable laws or regulations or of this Policy and any related policies and procedures. Reports should be made to the Compliance Officer. Once an employee has made a report, the employee still has an obligation to update the report as new information comes into his/her possession. Under no circumstances shall the reporting of any such information or possible impropriety made in good faith serve as a basis for any retaliatory actions to be taken against any employee making the report. Reports can be submitted through the following methods:

***Direct Reporting to the Compliance Office:***

In the U.S. or Canada: (901) 867-4349

Via email at: [ethics@wright.com](mailto:ethics@wright.com)

***Anonymous Reporting to EthicsPoint:***

In the U.S. or Canada: (888) 279-1924

Outside the U.S., refer to the International directory at: [www.ethicspoint.com](http://www.ethicspoint.com) or direct link: <https://secure.ethicspoint.com/domain/media/en/gui/22544/index.html>

21. Any Employee who violate this Policy, Company policies or procedures, or other applicable laws or regulations is subject to disciplinary action, up to and including dismissal. TPIs, HCPs, and other third parties acting on behalf of the Company who violate this Policy, other relevant Company policies or procedures, or other applicable laws or regulation are subject to termination

of all commercial relationships with Company and may be required to indemnify the Company for losses suffered as a result of their violations.