

# Policy on Business Integrity, Global

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<b>Policy #</b>	EI001	<b>Audience</b>	Global
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## 1.0 Purpose

At LivaNova, we operate with integrity since we believe that integrity is the foundation of trust. Trust is one of our most valuable assets, and it's one of the most fragile. We do not commit, or become involved in, bribery or corruption, or fraudulent behavior. We avoid behavior that could create the appearance of impropriety that could result in the loss of trust, integrity, and/or our reputation.

We want to be successful because of the quality and performance of the products and services we provide; not because the decision to purchase was influenced in some other way. At the core of our values, we maintain our commitment to quality and integrity in everything we do.

We pride ourselves on honesty, transparency and integrity in the company that we work for and those companies that we choose to work with.

The purpose of this policy (the "Policy") is to set forth the compliance standards of LivaNova (or the "Company") with respect to how we conduct ourselves. This is considered a master policy that provides general guidance and principles on the key areas of compliance risk for LivaNova; however, there are several other sub-policies, procedures and guidance documents that are referenced throughout, which you will need to consult for more detailed guidance.

## 2.0 Scope

This Policy applies to all LivaNova Employees, Contractors and Business Partners working for us in all function, business unit and region.

LivaNova conducts business globally and we are subject to international laws as well as the national or local laws of every country where we operate. If local laws, regulations or standards are stricter than those in this Policy, you must always follow the stricter rule.

## 3.0 Responsibilities

### 3.1 Ethics & Integrity

Responsible for:

- 3.1.1. Implementing and maintaining this Policy.
- 3.1.2. Raising awareness and providing education in relation to this Policy.
- 3.1.3. In coordination with Legal, providing ad-hoc guidance and subject matter expertise to commercial and corporate functions on business projects, processes and initiatives in order to assess the business integrity risk and recommend risk-mitigating actions, where applicable.



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- 3.1.4. In coordination with Legal, investigating – and, where needed, recommending corrective actions for – allegations of non-compliance with this Policy.

### 3.2 All LivaNova Employees, Contractors, and Business Partners

Responsible for:

- 3.2.1. Being familiar and complying with this Policy.
- 3.2.2. Completing all business integrity training required for their job responsibilities.
- 3.2.3. Reaching out for advice to Ethics & Integrity and Legal as needed for business projects, processes and initiatives to understand business integrity risk exposure and recommended mitigating actions, where applicable.
- 3.2.4. Referring any business integrity questions, issues or concerns to Ethics & Integrity or Legal.
- 3.2.5. Reporting any potential violations of this Policy through the Company's speak up channels in accordance with the [\*LivaNova Speak Up and Non-Retaliation Policy\*](#).
- 3.2.6. Implementing process revisions and corrective actions as required and recommended by Ethics & Integrity or Legal to mitigate risk.

## 4.0 Key terms and Definitions

Please refer to the *LivaNova Ethics & Integrity Glossary* or ask your Ethics & Integrity business partner.

## 5.0 Policy Statements

### 5.1. Fundamental Rules

LivaNova Employees, Contractors and Business Partners

- Must always act with integrity, lawfully and in compliance with applicable rules, regulations, codes and standards.
- Should understand the impact that their actions and decisions could have on people and businesses, including but not limited to the consequences in terms of perception and reputation.
- Must not operate, encourage or allow others to operate, in a way that is considered illegal, unethical or harmful to our reputation.
- Must not engage, or become involved, in any form of corrupt or fraudulent behavior either directly, or indirectly through intermediaries, such as distributors, agents, sales representatives, consultants, travel agencies or any other types of business partner.
- Must not seek to influence others by offering, paying, providing, requesting or receiving Bribes, Kickbacks or Facilitation Payments, either directly or indirectly,

- Must not - directly or indirectly through intermediaries - offer, pay, provide, request or receive anything of value (cash, cash equivalent or in-kind) to any Third Party - including but not limited to Healthcare Professionals, Healthcare Organizations, Patient/care-givers/Patient Groups, Government Officials or commercial intermediaries to obtain or retain business or secure an improper advantage.
- Must liaise with Ethics & Integrity or Legal for advice before proceeding, whenever in doubt that offering, paying, requesting or receiving Anything of Value to or from a third party could constitute Bribe or be viewed as an improper exchange.

