



**FRESENIUS
MEDICAL CARE**

Compliance Brochure

**For Fresenius Medical Care's
Business Partners**



Background

Fresenius Medical Care (hereinafter also “FME”) is committed to ethical interactions and to be compliant with all applicable laws, regulations, and industry codes. Fresenius Medical Care requires the same commitment from its Business Partners. The term “Business Partner” refers to any person or organization with which Fresenius Medical Care interacts that is not affiliate, officer, director, or employee of Fresenius Medical Care.

Our valued Business Partners play a vital role in our success, but these relationships are not without risk for Fresenius Medical Care. Fresenius Medical Care and its affiliated companies may be held responsible and potentially liable for the actions of their Business Partners. To mitigate this risk, Fresenius Medical Care insists that integrity be a central element of its relationships with Business Partners. Fresenius Medical Care also requires that ethical conduct form the baseline for anything that a Business Partner does on behalf of Fresenius Medical Care or in connection with its business.

This brochure provides information about Fresenius Medical Care’s expectations concerning ethical business practices in order to facilitate a successful relationship with its Business Partners.



Our Vision

Decades of experience in dialysis, innovative research, the global leader in dialysis services and products – this is Fresenius Medical Care. Patients with kidney disease can now look ahead with much more confidence thanks to our innovative technologies and treatment concepts. We give them a future, one that offers them the best possible quality of life.

Our Mission

Fresenius Medical Care achieves optimal and sustainable clinical, quality and technological standards in patient care through our commitment to develop innovative products and therapies. The unique position of Fresenius Medical Care builds on many years of professional experience and continual innovation. Accordingly, the focus of our research and development effort is to maintain the technological and clinical edge needed to create innovative products and enhanced therapies.

A Joint Commitment

At Fresenius Medical Care we strive every day to improve the lives of our patients around the world through superior products and services. Our patients, customers, creditors, investors, and regulators expect our business to be conducted with integrity and in compliance with all applicable laws, regulations, and industry codes. Our continued success and reputation depend on our commitment to act accordingly.

Our business is highly regulated and subject to a number of complex laws, regulations, and industry codes. We are committed to growing our business in compliance with these standards, and we expect the same from you - our Business Partners. You are required to adhere to your contract with us, and to follow the principles detailed in this brochure, the Fresenius Medical Care Code of Ethics and Business Conduct ("Code"), the Fresenius Medical Care Supplier Code of Conduct ("Supplier Code") and the guidelines and policies of Fresenius Medical Care that apply to your business. Failure to do so could expose you, Fresenius Medical Care, and the individuals involved in misconduct to fines, discontinuation of licenses or permits, or other serious sanctions, and loss of business. At Fresenius Medical Care, we take Compliance seriously, and we insist that our Business Partners do so too.

Fresenius Medical Care's employees are guided by the Code, policies, and guidelines in their day-to-day work. Fresenius Medical Care does not require its Business Partners to follow the letter

of its Code, policies, or guidelines, but it does expect its Business Partners to follow the principles of good business ethics that those documents articulate in addition to all applicable laws, regulations, and industry codes. We are dedicated to conducting and growing our business in a legal and ethical manner consistent with our global values and international human rights standards because we believe this is the right thing to do. By acting with integrity, we earn the trust of our stakeholders, including patients, customers, healthcare professionals, regulators, and our Business Partners. Trust is the key driver for our success. Mutual trust and compliance with the applicable standards are indispensable elements of a successful relationship for Fresenius Medical Care and its Business Partners.

Our success - that of Fresenius Medical Care and our Business Partners - depends on meeting our commercial objectives, and on how we meet them. By adhering to the highest ethical standards, we can raise the standards in our industry and in our performance.

Please read this brochure carefully. You can also use it as a resource in case you have a question. If this brochure does not provide the information you are looking for, please do not hesitate to contact your Fresenius Medical Care business contact or Local Compliance Officer. You may also choose to submit your query on Fresenius Medical Care's website, www.freseniusmedicalcare.com, where you will also find further information on Compliance at Fresenius Medical Care.

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Introduction

Fresenius Medical Care has established a robust compliance program. We are proud to share elements of our program with our Business Partners to assist them in meeting their legal, regulatory, and ethical obligations. While compliance with applicable laws, regulations, and industry codes is everyone's responsibility, you – as a Business Partner of Fresenius Medical Care – have a special duty to apply these standards to ensure that you do not expose your business or Fresenius Medical Care to any substantial risks or liability. Fresenius Medical Care takes this commitment seriously. Your continued engagement depends on adhering to the applicable laws, regulations, and industry codes, and on following the principles of the Code and related Fresenius Medical Care guidelines and policies provided to you.



