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	Title: Global Anti-Bribery Policy			

1.0 PURPOSE

Cook Group companies (Cook) does not tolerate bribery in any form. The Global Anti-Bribery Policy is part of the Cook Anti-Corruption Program and confirms Cook's commitment to ethical business practices reflected in the Cook Group Global Code of Conduct and other Cook Group Written Standards (CWS). This policy is designed to support compliance with the US Foreign Corrupt Practices Act (FCPA), the UK Bribery Act, and other External Applicable Standards (EAS) concerning anti-bribery.


2.0 SCOPE

The Global Anti-Bribery Policy applies to all Cook Group companies worldwide and companies with which Cook does business, as well as each company's respective officers, directors, employees at all levels, interns and anyone doing business on Cook's behalf, including agents, consultants, independent contractors, distributors, or partners.

This policy does not apply to CGI Resort Holdings, LLC or any of its subsidiaries.

3.0 ROLES AND RESPONSIBILITIES

Role	Responsibility
Vice President, Chief Ethics & Compliance Officer, Cook Group	Leadership, oversight, and guidance on anti-bribery matters. Contact for known or suspected violations of anti-bribery laws and policies.
Legal Counsel, Cook Group	Provide legal advice concerning anti-bribery matters. Contact for known or suspected violations of anti-bribery laws and policies.
Director, Anti-Bribery and Anti-Corruption, Audit and Investigations, Cook Group	Provide subject matter expertise and advice concerning anti-bribery matters and bribery risk mitigation. Contact for known or suspected violations of anti-bribery laws and policies.
Cook employees	Immediately report suspected violations of anti-bribery laws and policies. Cooperate fully with regulatory and law enforcement authorities and internal investigators in the investigation and prosecution of possible violations of anti-corruption laws.
Companies with which Cook does business	Immediately report suspected violations of anti-bribery laws and policies. Cooperate fully with regulatory and law enforcement authorities and internal investigators in the investigation and prosecution of possible violations of anti-corruption laws.

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4.0 POLICY

4.1 Policy Statement

Cook prohibits bribery in all forms, including active and passive bribery. It has been a long-standing Cook policy that Cook does not buy business. Cook prohibits the use of bribes, kickbacks, corrupt payments, and facilitation payments.

Neither Cook nor companies with which Cook does business shall offer, promise, authorize, pay, or provide anything of value to any person or entity, including government officials, with the intent to corruptly influence or gain an improper business advantage.

No employee shall request or accept a bribe. No gift of cash, cash equivalent, or anything of value is ever permitted to be given to or for the benefit of any third party, or requested or accepted by any employee, unless specifically authorized by a Cook policy. Planning to commit bribery is a criminal offense in many jurisdictions and is a violation of this policy. Under certain laws and this policy, even the failure to prevent a bribe is a punishable offense.

Cook is committed to conducting business with integrity and to selling its products based on price, quality, and service. Bribery is an unlawful act and will not be tolerated in any form, even if Cook loses business as a result. Any action that creates even the appearance of impropriety must be avoided.

4.2 Policy Elements


To meet the objectives of this policy, the basic elements outlined below shall be adhered to:

4.2.1 Facilitation Payments

Facilitation Payments (also known as expediting or grease payments) are **prohibited** under this policy. If you come across a situation that you believe may require a facilitation payment, contact Cook Legal or Ethics & Compliance.

4.2.2 Transactions with Third-Party Intermediaries

The use of third-party intermediaries, such as distributors, dealers, agents, and others representing Cook, is an essential element of Cook business. Payments that Cook or its employees are prohibited from making directly cannot be made through an intermediary. Before conducting a transaction with an intermediary, functions responsible for retaining an intermediary shall work with the Legal, Ethics & Compliance, and/or Governance, Contracts and Audit functions to conduct appropriate due diligence prior to entering an agreement. Each intermediary must be

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subject to a written agreement containing anti-bribery provisions and approved by the relevant approval process prior to engagement.

4.2.3 Limited Exceptions

4.2.3.1 Hospitality and Travel Expenses: Hospitality, including meals associated with legitimate business meetings, and payment of necessary and reasonable travel expenses may be appropriate in limited situations such as visits with Healthcare Professionals or other business guests. However, hospitality and payment of travel expenses shall not be provided or accepted in violation of this policy's prohibition on bribery. For further information, please reference the Cook Group Global Code of Conduct and Cook Medical Policy & Guidance on Interaction with Healthcare Professionals.


4.2.3.2 Charitable Contributions: Under applicable anti-corruption laws, it may be permissible to make donations directly to a government agency (as opposed to an individual government official) as part of a charitable effort. All medical-related charitable contribution activity must be processed through the Charitable Donations & Grants Review Board in accordance with applicable policy and procedures regarding Charitable Donations & Grants.