## 5.2. Bribery

### *What it means*

A Bribe is Anything of Value that is offered, given, requested or received (directly or indirectly), in an attempt to influence an action or to secure an improper business advantage. A Bribe can be something other than cash, and can include travel, personal use of Company property, Sponsorships, donations, favors, or job offers. It is still a violation of this Policy even if the Bribe is not ultimately paid or if it is unsuccessful. There are no monetary thresholds to Bribery or Corruption (i.e., the value of the corrupt activity is irrelevant).

*A Bribe is still a Bribe, even if it is paid indirectly (i.e., through a third party such as a consultant or a distributor). We cannot ask someone else to do something we cannot do legally ourselves.*

### *Why it matters*

We are subject to laws that prohibit bribery. Bribery exposes both the Company and the individuals involved to significant penalties (including criminal charges). It increases the cost of doing business and can cause significant damage both to LivaNova and to its victims.

### *How we do it*

Our rule is simple. We do not offer, give, demand, or accept Anything of Value, or a financial incentive (no matter how small) to, or from, any person in order to obtain an advantage. It does not matter what the situation is, who is involved, or the value. We never ask third parties to do this on our behalf.

We do not make Facilitation Payments.

However, in the very limited emergency scenario where a payment has to be made due to a direct and imminent threat of harm to personal safety or wellbeing, and no other alternative exists, then such a payment can be considered, provided it is approved by the Chief Ethics and Integrity Officer prior to any transactions taking place or - where the nature of the emergency

*A Facilitation Payment is an unofficial payment made to speed up routine administrative actions, but not alter their outcome. They are also sometimes referred to as a 'Speed Payment' or 'Grease Payment'.*

does not allow for a pre-approval - reported to the Chief Ethics and Integrity Officer as soon as the person(s) has reached safety and recorded appropriately.

Please remember, however, that these scenarios remain very rare and exceptional circumstances and that the rule of thumb is that Facilitation Payments are not permitted.

### 5.3. Benefits - Gifts and Entertainment

#### *What it means*

A Benefit is something of value that is given or received but not paid for by the recipient. Benefits can be Gifts, meals, Entertainment, travel and accommodation, or other contributions, such as offering a job or opportunity with the Company to a family member of another party.

#### *Why its matters*

Benefits can be perceived as improperly influencing business decisions and could be seen as a Bribe. The perception that we provide or accept unethical Benefits erodes trust with our Employees, customers, Business Partners, and other stakeholders.

#### *How we do it*

Certain modest Benefits can be provided if:

- The Benefit is permitted by local laws, regulations or applicable code of conduct/practice;
- The Benefit is permitted by LivaNova policies and procedures.
- The giving of the Benefit does not breach the recipient's internal policies and procedures;
- The Benefit is transparently given or received in Good Faith without implied conditions or the expectation of anything in return;
- There is a legitimate business purpose for the Benefit;
- The Benefit is tasteful, appropriate and consistent with generally accepted standards of professional courtesy and our policies and procedures; and
- The nature, value and frequency must be appropriate to the circumstances in which it is given and to the position or role of the recipient.

*Government Officials include any domestic or foreign:*

- *elected, appointed, or honorary government official;*
- *employees of state-owned enterprises or of any department, agency or regulatory authority;*
- *employees of an international public organisation such as the United Nations, the World Bank or International Monetary Fund;*
- *member of a royal family; political party, party official or candidate for political office;*
- *individuals who hold or perform the duties of an appointment, office or position created by custom or convention, including some members of royal families and some tribal leaders;*
- *police officers; and*
- *children or other relatives of a government official.*

*If you are in doubt as to whether a person is a Government Official or an entity is a government owned enterprise, you should consult Ethics and Integrity or Legal.*



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If the recipient has any direct or indirect influence over an anticipated or pending business decision that will impact the Company's interests<sup>1</sup>, or if the recipient is a Health Care professional or a Government Official, then special caution must be exercised.