To assist our Business Partners in meeting our expectations, Fresenius Medical Care makes a number of resources available:

- ➔ Guidelines and policies relating to proper business conduct
- ➔ Compliance training on the principles of business conduct that we expect
- ➔ Channels to raise Compliance issues on a confidential basis
- ➔ Audits to demonstrate adherence to these standards

Our Expectations and Your Responsibilities



You are responsible to:

- 1 Act with **integrity**** to protect your and our reputation.
Business contact, our Compliance Officers, or the Fresenius Medical Care Compliance Action Line.
- 2 Read, understand, and conform to the **principles in the Code****, the Supplier Code, Fresenius Medical Care guidelines and policies that we provide, and the letter and spirit of all legal, regulatory, and industry code obligations that apply to you.
- 3 **Ask questions**** when you are unsure how to approach a situation that may involve a law, regulation, industry code, or behavior described in the Code, the Supplier Code or this brochure. Fresenius Medical Care encourages you to **address questions with your Fresenius Medical Care business contact**, your Local
- 4 **Report**** any suspected or actual **violation of the law**, regulations, industry codes, or the Code, the Supplier Code, guidelines, or policies. Turn to your local Fresenius Medical Care business contact, to our Compliance Officers, or contact the Compliance Action Line.
- 5 **Cooperate with investigations**** and auditing/monitoring procedures that measure your adherence to the applicable standards, including those agreed to in your contract, and implement any **corrective measures**.



Why Are We Asking You to Make Compliance a Priority?

Because it is in **OUR** interest: **As a company**, we cannot afford to associated with be a part of with unethical or illegal business practices, nor can we afford to do so. We therefore need to know who we are working with and be certain that our partners are equally committed to impeccable business conduct.

Because it is in **YOUR** interest: **As our Business Partner**, you need to be aware of potential pitfalls. Your commitment to compliance is critical for your success in dealing with us (and other companies). You, as a company, and your employees may expose your-

selves to potential risks, including prosecution and negative impact on you or your business, if you do not actively take measures to avoid improper conduct.

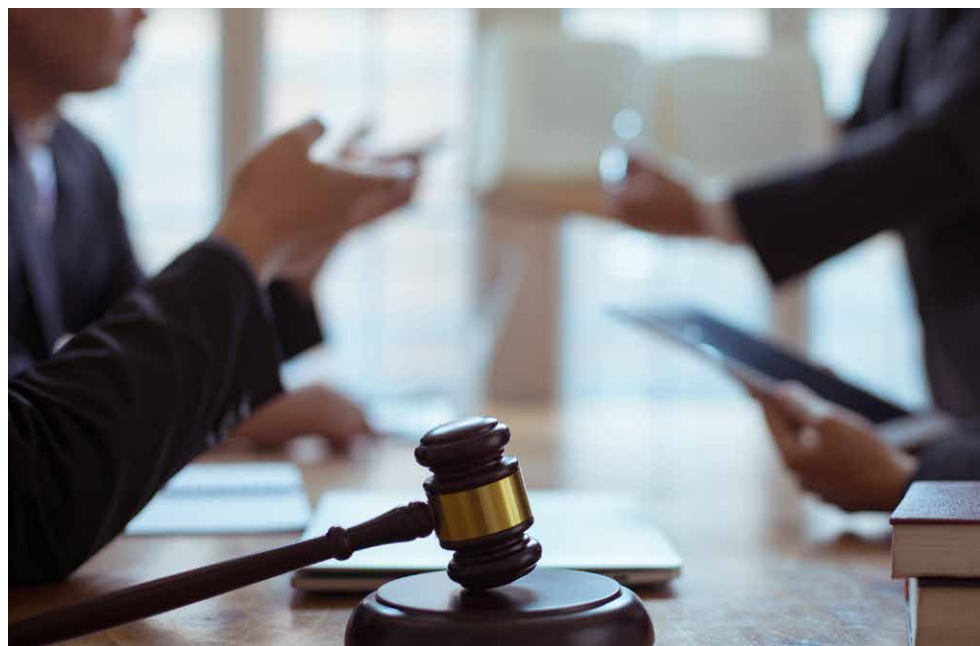
Because **WE ALL** have a vital interest: As corporate citizens, we have a responsibility to contribute to a society that is free of corruption and where human rights are respected and the environment is preserved.