4.2.3.3 Political Contributions: Political contributions are governed by the Cook Group Global Code of Conduct and related policies and are managed by the Cook Government Affairs function.

4.2.3.4 Employee Safety: Payments are permissible without prior Legal or Ethics & Compliance function approval when there is an imminent threat of violence or harm placing an employee's safety at risk. Employees should make whatever payment is necessary to protect their personal safety, and then, as soon as reasonable, report the incident to their supervisor and the Legal or Ethics & Compliance function, and the payment should be properly documented within Cook records.

4.2.4 Accounting/Books & Records

Cook Group companies will maintain a system of internal accounting controls and keep their books and records in reasonable detail that accurately and fairly reflects transactions and dispositions of assets. All payments on behalf of Cook or its third parties must be approved and supported with appropriate documentation in accord with Cook Finance function policies.

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4.2.5 Training

Directors, officers, employees, distributors, and representatives of Cook are required to complete annual training on compliance with anti-bribery laws as determined by the Ethics & Compliance function.

4.2.6 Violations

Violations of anti-bribery laws can lead to severe civil and criminal penalties, significant business interruptions, and reputational harm to Cook, Cook employees individually, and Cook's third parties and their employees individually.

4.2.7 Duty to Cooperate and Duty to Report

Cook employees and companies with which Cook does business must cooperate fully with regulatory and law enforcement authorities and internal investigators in the investigation and prosecution of possible violations of anti-corruption laws.


If an employee knows or suspects that Cook, or any of Cook's offices, agents, representatives, or distributors and/or any individual or entity has violated anti-bribery laws or this policy, that employee is required to report the matter to his/her manager, directly to one of the contacts provided in the Resources section of this document, or anonymously via the Cook E&C Helpline where permitted by applicable local law.

Cook respects the confidentiality of persons who report business conduct violations. Cook's non-retaliation policy means that if a concern is reported in good faith, the employee cannot be subject to any adverse employment action including separation, demotion, suspension, or loss of wages or benefits because of the report. Anonymous reporting may be submitted via the Cook E&C Helpline where permitted by applicable local law.

Cook E&C Helpline: www.cook.ethicspoint.com / +1.877.353.8442

5.0 NONCOMPLIANCE

Failure to follow or implement this policy may result in disciplinary action consistent with the applicable Cook Group company employee manual.

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6.0 REFERENCES

Reference Number	Title
N/A	Cook Group Global Code of Conduct
N/A	Cook Medical Policy & Guidance on Interaction with Healthcare Professionals
N/A	Cook Group Charitable Donations & Grants Policy & Guidance

7.0 DEFINITIONS

Term	Definition
Active Bribery	Directly, or indirectly by using a third party, offering, promising, or giving anything of value to corruptly influence, for an improper business advantage. This includes with direct knowledge, or with “deliberate ignorance” or “willful blindness”.
Anything of value	Anything that has direct monetary value, usefulness, or utility to a recipient. This includes, but is not limited to, cash or cash equivalents, donations (including charitable donations and political contributions), discounts, incentive payments, hospitality (including meals, travel, accommodation, entertainment, and recreation), registration fees for meetings, conferences or congresses, educational items, facilitation payments, employment for relatives, business opportunities, and favors or any form of in-kind or personal services.
Bribe	An offer, request, promise, or authorization to pay, or a payment or receipt of, anything of value to or from any person or entity, including a government official, that is intended to corruptly influence the recipient to misuse his or her position or to obtain an improper business advantage.
Corruptly influence	Providing an offer, request, promise, or authorization to pay, or a payment or receipt of, anything of value with the intent to influence others to misuse their official position to benefit Cook or its business partners.
Facilitation payment (also known as expediting or grease payments)	Payments to government officials to expedite or facilitate non-discretionary actions or services, such as obtaining an ordinary license or business permit, providing police protection, providing telephone, power, or water service, or loading or unloading of cargo.
Government official	Any person acting in an official capacity for or on behalf of a government or instrumentality thereof, or public international organization. In many countries, a healthcare professional may be considered a “government official.”
Improper business advantage	Obtaining or retaining business, obtaining preferential treatment, or securing political or business concessions to which Cook or its business partners are not clearly entitled.

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Term	Definition
Healthcare Professionals (HCPs)	Any person (a) authorized or licensed to provide health care services or items to patients or (b) who is involved in the decision to purchase, prescribe, order, or recommend a Medical Technology. This term includes individual clinicians (for example, physicians, nurses, and pharmacists, among others), and administrative personnel (for example, hospital purchasing agents). This term does not include HCPs who are bona fide Cook employees, while acting in that capacity.
Passive Bribery	Requesting, soliciting, or agreeing to receive or accept a bribe.