Please refer to LivaNova's [Interactions with Healthcare Professionals Global Policy](#), [How to Provide Gifts and Hospitality to HCPs](#) and [How to Provide Gifts and Hospitality to non-HCP Third Parties](#) guidance documents for further details on the limits and requirements that apply to providing Gifts and Benefits to a Business Partner, and to LivaNova's [Global Conflict of Interest Review and Management SOP](#) to know what to do if you receive or wish/expect to receive a Gift or Benefit from a Business Partner.

#### 5.4. Sponsorships, Donations and Grants

##### ***What it means***

Sponsorships provide a way for LivaNova to strengthen and promote its corporate brand while providing philanthropic and community support. Such Sponsorships include a contribution of Anything of Value towards an event, organization, or institution owned or run by a third party. In the case of Sponsorship, there is an expectation that LivaNova will receive some business value in return by way of branding, marketing, or advertising rights.

Donations and grants are a way for LivaNova to contribute to worthy causes which reflect our standing as a responsible corporate citizen.

The recipient can be a charity or other organization and the donation or grant can be a financial or an in-kind Benefit. LivaNova typically

does not receive directly recognizable Benefits associated with an evaluation of Return on Investment for these activities.

*Sponsorships or donations and grants involving Healthcare Professionals and Healthcare Organizations are subject to additional rules. Please check the relevant procedures for what process and requirements must be met.*

##### ***Why it matters***

Sponsorships, donations and grants can create problems if they are made to improperly influence business decisions or if they are given with implied conditions. They can be perceived as forms of Corruption (for example, 'sponsoring' or 'donating' to what appears an independent third party but is in reality linked to a customer, supplier, Healthcare Professional or associated persons).

##### ***How we do it***

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<sup>1</sup> For example, attending a Christmas Party offered by a provider while contract negotiations or an RFP are in progress would not be considered appropriate as you, the recipient of the Benefit, can have an influence on the upcoming business decisions concerning that contract or RFP. However, a business meal with an existing business partner where the party who is offered the meal has no direct or indirect influence over an anticipated or pending business decision, would not be inappropriate, provided it meets LivaNova's requirements on [Conflict of Interest Review \(see Gifts Received\)](#)



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Any commercial sponsorship, donation or grant must:

- Not be offered or given with implied conditions or to improperly influence business decisions or obtain favors;
- Be transparent and documented to clearly identify recipient, value and purpose; and
- Go through an approved review process;
- Be justified by a legitimate business purpose.

For Donations and Grants, please refer to LivaNova's [Global Donations and Grants SOP](#) for further details on how requests are received, reviewed and managed.

For Commercial Sponsorships, please refer to LivaNova's [How to Sponsor a Third-Party Organized Educational Event](#) guidance document for further details on how to manage these types of commercial endeavors.

## 5.5. Fraud

### *What it means*

Fraud is deliberate misuse, misapplication, or deception to secure unfair or unlawful gain. This includes misrepresentation, falsification of documents, misuse of the Company's resources or assets, or money laundering. It can be for direct or indirect personal gain or for the benefit of someone else.

### *Why it matters*

Fraud is a criminal offense. It can cause financial loss to LivaNova as well as reputational damage.

### *How we do it*

Individuals must not knowingly commit, be a party to, or be involved in, or ignore Fraud.

Everyone is responsible for the detection and prevention of Fraud. If you supervise others, you are responsible for acting and leading by example, communicating and implementing requirements in your area of responsibility, and ensuring transparent and accurate recordkeeping, including checking expense reports, payment requests, and invoices before approving payment.