In addition, it is not enough to disapprove of illegal or unethical business conduct. We expect ourselves and our partners to prevent, detect, and respond to such conduct with zero tolerance.

Our Own Bribery and Corruption History

In 2019, after several years of investigation relating to incidents between 2007 and 2016, it was discovered that Fresenius Medical Care had made improper payments to public health officials in at least 17 countries through a variety of schemes, including sham consulting contracts, falsifying documents and funneling bribes through a system of intermediaries. As a consequence, Fresenius Medical Care entered into settlements with the U.S. Department of Justice and the U.S. Securities and Exchange Commission. The company agreed to pay a fine of \$231M and entered into a monitorship.

We successfully concluded this monitorship in 2023 - by building a new, robust culture of compliance at Fresenius Medical Care, and by re-shaping our compliance program and internal processes and controls sustainably. We are proud of our achievements, and proud to know that our future prosperity will be based on a solid foundation of ethical business conduct and integrity. Fresenius Medical Care firmly believes that it is in everyone's vital interest to maintain a fair, clean, and transparent business environment where the best products, services, and prices prevail.





International Anti-Corruption Laws and Conflicts of Interest

In this section of the brochure, we address two types of improper conduct that frequently go hand in hand: corruption/bribery and conflicts of interest.

A. Anti-Corruption/Anti-Bribery

WHAT IS CORRUPTION?

The misuse of entrusted power for private gain.

It includes:

- Bribing authorities to win a tender
- Receiving kickbacks on referrals or sale of products, etc.

Fresenius Medical Care does not tolerate any form of corruption, regardless of whether it involves a health-care professional, government official, private party, or the purchase or sale of goods or services by Fresenius Medical Care. Our business success can only be achieved on the basis of price, quality, and service.

As a global company, Fresenius Medical Care must comply with the anti-corruption laws of many jurisdictions, including:

- The U.S. Foreign Corrupt Practices Act (FCPA)
- The U.K. Bribery Act (UKBA)
- The German Criminal Code
- The anti-corruption laws of each country in which we operate



Fresenius Medical Care's expectations toward Business Partners

All of our Business Partners are expected to comply with the letter and spirit of all applicable laws, regulations, and industry codes. This brochure notes that our Business Partners' failure to do so can result in liability for Fresenius Medical Care. For example, Fresenius Medical Care may face liability under the US Foreign Corrupt Practices Act (FCPA) for improper payments that our Business Partners make in connection with Fresenius Medical Care business. We will not maintain relationships with Business Partners engaged in any unlawful or unethical practices.

KEY ELEMENTS OF ABC LAWS AND REGULATIONS

ABC Laws prohibit:

- Offering, promising, authorizing, or giving anything of value (including any goods, services or anything else, whether in the form of a personal benefit/favor or otherwise) to any person (government official, healthcare professional, or their family members, etc.), directly or indirectly through our Business Partners, in order to secure an improper advantage or obtain or retain business.
- The request or agreement to receive or accept anything of value personally or for any other person or entity in order to secure an improper advantage or influence a business decision.

What is a bribe?

Anything of value offered, promised, or provided to or received from anyone in order to improperly influence a decision or to reward them for past inappropriate conduct.

Bribes can include:

- Cash and cash equivalents
- Gifts (in cash or in kind)
- Meals, entertainment, event sponsorship
- Travel expenses, etc.

