

# Code of Conduct of Ethics and Business



<b>A. Preamble</b> .....	3
<b>B. Developing Sustainable Relationships Through Quality, Safety and Service</b> .....	7
<b>C. Corporate Integrity and Fundamental Risks</b> .....	8
<b>D. Laws and Integrity Requirements</b> .....	10
1. Anti-Bribery and Anti-Corruption (ABAC) .....	10
2. Anti Money Laundering (AML).....	11
3. AntiTrust .....	11
4. Conflict of Interest (Col) – Integrity Requirements .....	12
5. Global Data Protection/Security, Retention and Disposal.....	13
<b>E. Basic Generally Applicable Compliance Requirements</b> .....	15
<b>F. Further (Key) Principles for Compliant Behaviour</b> .....	16
<b>G. Our Compliance Program</b> .....	17
1.1 The meaning of Compliance.....	17
1.2 Components of our Compliance Program .....	18
1.3 Understanding of role and duties of the single LINK members in the context of our Compliance Program .....	20
1.3.1 Managing Director at Headoffice (“MDH”).....	20
1.3.2 Chief Compliance Officer (“CCO”).....	20
1.3.3 Local Compliance Officer (“LCO”).....	20
1.3.4 Managing Director of Country (“MDC”) .....	21
1.3.5 Supervisor and Manager .....	21
1.3.6 All LINK employees or 3rd parties working on behalf of LINK .....	21
<b>H. Contact Information</b> .....	22

Dear Employees,

From a Hamburg specialist company for hospital supplies, Waldemar Link GmbH & Co. KG (hereinafter “LINK”) developed into an internationally renowned leading provider of endoprostheses with innovative product range. Quality and service, our top priorities, make LINK a valued partner for surgeons and endoprosthetics specialist. As a pioneer in modern implants, we have developed the first prosthesis models for the hip and knee in the 1960s.

We are constantly researching and developing new endoprostheses and optimizing existing implant systems working closely with Health Care Professionals (“HCPs”), which is only possible by applying scientific knowledge from medicine, biology, metallurgy, biomechanics, tribology, polymer chemistry and surface technology. Many of our successful products have not been created without involvement of HCPs and our employees. This close and fruitful cooperation between HCPs and us is essential for us, if we provide patients with optimal care.

In our developments, we benefit from experience of first-class endoprosthetic surgeons who are familiar with our products. These HCPs we need for education and training of younger HCPs as well as new users. The sharing of experiences between HCPs themselves and between them and us results in high-quality care and safety for patients and gives the possibility to offer the very best products. The existence of a network of reliable, properly trained professionals who are enthusiastic about their job has always played a fundamental role in achieving this aim.

As an owner-managed company, we are committed to legally compliant and socially responsible corporate management. We comply with the applicable laws and other legal provisions of the countries in which we are active. Particularly in recent years, standards developed to ensure legally compliant cooperation between HCPs and the industry.

**We therefore designed a Code of Conduct of Ethics and Business (“Code”) for the Waldemar Link Group (“LINK”), which is comprehensively valid worldwide for all employees, managers and representatives of LINK and all operations of direct/indirect subsidiaries and sister companies that are majority-owned or otherwise LINK controlled.**

The “Code” is not an employment contract and cannot cover all situations or all locally applicable laws and regulations, but it should serve as a compass for ethical and moral conduct and be consistent with general local laws. The “Code” should help to make the points of contact between the law, our rules and our daily work more transparent for you and it is crucial that we keep these rules in our “Code” not only in letter but also in spirit.

For the respective countries, a local “LEGAL & COMPLIANCE” handbook with further processes, work instructions and rules supports the practical implementation based on our company-wide “Code” with the essential country-specific characteristics, laws and rules included.

An important prerequisite for our corporate culture is that every employee knows, understands and lives by a set of common values and acts in accordance with the rules based on these values. We expect from every employee and from us understand and comply with obligations and standards of the “Code” and our “LEGAL & COMPLIANCE” handbook.