*Other fraudulent activities include overcharging on invoices; claiming expenses that were never incurred or falsification of claims; accounts receivables and payables fraud (e.g., invoice splitting to avoid approval thresholds; fictitious sales and refund entries; manipulating vendor details and creating bogus vendors).*

## 5.6. Conflict of Interest

### *What it means*



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A Conflict of Interest occurs when our own private interests are put ahead of, interfere, or appear to interfere, with the interests of LivaNova. A Conflict of Interest (or even the appearance of a conflict) could compromise our objectivity or ability to make impartial business decisions.

### *Why it matters*

The way we conduct ourselves in our business dealings impacts our reputation and the trust we maintain with stakeholders. By discouraging and avoiding Conflicts of Interest, we send a clear message about our commitment to LivaNova's integrity and our determination to do what's right.

### *How we do it*

While doing our daily work, there may be occasions where a conflict, or a potential conflict, may arise. It is important that we use our judgment to avoid situations where there may be, or even appear to be, a Conflict of Interest. Sometimes we will not be able to avoid a potential conflict, and in such instances, it is important that we disclose any suspected Conflict of Interest to our manager or Ethics and Integrity so that together we can discuss how it can be managed appropriately and transparently.

If you supervise others, you have a duty to prevent and detect potential Conflicts of Interest and, where disclosed and unavoidable, manage any conflicts arising in your area of responsibility.

Many conflicts can easily be avoided or addressed if they are promptly disclosed and properly managed.

Please refer to LivaNova's [Global Conflict of Interest Review and Management SOP](#) for further details on how conflicts are disclosed, escalated and addressed.

## 6.0 Training and Monitoring

Managers are expected to ensure that their employees know, understand, and adhere to the requirements of this Policy. Employees are responsible for completing on-time all required training regarding this Policy, and managers are responsible for ensuring that this is the case. LivaNova conducts spot monitoring to ensure compliance with this Policy.

### *Potential conflicts can arise:*

- *If you work for an external party that does (or could potentially do) business with or compete with LivaNova. This includes working in any capacity, such as employment, consulting, advising, acting as an agent, being a director or officer and volunteering.*
- *If you have secondary employment or side-line work which leads to a decrease in your work performance or impacts your duties for LivaNova*
- *If you or a relative has a significant ownership or controlling interest in an external party that does (or could potentially do) business with, or compete with LivaNova.*
- *If you hire a relative, partner or a close friend as an Employee, Contractor or Consultant.*

*If you have influence over the job performance evaluation or compensation of any person who is a relative or you are in a relationship with.*



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## 7.0 Escalation

Any variance from or exception to this Policy must be submitted to and approved by the Chief Ethics and Integrity Officer (or delegate) before proceeding.

## 8.0 Ask Questions or Raise Concerns

Raise questions and/or report concerns or potential violations to

- your manager,
- a senior manager or executive leadership,
- Ethics and integrity (reach out to your E&I business partner or email [ethics@livanova.com](mailto:ethics@livanova.com)),
- HR,
- Legal, or
- Send a letter via post to:  
Attn: Chief Ethics and Integrity Officer  
LivaNova PLC  
20 Eastbourne Terrace  
London  
W2 6LG  
United Kingdom

You may also report your concerns directly to our third-party-managed LivaNova Ethics Line:

- Via Phone: (800) 461-9330 (additional local numbers available here)
- Via Web: <https://ethicshelpline.livanova.com>

Bona Fide reports will be treated with discretion, investigated according to LivaNova's internal investigations procedure, and appropriate corrective action(s) may be taken based on the findings of the inquiry.

## 9.0 Violations

Any Employee who violates Company policies, procedures or other written guidance - and any manager who knowingly permits or directs a subordinate to do so - may be disciplined accordingly, up to and including termination of employment.

LivaNova has a strict no-Retaliation Policy. Retaliation, of any kind, against individuals who speak up about a potential violation will not be tolerated. Examples of Retaliation include, but are not limited to, termination, demotion, refusal to promote, transfer (in some circumstances), or other adverse action that would discourage a reasonable person from opposing or disclosing perceived Misconduct.



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## 10.0 Appendices

None.



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LivaNova PLC

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