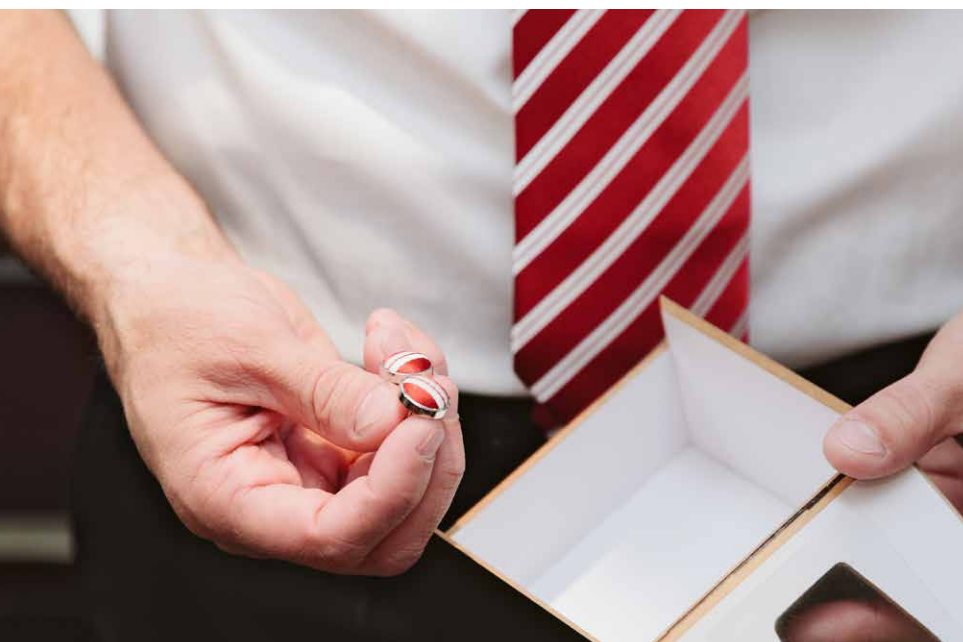
SAMPLE CASES

Q: I am a self-employed sales agent and committed to helping Fresenius Medical Care achieve ambitious sales targets. The minister of health in my country has a daughter who is getting married in a few months. If I sponsor the daughter's wedding at my beach villa, I can strike the big deal with the ministry for new Fresenius Medical Care dialysis machines at all public hospitals nationwide. Can I go for it if I don't charge the costs to Fresenius Medical Care?

A: No. This would be considered improper influence by all applicable standards. Fresenius Medical Care expects its Business Partners to abstain from such conduct regardless of whether it would ultimately bear the costs.

Q: I work for a distributor of Fresenius Medical Care products. The manager of a nephrology clinic in our region has admired my cuff links in our recent negotiations - they were expensive, but I have used them for a year or two. Encouraged by my supervisor, I am considering giving them to him as a sign of appreciation of our future business relationship.

A: No matter what your supervisor says, Fresenius Medical Care would expect you to refrain from giving a gift of any value that could be reasonably associated with Fresenius Medical Care. It is all the more important to abstain from giving the gift if you feel that it could have favorable effects on the business relationship, or if it is (even implicitly) solicited by the recipient.



B. Conflicts of Interest

Conflicts of interest (COIs) are separate from bribery and corruption, but frequently go hand in hand with corruption. The existence of corruption or bribes frequently also implies (undisclosed) personal relationships - and vice versa.

A COI arises when personal interests either influence, have the potential to influence, or may be perceived to influence someone's business judgment or decision-making. Such situations should be avoided.

WHAT ARE COMMON EXAMPLES OF CONFLICTS OF INTEREST?

Examples of COIs may include:

- Undisclosed personal with a Fresenius Medical Care employee, or a customer's employee, that could influence how you or the employee perform their work
- Referring one of your relatives for employment at Fresenius Medical Care and leveraging your commercial position to ensure that the relative receives the position
- Serving on the board of directors or advisory board of a Fresenius Medical Care competitor or customer and using information you have as a Business Partner to benefit the competitor
- Working for a Fresenius Medical Care customer while also actively supporting sales business to that customer to the benefit of Fresenius Medical Care
- Being employed by Fresenius Medical Care in addition to being a Fresenius Medical Care customer or sales intermediary and misusing internal information to Fresenius Medical Care's detriment and to benefit your position as a customer/sales intermediary

HOW SHOULD I DEAL WITH CONFLICTS OF INTEREST?

Transparency is key. Potential and actual COIs should be disclosed to Fresenius Medical Care. We will assess whether the relationships can exist in parallel, and if controls or safeguards need to be applied to ensure that fair, unbiased business decisions are made. Please reach out to your Fresenius Medical Care business contact or Local Compliance Officer.

SAMPLE CASES

Q: I go hiking with my key contact at Fresenius Medical Care every weekend. Is this a problem?

A: It can be if you and your contact have not disclosed the personal relationship to your respective supervisors and followed their guidance. Your employer may have specific COI processes to follow. As a matter of principle, you should maintain records of your disclosures and responses from your supervisor and Fresenius Medical Care to minimize perceptions that you aim to keep the relationship a secret in the future.

