

AROA BIOSURGERY LIMITED

ANTI-BRIBERY AND CORRUPTION POLICY

1 WHAT IS THIS POLICY?

- 1.1 This Anti-Bribery and Corruption Policy (**Policy**) covers Aroa Biosurgery Limited and each of its subsidiaries (**Company**) and all **Employees** globally.
- 1.2 This Policy sets out the Company's stance on the implementation and management of anti-**Bribery** and **Corruption** measures across the Company's business operations in accordance with the Company's risk profile and relevant legislation.
- 1.3 Words in bold have the meaning stated in Section 7 and appear in bold when first used.

2 WHY DO WE NEED THIS POLICY?

- 2.1 Bribery and Corruption can have a significant adverse impact on the interests of the end customers and the Company's **Business Partners**. It may also detrimentally impact the integrity of the wider markets in which the Company operates.
- 2.2 The Company promotes the highest standard of integrity and honesty in all it does. Adherence to anti-Bribery and Corruption best practice governance, controls and compliance are considered essential to the Company's business principles and is consistent with the Company's statement of values.

3 WHO DOES THIS POLICY APPLY TO?

- 3.1 This Policy applies to all Company business units and Employees in all jurisdictions in which the Company operates.

4 HOW TO COMPLY WITH THIS POLICY?

- 4.1 The Company has a zero tolerance approach to Bribery and Corruption.
- 4.2 Bribery and Corruption include the following activities:
- (a) offering, promising or giving a **Bribe**, which includes **Facilitation Payments** and **Kickbacks** (sometimes referred to as active bribery);
 - (b) requesting, agreeing to receive, or accepting a Bribe (sometimes referred to as passive bribery);
 - (c) acting as an intermediary (i.e. facilitating an act of Bribery); and
 - (d) Bribing **Public Officials**.
- 4.3 Bribery is defined as the offering, promising, giving, accepting or soliciting of any fee, gift, reward or other advantage as an inducement to do something in the conduct of the Company's business, which is illegal, unethical or a breach of trust.
- 4.4 Facilitation Payments, whether legal or not in a country, are prohibited under this Policy. However, it is important to recognise the difference between a Facilitation Payment and extortion. The safety of Employees is of primary concern and when travelling abroad, an Employee should never refuse to make a payment if faced with a threat, or fear, of violence or loss of liberty. In this case, full details of the payment must be promptly reported to the Chief Financial Officer.
- 4.5 The Company has adopted a risk-based approach to managing Bribery and Corruption which recognises that the threat posed varies across the jurisdictions

in which the Company operates, the business sectors in which the Company operates, and the nature of the business the Company transacts.

- 4.6 The Company is committed to ensuring that no one suffers any **Detrimental Treatment** as a result of refusing to take part in Bribery or Corruption practices, or because of reporting in good faith their suspicion that an actual or potential Bribery or Corruption offence has taken place or may reasonably occur in the future.
- 4.7 The Company is an apolitical organisation and donations (financial or in kind) to political parties, individuals or campaigns are not permitted. Employees are not permitted to make any political contributions on behalf of the Company.

5 HOW WILL POLICY COMPLIANCE BE MONITORED? Reporting/Monitoring

- (a) Under the Company's Code of Conduct, all Employees have a responsibility to help detect, prevent and report instances of Bribery and Corruption in connection with the Company's business. The Company is committed to ensuring that all Employees have a safe, reliable and confidential way of reporting any suspicious activity. You are required to raise concerns about any issue or suspicion of malpractice at the earliest possible stage with your manager. If you are unsure whether a particular act constitutes Bribery or Corruption, or if you have any other queries or concerns, these should be raised with your manager and / or the Chief Financial Officer.
- (b) All incidents of Bribery or Corruption will be reviewed by the Chief Financial Officer. Any material breaches of this Policy will be reported by the Chief Financial Officer to the Audit and Risk Committee.
- (c) Any matters of a criminal nature will be reported by the Chief Financial Officer, in consultation with the Chair of the Audit and Risk Committee, to the police and, if appropriate, relevant regulatory authorities.
- (d) The Audit and Risk Committee will periodically review this Policy to ensure it is operating effectively and to determine whether any changes are required to the Policy.