**Anyone who violates the rules of our “Code”, our policies and applicable law is acting outside the scope of their employment or employment relationship. Corresponding violations may result in disciplinary action, up to and including termination of employment. Moreover, such an infringement may also have civil and criminal consequences.**

**Deviations from the “Code” require the written consent of the Chief Compliance Officer (CCO) and the responsible Local Compliance Officer (LCO). If such an exception made for an officer or director, the consent of the global management is also required. In situations where the applicable law is in conflict with our “Code”, the law must be respected. In all other cases, our “Code” is binding for our business activities. In doubt and question, contact the LCO or CCO (Global Legal and Compliance Department) in Germany.**

Please note that our “Code”, standards, policies and procedures are subject to change, as are industry standards and legal requirements. Please visit our internal website <https://www.linkorthopaedics.com/> to keep up to date with the latest developments and documents. The “Code” is available in several languages and is available as a public document. The information published therein reflects the valid status and enters into force with the publication and we are pleased to share this with you.

Kindest regards,



Helmut D. Link



*Proprietor*

Peter Willenborg



*Chief Executive Officer*

Norbert Ostwald



*Executive Chairman of the Board*

## Our Vision

“We will continue to strengthen our position as a global provider in joint replacement surgery.”

By

- **Cooperation in leading scientific projects,**
- **Implementation new and innovative production technologies,**
- **Expanding worldwide sales,**
- **Expansion in growth markets,**

Focused on increasing mobility of patients by providing the best possible solutions.



## Our Corporate Mission Statement

“Moving on.” The quality of life of our patients is our responsibility – from the beginning. We develop, produce and market only implants that we would be willing to have implanted in ourselves.



## Our LINK Core Values

Our community built on our values that help us support our vision and fulfill our mission. This in order to develop high-quality products together for our patients and ensue the company's future. The values reflect our corporate culture and should guide and shape us in our daily actions and decisions.

Our LINK core values in business relationships with

- **Health Care Organisations (HCOs) and HCPs,**
- **Customers,**
- **Patients,**
- **Suppliers,**
- **Authorities,**
- **Employees and the general public,**
- **Further stakeholders**

... are social values, morals and ethical standards such as honesty, fairness, transparency, decency and trust. What is behind our Corporate Values?

### Honesty

We manage our company in an honest, transparent manner. Our conduct towards business partners, employees and the public is always characterised by integrity. This means that any conversation and discussion inside and outside the Company always conducted in a courteous manner. Criticism is always expressed constructively and with respect to the other person.

### Fairness

We want fair competition and observe the regulations that apply to it. We comply with the law and the political processes for governmental institutions, officials and public servants and always cooperate with them in an appropriate manner.

### Transparency

The rules we have laid down in our "Code" helps us to act honestly, fairly and transparently with our counterparts. This is the only way to generate sustainable business, which ultimately benefits patients and strengthens confidence in our products.

### Decency

We are committed, honest and open in competition to fulfill our commitments to our customers and business partners. This means doing the right thing (i.e. integrity).

### Trust

We involve others and work with them in a trusting manner. We are committed to our corporate culture of making wise and sensible decisions for the benefit of our patients that foster trust and entrepreneurship. We expect this not only from ourselves, but also from consultants, contractors and other business partners who do business with us or act on our behalf.

From the very beginning, LINK has always focused on sustainable surgical solutions. Therefore, the quality and safety of our services and products are the foundation of our business.

**Patient safety is our top priority**

We aim to provide our patients with the best possible sustainable care and strive for continuous improvement in the quality of care. This goal is achieved through patient experience, research and scientific review. Clinical trials are therefore essential to continuously improve the quality of our services and products by collecting relevant data and feedback.

We promote a culture of scientific progress and continuous quality improvement through the development of future-oriented products and therapies and the design and application of state-of-the-art quality systems.

Having a network of reliable, well-trained professionals who are passionate about their work plays a fundamental role and supports us in achieving this goal.

We ensure that our quality, safety and service requirements are managed through the necessary resources and adequate equipment, within the framework of all health and safety measures that are necessary and appropriate for the performance of the tasks, in strict compliance with the applicable standards for risk prevention in the workplace.