Q: I've got a friend who runs a local transport company nearby, and he asked me recently whether I might help him get into business with Fresenius Medical Care. What should I say to him?

A: You can introduce him to your Fresenius Medical Care business contact; however, Fresenius Medical Care expects you to disclose your personal and professional relationship with your friend and his business.

Q: I have been selling Fresenius Medical Care products for 10 years. My son is looking for an internship. Due to the long relationship I have with Fresenius Medical Care, I'd like to ask the Fresenius Medical Care sales manager to hire my son as an intern. Can I send my son's résumé?

A: At Fresenius Medical Care, the recruitment process is handled solely by Human Resources. Fresenius Medical Care has strict internal hiring processes, and selections will be made in compliance with internal requirements and regulations. All candidates compete against one another, without any preference.

Q: I am arranging an off-site event to promote Fresenius Medical Care products and need catering services, which Fresenius Medical Care will pay for. As my brother owns a restaurant, I figure I can make this a win-win situation by getting a discount for Fresenius Medical Care and throwing a bit of business to my brother. Is this problematic?

A: Prior to engaging your brother's restaurant as a vendor, Fresenius Medical Care expects you to disclose this relationship to Fresenius Medical Care to ensure this activity does not conflict with the best interest of the company. Fresenius Medical Care will review and determine how to best manage this potential conflict of interest.

Q: I am a self-employed clinic management consultant and am advising Fresenius Medical Care on an efficiency program for clinics. I have another company that distributes Fresenius Medical Care products and products of other manufacturers of medical devices. I am good friends with my Fresenius Medical Care contact, who said that this is fine with Fresenius Medical Care. Is it okay to continue doing business with Fresenius Medical Care?

A: This has the potential to be a conflict of interest. Fresenius Medical Care expects you to clarify this situation with your friend's supervisor at Fresenius Medical Care, so we can make an unbiased decision. Fresenius Medical Care may suggest courses of action to unwind the interconnected relationships.



Third Parties in a Position of Influence

Avoiding corruption and conflicts of interest starts with being mindful about our relationships with and approach toward individuals and bodies that could influence our business. Those who have the authority to decide on or influence a decision about business awarded to Fresenius Medical Care or its Business Partners, for example, should not be unduly influenced or “convinced” to act. Arguments in favor of Fresenius Medical Care and our Business Partners should be based on fair terms, market pricing, quality of service and products, and should not be derived from anything other than an ethical business relationship. Care should be taken that decisions are made without any unjust bias in favor of Fresenius Medical Care or our Business Partners.

Special caution should be applied when we interact with government officials and healthcare professionals. Healthcare Professionals frequently qualify as government officials, especially if they work at public hospitals. Many legal frameworks impose more severe sanctions when government officials are targeted improperly by companies with illegal propositions. In addition, the threshold for what is impermissible to offer a government official may be significantly lower than when dealing with private individuals.

The following section defines some of the key terms, followed by guidance about how relationships with influential parties should be dealt with.

**Government Official:**

A government official is any individual, whether elected, appointed, or employed in public service, acting on behalf of any local, regional, state, or national government (such as health, customs, tax, or judicial officials or administrators), as well as (i) individuals acting on behalf of a government-owned or government-controlled enterprise (such as doctors and staff of public hospitals or universities), (ii) individuals who represent political parties or are candidates for political office, and (iii) individuals acting on behalf of public international organizations (such as the United Nations, World Bank, or Organization for Economic Co-Operation and Development (OECD)).

**Healthcare Professional:**

Any individual who is a member of the medical, dental, pharmaceutical, or nursing professions AND who, in the course of his/her professional activities, may prescribe, purchase, supply, recommend or administer a medical device or a medicinal product. For the purpose of this definition, the term "healthcare professionals" includes: (i) any official or employee of a government, agency, or other organization (whether in the public or private sector) that may prescribe, purchase, supply, recommend, or administer medical devices or medicinal products and (ii) any employee of Fresenius Medical Care whose primary occupation is that of a practicing healthcare professional, but excludes both (a) all other employees of Fresenius Medical Care and (b) wholesalers or distributors of medical devices or medicinal products.

**Potential Referral Source:**

A potential referral source is a person or entity who is in a position to refer patients or business to Fresenius Medical Care. Examples include physicians, physicians' immediate family members, physician assistants, hospitals, nursing homes, skilled nursing facilities, rehabilitation hospitals, and hospital staff or administrators, among others.