5.2 Non-compliance

- (a) Non-compliance with this Policy will be dealt with in accordance with established administrative or disciplinary procedures, which may result in disciplinary action, including termination of employment or engagement. Such persons may also be found to be civilly or criminal liable.
- (b) Infringement of this Policy may have serious implications for the reputation of the Company, including adverse regulatory and media comment together with the possibility that criminal or civil penalties may be levied.

6 WHAT ARE THE RELEVANT PROCEDURES?

- (a) All **Sponsorships** and **Charitable** donations must be approved by the Board and due diligence must be carried out on recipient bodies to ensure that no undue business advantage is gained in this way.
- (b) All interactions with healthcare professionals must comply with the Policy for Interactions with Healthcare Professionals. The purpose of the Policy for Interactions with Healthcare Professionals is to ensure that all interactions with Healthcare Professionals do not have, or appear to have, an influence on medical judgment.

- (c) The Company does not permit the exchange of gifts or involvement in hospitality activities that is beyond general commercial practice or that occurs in circumstances that could be considered to give rise to undue influence.
- (d) The offer or acceptance of gifts or hospitality is permitted where it:
 - (i) is for a legitimate business purpose, which may include developing business relationships;
 - (ii) does not take place with Public Officials from which a decision regarding any licence, permit, authorisation or any other official act or decision is pending;
 - (iii) involves, or is reasonably likely to involve, a third party paying for travel or accommodation, and that payment is approved by the CEO, CFO or COO;
 - (iv) complies with the local law and government policies of the country in which the expenditure is made;
 - (v) is given in an open and transparent manner;
 - (vi) does not include cash, loans or cash equivalents (such as gift certificates or vouchers); and
 - (vii) complies with the Policy for interactions with Healthcare Professionals (where applicable) .

6.2 Roles and Responsibilities

- (a) The accountabilities and responsibilities associated with this Policy are as follows:
 - (i) This Policy is communicated to all employees, including executive management in all jurisdictions and is made available on the Company's website.
 - (ii) Additional training of executive management is provided where deemed necessary
 - (iii) Executive management is responsible for:
 - (A) ensuring those reporting to them are made aware of (and understand) this Policy identifying the business' risk exposure;
 - (B) implementing appropriate controls to mitigate the risks identified; and
 - (C) reporting to the Chief Financial Officer on the above at regular intervals or when requested to do so.
 - (iv) The Chief Financial Officer must report annually to the Audit and Risk Committee with respect to the operation and effectiveness of this Policy, or more frequently if considered necessary.
- (b) The overall ownership of this Policy rests with the Audit and Risk Committee who controls any amendments required to this Policy as a result of changing internal and external needs.
- (c) All records relating to compliance with this Policy must be retained for seven years.

7 DEFINITIONS

Term	Definition
Bribe	A financial or other advantage or benefit which is offered, promised, given or received by an individual. This may include cash payments, or undue advantages in the consideration of the award of a contract or a tender. Gifts, invitations to corporate hospitality and entertainment events, or payments of expenses to attend conferences may also come under this category, provided there is the necessary intention to bribe / accept a bribe.
Bribery	The offering, promising, giving, accepting or soliciting of any fee, gift, reward or other advantage as an inducement to do something in the conduct of the Company's business which is illegal, unethical or a breach of trust. Inducements can take the form of secret commissions, gifts, loans, fees, rewards or other advantages (e.g. taxes, services, donations, etc).
Charitable	Supporting a charity or not for profit organisation with money, goods or services.
Corruption	The abuse of entrusted power for private gain.
Business Partner	A party with whom the Company has contracted to provide services on an outsourced basis or with whom the Company has entered a joint venture agreement.
Detrimental Treatment	Dismissal, disciplinary action, bullying, victimisation or other unfavourable treatment connected with raising a concern
Employees	All Company employees globally including directors, employees, temporary workers and contractors; full-time, part-time and fixed-term.
Facilitation Payment	A small Bribe also called a "facilitating", "speed" or "grease" payment; made to secure or expedite the performance of a routine or necessary action to which the payer has legal or other entitlement.
Kickback	A form of Bribery in which a proportion of the sales value from the award of a contract is illicitly paid to the person responsible for awarding the contract.
Public Official	A person whether elected or appointed, who holds a legislative, administrative or judicial position. Examples include employees of government bodies (including local government, police force), persons holding public office, employees of regulators (e.g. FDA), or officials or agents of a public international organisation, such as the United Nations or the World Bank.
Sponsorship	Supporting an organisation or activity by giving money or other non-financial help.