When making a work-related decision, we should ask ourselves the following questions with two goals in mind:

The first objective is whether my particular action is permissible under applicable law, our “Code” and LINK’s corporate policies, and the second objective is whether my particular action is advisable in the light of a prospective impact assessment and risk assessment of the decision in question on the Company’s reputation with key stakeholders, regulators, patients and the general public.

Both objectives be considered in their entirety and unify our rules for business conduct and values. They show us what is expected from us so that we can serve our business partners excellently and live up to our reputation as a trustworthy company.

Our reputation as a medical technology healthcare company and the future depends on each of us making the right decisions, day in and day out.

By complying with the rules of business conduct and applicable legislation, internal policies and procedures, we ensure that LINK remains an attractive employer, a reliable advisor for our customers, and a dependable partner for the mobility of our patients.

We encourage ask questions in unclear situations, to seek advice or to express concerns in the spirit of trustful cooperation. We observe professionalism in our communicative exchanges and interactions, respect the dignity and personalities of others, and are responsible to each other for providing a safe, productive, diverse, and environmentally sound work environment.

In the workplace, we do not tolerate violence of any kind or harassment, intimidation or bullying of employees by colleagues, supervisors or others with whom they interact in the course of their work. We will consistently investigate such cases and take appropriate action against unacceptable behaviour.

Our records and accounts are maintained in a correct and transparent manner in accordance with legal requirements, thus providing an adequate information base on which employees, customers, suppliers, and other stakeholders can make their decisions.

We use LINK’s data and (IT-) assets only for their intended purpose and take appropriate precautions to protect them or prevent their loss. The confidentiality of the Company’s intellectual property (patents, trademarks, copyrights, trade secrets, technical knowledge and scientific findings or Know-how) and proprietary information forms the basis for our business model and a fundamental requirement of our business.



We use only the (verified and licensed) software installed on hardware provided by the company, unless explicitly authorised otherwise in writing. The IT resources and services of the company may be subject to inspection by the company.

Wherever it is necessary and conducive to improvement of:

- **Health and health care,**
- **Medical or scientific education,**
- **Progress or scientific research, and**
- **Emergency relief,**

we get involved and contribute through charitable donations and other contributions complying always the relevant rules and limits.

For LINK's daily work, the following topics and laws are material and may represent the basic risks for our business. The following laws and compliance principles therefore apply without restriction in all cooperation between HCPs, LINK, its employees and other players worldwide. LINK and all its employees avoid any behavior and activities that actually or apparently create a conflict with the following fundamental rules in relation to our partners, customers and patients.

## 1. Anti-Bribery and Anti-Corruption (ABAC)

This law addresses the unlawful giving of any benefit offered, promised, or given, directly or indirectly, to another person for purposes of influencing specific conduct by a person (regardless of whether this monetary benefit is actually achieved). Such behavior is by law prohibited and not tolerated by us.

### Definition:

#### **Corruption**

Corruption is the generic term for the abuse of entrusted power for personal or private benefit and has many manifestations, such as bribery.

#### **Bribery**

- Bribery means an offer, promise, or provision, any request, acceptance of promise or receipt of any bribe.
- In detail bribe means any advantage or benefit (including any thing of value, service, monetary payment, or anything else, whether in a form of a personal benefit/favor or otherwise, like gifts, hospitality, entertainment and invitations) offered or provided to any person, directly or indirectly, in order to:
  - Improperly influence or reward a desired action;
  - Improperly influence or reward an act in violation of a lawful duty;
  - Cause someone to refrain from acting in violation of a lawful duty;
  - Secure any improper advantage;
  - Or improperly influence the decision of a government or government official ("GO").

### **Note:**

- Corruption knows no minimum threshold or minimum value.
- Bribery always involves a donor (active offender) and a recipient (passive offender). Both are usually equally subject to penalties.
- Even the attempt to bribe is inadmissible.
- Corruption and corrupt behavior hurts everyone. A violation of corruption laws and regulations can have significant consequences for the acting persons themselves, their superiors and LINK.
- Consequences of corruption can include fines, imprisonment and lasting damage to LINK's reputation.
- Ignorance of existing legal provisions is no protection against criminal prosecution.