SAMPLE CASES

Q: I met with the head of the nephrology department of a government hospital to demonstrate the use and significance of Fresenius Medical Care products. He asked me to sponsor him as a delegate to a nephrology association conference.

A: Fresenius Medical Care expects you to explain that you do not support such requests, as a direct sponsorship is not in line with the standards of Compliance in the medical device industry.

Q: Can I offer to sell Fresenius Medical Care products to a healthcare professional at 5% less than fair market value in order to retain them as my customer?

A: Fresenius Medical Care products should be sold at fair market value, and in accordance with an appropriate price calculation. Discounts should not be used as improper incentive to develop future relationships.

Q: I run my own consultancy, through which I am engaged by Fresenius Medical Care to provide advice on sales strategy. At the same time, I work in the procurement department of a distributor for nephrology equipment. I am, however, not buying or selling Fresenius Medical Care products in this capacity. Do I need to tell anyone?

A: Fresenius Medical Care expects you to make your engagements transparent to your manager at the distributor AND to your Fresenius Medical Care business contact. Fresenius Medical Care may wish to make changes in its organization to ensure there are no actual or perceived conflicts of interest.

KEY CONSIDERATIONS

When dealing with a someone in a position to influence Fresenius Medical Care's business, the following principles apply:

- Bona fide and documented business should exist for the proposed good or service that Business Partners are considering providing.
- An engagement must not correspond to an improper incentive or reward for a past, current, or future Fresenius Medical Care business transaction.
- Any Business Partner engaged to further Fresenius Medical Care's business must have the experience, expertise, and resources to provide the required services in an appropriate, accurate, and timely manner.
- No business engagements may be entered into with spouses, immediate family members (parent, sibling, child, or in-law), or close associates for the purpose of indirectly influencing or rewarding them for their action.
- Goods or services must always be provided or obtained at fair market value, and the decision must be based on quality and price.



When could you encounter Business Partners in a position of influence?

The above-mentioned Business Partners could be your contract partners for services or the purchase of goods (directly or indirectly), or they could be your subcontractors.

Travel and Lodging Expenses

Travel and lodging expenses are the costs associated with transportation, accommodation, and/or required visa for the purpose of conducting business-related activities away from the traveler's ordinary place of business.



KEY CONSIDERATIONS

The following principles apply in connection with travel and lodging:

- Travel and lodging expenses should be connected to a legitimate business purpose and provided in accordance with applicable local laws, regulations, and industry codes.
- Reimbursement can only be granted for travel and lodging expenses, which are reasonable in value (e.g., no luxury accommodations) and appropriate for the business purpose.
- Travel and lodging expenses may not be offered or paid with the intention of securing or rewarding an improper benefit or business advantage.
- Paying any expenses, including travel and lodging expenses, for a spouse, family member, or guest of a Business Partner is not allowed.
- Air travel provided for Business Partners should be booked in economy class.
- Travel and lodging expenses for individuals in a position of influence should be subject to monitoring and oversight.
- Travel and lodging expenses incurred must be completely and accurately recorded in your accounting books and records.

Business Gifts, Meals, and Entertainment

Business gifts and hospitality, such as meals and entertainment for government officials, frequently play an important role in corruption and bribery cases. Luxurious meals, entertainment, and gifts offered to valued customers, decision-makers or Business Partners designed to “motivate” them to decide in favor of a certain proposal or project, or to reward them for a past decision, are commonplace in corruption and bribery cases.

It is therefore essential that any gifts, meals, or entertainment are provided in compliance with applicable laws, regulations, and industry codes. Fresenius Medical Care encourages its Business Partners to avoid even the appearance of improper conduct. Ask yourself: What impression does the gift, meal, or entertainment create in the mind of a neutral bystander?



Gifts

Gifts include any item of monetary or non-monetary value provided as a token of appreciation. Gifts DO NOT include product promotions, donations, or sponsorships, which are addressed in other Fresenius Medical Care policies. Fresenius Medical Care will educate you on the principles of those policies if you engage in such practices in connection with Fresenius Medical Care's business.



Meals

Meals refer to any food or beverage expenses.



Entertainment

Entertainment refers to any cultural, social, sporting, leisure, or recreational event.



Hospitality

Hospitality includes payment for or provision of meals and entertainment. Hospitality does NOT include travel or lodging, which is addressed in section 4.

KEY CONSIDERATIONS

- You should not give, offer, or accept any gift or hospitality with the intention of an improper benefit or business advantage.
- Care should be taken that providing or receiving a gift or hospitality will not be construed as a bribe.
- Gifts and hospitality should be given or accepted in an open and transparent manner and not via intermediaries.
- Gifts of cash or a cash equivalent (such as gift cards, checks, or vouchers) should never be offered, given, or accepted.
- Gifts and hospitality should not be provided to spouses, relatives, or friends of anyone unless the recipients independently have a legitimate business reason to receive them.
- If offered, meals should be modest and appropriate given recipient's position and occasion.
- Venues should be selected to appropriately suit business meetings.
- We ask our Business Partners to prohibit entertainment in connection with FME business, regardless of value.
- We expect our Business Partners to appropriately record any revenue and expenses in their accounting books and records.

SAMPLE CASES

Q: What are acceptable gifts and unacceptable gifts?

A: The safest way to give or receive a gift is to stay with the boundaries of a modest monetary value, and to avoid giving or receiving anything of value if it might be perceived as having an improper purpose. Normally this would allow for conventional hospitality, infrequent tokens of appreciation, and small, gifts of a promotional nature that bear a company logo or advertising. Gifts should never be solicited. Fresenius Medical Care does not consider it appropriate to give gifts in cash or when purchasing or regulatory decisions are pending.

Q: I'd like to invite a healthcare professional (HCP) who is a key opinion leader on Fresenius Medical Care products/services to a business dinner. The HCP has asked if their spouse could join the dinner. The HCP often asks other medical device companies do the same. Is it okay to proceed as requested?

A: Fresenius Medical Care hopes you would explain to the HCP that this is not allowed under the company's policies and that you cannot follow such a request regardless of what other companies are doing.

Q: Am I allowed to invite a customer to a business meal?

A: Meals may be offered to or accepted from Business Partners only if they are in conjunction with a business purpose. The meals should be modest in the sense that they are not suited to influence the invitee(s) in their business decision and are appropriate given

the recipient's position and the occasion. Please note that company policy or, in the case of government officials for example, the law may prohibit any invitations entirely.

Q: I would like to offer to a customer two tickets to the World Cup on opening day, as I cannot make it to the game. May I offer the tickets as a gift?

A: You may not offer the tickets if they could be reasonably associated with Fresenius Medical Care's business. Fresenius Medical Care would deem tickets to a World Cup opening match as lavish. Invitations to entertainment events may be offered to or accepted from others only if the invitee(s) pay for them at fair market value and do not have preferred access to the tickets through the offeror.

Q: Is offering or receiving entertainment prohibited? What about low-value entertainment that couldn't possibly be considered a bribe?

A: Bribery can take many forms, both monetary and non-monetary, and could include anything of value. Entertainment is generally prone to diluting the strictly professional nature of a meeting or encounter. Under certain circumstances, even small-value entertainment could therefore be interpreted as an incentive or a bribe that may affect the ability of you or other people to make a business decision. Moreover, entertainment must not be offered if it is not tasteful and modest. Taking all this into consideration, our principle is to avoid entertainment across the board.

Customers, Advertising, and Promotion

The manner in which Fresenius Medical Care conducts its business and promotes its products and services is highly regulated. Fresenius Medical Care has developed specific policies to ensure that business practices, as well as marketing and promotional activity, comply with applicable laws, regulations, and industry codes. All promotional material regarding Fresenius Medical Care products or services should be handled carefully.

When discussing our products and services, we expect Business Partners and their employees, affiliates, and contractors to:

- Always be truthful, accurate and not misleading in describing products and services
- Provide a fair and balanced description of the benefits and risks
- Only make statements that are supported by appropriate clinical information
- Ensure that all promotional statements are consistent with the product uses approved or cleared by their country's government, and that their content and manner of dissemination follow the applicable laws, rules, and regulations
- Avoid benefits that could be seen as an attempt to bribe or influence the recipient



Where can I obtain information on Fresenius Medical Care products?

You may visit Fresenius Medical Care's website or reach out to your Fresenius Medical Care business contact or clinical team.

Accounting Books and Records

All financial records of your business must accurately and fairly reflect the true nature and purpose of each transaction. Every transaction related to Fresenius Medical Care must be transparently and promptly recorded in the proper accounts. We expect you to maintain internal accounting controls to protect the integrity of your financial records and accounts related to Fresenius Medical Care's business.