## **What touch points could this law have in our daily work environment?**

We do business with consultants, contractors and other third parties who we know are suitable and eligible for the services they provided. We do not perform acts indirectly through third parties that would be illegal if we performed them directly. Our rules of conduct apply equally to engaged consultants, contractors and other business partners as they act on our behalf.

### **2. Anti Money Laundering (AML)**

The Anti-money laundering refers to a set of laws, regulations, and procedures intended to prevent criminals from disguising illegally obtained funds as legitimate income. Although Anti Money Laundering (AML) laws cover a relatively limited range of transactions and criminal behaviors, their implications are far reaching.

#### **Definition:**

Money laundering is generally defined as the conduct of a transaction using assets obtained by criminal means. In doing so, the transaction is structured in such a way as to circumvent a reporting requirement to detect criminal activity or the continuation of criminal behavior.

## **What touch points could this set of law have in our daily work environment?**

All our employees, particularly those who handle or are involved in cash or financial flows, must take active steps to prevent our products and services from being misused for money laundering, terrorist financing or other criminal activities. Money laundering is a process by which individuals or organizations attempt to make the source of funds appear legal by concealing their true origin. Terrorist financing involves the concealment of the recipient and use of funds, which can be either legal or criminal in origin.

Our legitimate business relationships with third parties must be chosen with care. Third party includes both individuals and companies. Business relationships are permitted with trustworthy business partners only, who are involved with funds from legitimate sources. In order to ensure this, we take measures, such as risk-based business partner checks (“due diligence”) before entering into a contractual relationship.

### **3. AntiTrust**

The Antitrust law are statutes, rules regulations and case law designed to protect consumers and competition from business practices distort or restrict free and open competition in a market economy. Accordingly, all antitrust laws prohibit conduct that unreasonably restricts trade. Such unlawful conduct includes implied agreements between competitors.

Antitrust laws apply to almost all industries and sectors and touch every level of business, including manufacturing, transportation, distribution, and marketing. It prohibits a number of business practices that restrict trade.

#### **Definition:**

AntiTrust laws intends to oversee the distribution of economic power in the economy system and ensure that healthy competition can succeed and the economy can grow.

## **What touch points could this set of law have in our daily work environment?**

Points of contact with antitrust law requirements may involve, for example, cooperation (“Joint Ventures”) with competitors based on joint projects for the benefit of medical/scientific progress. Another point of contact would be, for example, the legal collection and use of information about other companies, in particular HCPs, suppliers and competitors. This is a matter of course for us in order to monitor competition. Our responsible approach to competition is essential to build and maintain long-term business relationships and to promote our reputation.

### **4. Conflict of Interest (Col) – Integrity Requirements**

LINK employees are required to act in the best interest of the patients as well as of the company. It is important that we make business judgements and other decisions without being influenced by undue conflicting personal interests.

LINK respects its employees’ rights and choices and does not wish to interfere with their private personal lives. However, LINK’s employees’ avoidance of a conflict of interest is an important part of maintaining the integrity and sustainability of LINK’s business as well as the personal integrity and builds trust and support amongst the collaboration between the colleagues and LINK’s business partners as well as patients.

#### **Definition:**

A common understanding of the term “conflict of interest” has not yet been developed.

We understand a conflict of interest as a situation, in which a person is in inner conflict and thus can no longer make objective decisions. It must be feared that factual and professional decisions or actions that should serve the primary interest of the company and parties interested in the company’s products or services could be influenced improperly by secondary personal interests.

#### **Note:**

In the case of a conflict of interest, there is always the risk that decisions are not based on the necessary transparency and fairness, but on an improper motivation. In addition, legal provisions and laws can be violated, which may result in considerable personal, financial, image-related or other consequences for LINK employees and the company.

Avoiding a conflict of interest may not always be possible or practicable. The required action for LINK employees who cannot avoid a conflict of interest is disclose it. “Disclose” means to share the existence, nature, and all relevant facts of the conflict of interest with the supervisor, Legal & Compliance or Human Resource department.

## **What touch points could this set of law have in our daily work environment?**

Conflicts of interest can arise from personal relationships with friends or acquaintances. As soon as employees involve their relationship partners, friends, family members or acquaintances in business decisions, a conflict of interest arises. This increases the risk of influence due to personal motives.

In cooperation with competing companies, there is an increased risk of the disclosure of confidential information, for example through trade secrets, infringements of competition or even insider trading.

## 5. Global Data Protection/Security, Retention and Disposal

Global Data Protection in particular, data storage and other kind of data processing is a complex area and is handled and regulated differently from country to country. Only on European Union (EU) level, there is a unified law since May 2018.

Our objective is, maintain accurate information and data, this is essential for the business of the company, always comply with all relevant data protection laws and respect the right of data privacy of the patients and other partners. Therefore, it is necessary ensure that communications inside and outside the company are accurate and complete and as precise as possible to avoid confusing or misleading the recipient.

### Definition:

Data protection describes the protection against the improper processing of personal data as well as the protection of each individual's right to informational self-determination:

Data protection in Europe mainly regulated by the General Data Protection Regulation (GDPR). In other countries outside Europe, there are regulations and standards, which might similar from this GDPR regulation or differ significantly.

The lawful processing of personal data requires by law either authorization, or a declaration of consent from the interested data subjects as legal basis.

Data protection is not the same as data security:

- Guiding question for Data protection: Is the collection and processing of this personal data allowed?
- Key question for data security: How do I protect data from access by unauthorized persons in an effective and adequate manner?

We take appropriate preventive measures to protect confidential information that we obtain in the course of our cooperation with partners, customers and patients, as well as through our own developments.

We use company data only in the company's business context and for the purpose for which they are intended and respect all legal requirements, including the time limits for storing and the obligations of deletion. The confidentiality of the Company's proprietary information and intellectual property is fundamental to our business.

The Company's confidential information, trade and business secrets, whether marked "confidential" or "internal use", must always be treated as confidential, unless expressly relieved by the data owner and supervisor from this obligation to keep the information confidential or the information is marked as "public". Employees are obligated to maintain confidentiality in this regard, even after employment with LINK has ended.

## **What touch points could this set of law have in our daily work environment?**

We process data and information in the most diverse forms and characteristics in our company. Points of contact are found in particular in the context of:

- **Research and development (in health data and others),**
- **Studies (in particular health data),**
- **Human resources department (in particular employees' data),**
- **Sales department with business partner lists (customer and other third party information),**
- **Training departments (among others sound and image recordings),**
- **and further.**

The image principle applies that interactions with HCPs should not be perceived as excessive and luxurious in public.

PRINCIPLES		DEFINITION	ASK YOURSELF! All questions should be a “yes”
1	<b>Separation</b>	Interactions between LINK and HCP / HCO must not be misused to influence purchasing decisions through undue or improper advantages, nor should such interaction be contingent upon sales transactions (TRX) or use or for recommendation of LINK’s products.	<b>Overall:</b> Have I ensured that there is no connection between the allowance and sales transactions or prescriptions by individual HCPs or HCOs?
2	<b>Transparency</b>	Interaction between LINK and HCP / HCO must be transparent and comply with national and local laws, regulations or professional codes of conduct. In countries where no specific provisions have been established, LINK nevertheless ensures adequate transparency requiring prior written notification to the hospital administration, the superior of the HCP or other local designated competent authority, fully disclose the purpose and scope of the interaction.	<b>Overall:</b> Have I adequately disclosed the service required and allowance made to a HCP or HCO?
3	<b>Equivalence</b>	If the HCP is contracted by LINK to provide a service for or on behalf of LINK, the remuneration paid by LINK for the service provided by the HCP must be reasonable and represent a “Fair Market Value” (FMV) for those services.	<b>Overall:</b> Have I ensured that the allowance and the consideration is reasonably proportionate to each other? <b>Note:</b> General commercial principles apply
4	<b>Documentation</b>	For interaction between LINK and a HCP, such as where services are performed by a HCP for or on behalf of LINK, there must be a written agreement setting out, inter alia, the purpose of the interaction, the services to be performed, the method for reimbursement of expenses as well as the remuneration to be paid by LINK. The activities envisaged by the agreement must be substantiated and evidenced by activity reports and the like. Adequate documentation such as the agreement, related reports, invoices etc. must be retained by LINK for a reasonable time to support the need for, and materiality of, the services as well as the reasonableness of the remuneration paid.	<b>Overall:</b> Have all allowances to medical institutions, their employees or other HCPs been recorded and documented?

PRINCIPLES		GUIDANCE
1	<b>Engagement only with written contracts</b>	Any service and cooperation with 3rd Parties (e.g. HCO, HCP, agencies, patient organisations, etc.) must be contractually regulated. The contract must be signed by the parties before the first service is provided. LINK must fulfill contractual commitments made to 3rd Parties. <b>Note:</b> Without a valid contract, disclosure to the employer and approval of the employer – no services, delivery or payment can be made.
2	<b>Events only for the medical and scientific purpose</b>	Events (e. g advertising, product and non-product events) must always have a medical-scientific educational purpose or a legitimate business purpose (e.g. Advisory Board) and terms and conditions must be documented in a comprehensible manner.
3	<b>Location of Events</b>	Location, venue, implementation and all other arrangements for events must be appropriate for the concrete business context (e.g. with regard to logistics, number of participants as well as the travel route of the participants, etc.) and must not be (seemingly) chosen based on leisure aspects.
4	<b>Travel- and accommodation principles</b>	As a matter of principle for cooperation with 3rd parties' applies: HCPs, external stakeholders or other service providers (including agencies, outsourcing partners) must comply with internal LINK processes. 3rd parties' are subject to the same travel and accommodation conditions as LINK's own employees.
5	<b>Transfer of payments</b>	All payments made to 3rd -Parties must be made via an approved payment system of the company (company credit card, direct debit or bank transfer). Payments in cash such as via customer cards or gift vouchers are not permitted.
6	<b>Promotion only in-label</b>	Every promotional activity must always take place within the framework of the respective product approval (in-label), i.e. only after official approval and in accordance to the technical information on the product. Possible stricter regulations of the place of registration may apply.
7	<b>Product release</b>	All requirements for release of materials and activities must be carried out and comply with by the relevant internal departments.
8	<b>Independent decisions of HCPs for the patient</b>	Our activities must never interfere with the relationship between HCP or HCPs and their patients, especially not with the freedom to decide on therapy.
9	<b>No providing nor receiving of gifts</b>	Gifts may neither be accepted nor given.
10	<b>Dispensing material</b>	Approved non-cash benefits (dispensing materials) may be dispensed only in adequate and none relevant amount. Any (supposed) undue influence is prohibited.
11	<b>Payment methods</b>	Cash payments of any kind are prohibited for example to 3rd party, Consultants or HCPs. If you become aware of any such payments or requests, promptly inform your supervisor and the Legal & Compliance Department.
12	<b>Protect and be consistent with the "Code"</b>	Do not circumvent the "Code" of Conduct of Ethic and Business by asking or allowing others to violate it.
13	<b>Charitable donations</b>	Donations are given only to charitable organizations. Donations will never be used in the purpose of an inducement for HCPs to enter into business transactions nor may be linked to past, present or future business transactions. No donations or contributions may be paid to a political party, a federation, coalition, or a group of elector.



## 1.1. The meaning of Compliance

**Acting responsibly** is the basis of all successful and stable enterprises. Integrity creates trust in relation to patients, physicians, suppliers and authorities and is therefore the basis of all our relationships and processes. The focus on Healthcare Compliance in the company is to be a key contribution to this. Compliance is part of the corporate culture, it is part of the corporate strategy and it is part of the management task.

Compliance in this connection means complying with the rules. This is to be achieved by ensuring that the conduct of LINK, DERU GmbH and all activities of its indirect and direct subsidiaries and affiliates, majority owned by LINK or otherwise controlled by LINK, as well as all their employees, complies with all international and national legal regulations and prohibitions.

**Extensive knowledge** of product marketing and the legal and regulatory framework conditions as well as relevant expertise in the medical field are essential for medical technology companies. Numerous statutory requirements at home and abroad must be complied within this context. Thus, healthcare compliance can be guaranteed only by adhering to current standards and all existing laws in all business divisions.

**Each employee** has a responsibility to comply with the relevant regulations. In day-to-day dealings with our business partners, users and patients, we must therefore repeatedly question the extent to which the relevant behavior is actually in accordance with these standards. This ensures that the use of medical products is based on purely objective information and that purchasers and users are not unduly influenced by financial inducements.

**The interaction between LINK and HCPs and HCOs** is an important feature in achieving our mission and responsibility to make the quality of life of our patient better from the beginning. The collaboration makes our products safe, innovative and reliable. Therefore, we designed a Compliance Program to make sure that our interactions related to services serve for the good of the patients.

**Both, our “Code” and our Compliance program** serve as a compass for ethical and moral conduct and are consistent with general local law requirements.

## 1.2. Components of our Compliance Program

### 1.2.1. Principles, Guidelines, Standard Operation Procedures/Processes

- LINK provides you with a set of information and principles you need to perform your duties in a way that is adhered in a legal and ethical manner.
- Our “Code” gives you a broad outline of behavior expected from all of us; our local developed “Compliance Handbook” enables you to follow systematically the established processes and protects you from working beyond required rules and laws.

### 1.2.2. Training and Education

- LINK provides training to help you to identify risks for yourself and company and to do your job properly.
- LINK offers additional special training for functions at LINK that have direct contact with HCPs, HCOs or patients (e. g. marketing, sales, training, research & development, etc.) in order to comply with legal regulations and internal requirements when dealing with them.

### 1.2.3. Organization

Organizational measures ensure that through defined roles in the compliance area, the necessary support is available to help you doing your job adhered and in an appropriate manner to the “Code” and local adapted “Legal & Compliance Handbook”.

The Managing Directors at the Headoffice of LINK designates the Chief Compliance Officer (“CCO”). The country companies designate a Local Compliance Officer (“LCO”).

### 1.2.4. Communication Channels

- The compliance department provides you with necessary and needed information via our standard channels like phone, e-mail, web page, etc.
- In doubts about what to do in some business situations you can also contact directly your Local Compliance Officer or the Chief Compliance Officer at Headoffice.
- Furthermore, you can also contact your immediate supervisor or other managers.

### 1.2.5. Monitoring, Audits and Reviews

The Chief Compliance Officer monitors the compliance activities of the Local Compliance Officers and the country companies’ compliance effectiveness.

Therefore in the role and accountability of the CCO regular monitoring, audits and reviews are conducted to verify that the implemented compliance program meets its designated objective. From the results, measures are derived to improve the program whenever this appears useful and necessary to take also into account the dynamic environment in which it operates.

In the event that the CCO in the light of a certain event wants to conduct an investigation on or within LINK, the local management board shall grant free and unlimited access to information, documents to all employees (including third parties) acting under the direction of the CCO, unless prohibited by law or legal privilege.

#### **1.2.6. Incident / Follow-up / Change Management**

- LINK responds promptly to detected problems and offenses and undertakes corrective action.
- Any alleged infringement of a Law, this “Code” or company guidelines are followed up and investigated. This may include enforcing standards through appropriate disciplinary action. Therefore, LINK members of the organisation are obliged to serve notice of breaches they might observe in the course of their professional activities to report.
- The report of violations of the law, this “Code”, our policies, or ethically questionable or inappropriate practices, may be directed and reported to your supervisor, to the compliance, legal or human resources department. You may report this confidentially or anonymously, if permitted by law.
- LINKs ethics policy includes full cooperation with law enforcement agencies in case violations of the law are investigated.

#### **1.2.7. Protection against Retaliation / Disciplinary Measurements**

- LINK prohibits any unlawful sanctioning of persons who have reported a reasonable suspicion of violating the law, this “Code”, or our rules and guidelines. In the event that you believe that you are the target of harassment or unlawful sanction because you have reported an actual or potential violation, or are about to report it, contact your Local Compliance Officer, Global Compliance or Human Resources Department.

## 1.3. Understanding of Role and Duties of the single LINK Members in the Context of our Compliance Program

### 1.3.1. Managing Director at Headoffice (“MDH”)

The MDH of LINK retains the central task of fulfilling the corporate purpose and taking all necessary organizational, commercial and personnel measures to achieve it. The design competence and overall responsibility for the Compliance Management System (“CMS”) therefore remains with the MDH. This includes the careful selection, instruction, equipment and supervision of the Chief Compliance Officer and implement the global LINK “Code”.

### 1.3.2. Chief Compliance Officer (“CCO”)

The CCO has overall responsibility for the implementation of the CMS of LINK and the “Code”. The CMS is the practical implementation of the rules on compliant behaviour binding all employees of LINK. The CMS aim to identify compliance risks, take appropriate measures inform and train employees accordingly, and correct misconduct. The CCO sets out the basic orientation of the CMS in the form of a policy and efficient process management and training, with the aim of reducing economic losses (including sanctions and damages) and loss of reputation of the company.

### 1.3.3. Local Compliance Officer (“LCO”)

The LCO of the country carries out compliance activities on behalf of the CCO in all responsible units – in case LCO is assigned to several country companies - in the country or countries without interference from Local Management Directors. This includes free and unlimited access to information, documents and all employees employed in the mentioned area of management responsibility, unless prohibited by law or legal privilege.

LCO provides advice, training and other compliance activities in the mentioned area of management responsibility to management and all employees working in this area to assist management in fulfilling its responsibilities and obligations. LCO regularly informs and reports to the Management Directors of the country on all relevant compliance activities, including the assessment of the effectiveness of the compliance program in the area of management responsibility, unless these activities are confidential or legally privileged. Furthermore, LCO provides reports on a regular basis about the status of the compliance effectiveness to the CCO.

#### **1.3.4. Managing Director of Country (“MDC”)**

The MDC is responsible for implementing the global “Code of Conduct of Ethics and Business” and the local designed “Legal & Compliance Handbook” in all responsible units – in case the MDC assigned to several country companies – as well in the country or countries.

The MDC is responsible for the business conduct of all his employees, including ensuring compliance with applicable laws and LINK rules, and promoting a culture of integrity. Regardless of any appointment of LCO, MDC is ultimately responsible for the implementation of the Compliance Program and will provide regular insights and feedback to the LCO on his perception of the effectiveness of the Compliance Program.

Furthermore, the MDC provides the CCO with regular insights and feedback on the performance of the LCO.

#### **1.3.5. Supervisor and Manager**

The supervisor and manager act as a role model. Besides functional duties, compliance responsibility assigned shall ensure that employees reporting to the supervisor and manager understand and act in compliance with our “Code”, policies and the law. For this reason, supervisors and managers are encouraged to foster an open, honest and transparent communication in both directions by implementing a positive work environment. This enables employees easier to raise questions and address integrity and compliance issues.

#### **1.3.6. All LINK employees or 3rd parties working on behalf of LINK**

LINK expects all employees to perform their duties in accordance with the Company’s purpose, our global values, policy, this “Code”, and the law. The same applies to 3rd parties who work for us on our behalf.

We encourage all to raise queries and/or suggestions with their supervisor and/or Compliance Department in the event of any situation however slight it, in which you have any doubts as to whether own actions or those of third parties could be a breach to values, principles and rules of conduct established in our “Code”.

All persons who work with business partners, officials or authorities in the course of their duties, inspections, controls, audits, business relations, etc. must immediately report irregularities to their superior. If you are uncomfortable raising the matter with your supervisor, you can also contact another office or report anonymously.

**Waldemar Link GmbH & Co. KG**  
**Barkhausenweg 10**  
**22339 Hamburg, Germany**

You can also send an e-mail to **Ethik-Hotline@link-ortho.com** or contact us by telephone on +49 (0)40 - 53995-800.