We expect you to maintain all paper and electronic records in accordance with applicable laws on data retention and as instructed by Fresenius Medical Care. You may not create, submit, or approve any false, misleading, or inaccurate records - be it in general or in connection with Fresenius Medical Care's business. These requirements apply even if you believe that other behaviors would benefit Fresenius Medical Care.



Respect for Human Rights and Environmental Sustainability

We as FME respect human rights and fair labor practices. We comply with applicable laws and are guided by the principles described in the United Nations Universal Declaration of Human Rights and the International Labour Organization's 1998 Declaration on Fundamental Principles and Rights at Work.

WHAT ARE HUMAN RIGHTS?

Human rights are

- _ fundamental rights and freedoms
- _ that belong to each and every human being
- _ based on global universal principles

For example

- _ Right to physical & mental health
- _ Right to just and favorable conditions of work
- _ Freedom from slavery in all its forms
- _ Freedom from discrimination
- _ Right to safe and healthy working conditions
- _ Right to safe, clean and sustainable environment
- _ Freedom of association and the effective recognition of the right to collective bargaining
- _ Freedom from child labor
- _ Right to water
- _ Right to privacy
- _ Right to equal pay for equal work

WHAT DOES "RESPECTING HUMAN RIGHTS" MEAN?

In 2011, the UN Guiding Principles on Business and Human Rights were endorsed. They define the responsibility of businesses to respect human rights, meaning that they should know their impacts on human rights and show how they address any impacts associated with their operations, products or services or through their business relationships. They also require businesses to participate in the remediation of human rights impacts which they cause or contribute to.

Since then, various national laws have been introduced that require companies to set up processes to continuously assess and manage risks of adverse impacts on the rights of people potentially affected by their business - so called Human Rights Due Diligence.

HUMAN RIGHTS DUE DILIGENCE IS:

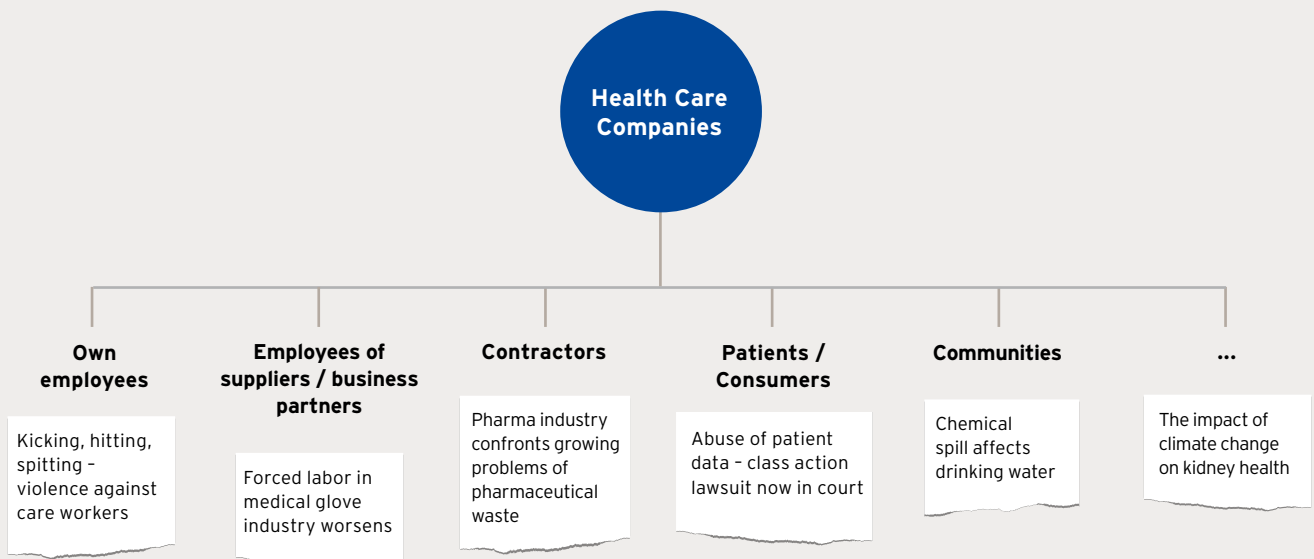
a process that enables companies to

- understand a company's (potential) adverse impacts on human rights
- show that they take appropriate actions to prevent, mitigate and remedy those

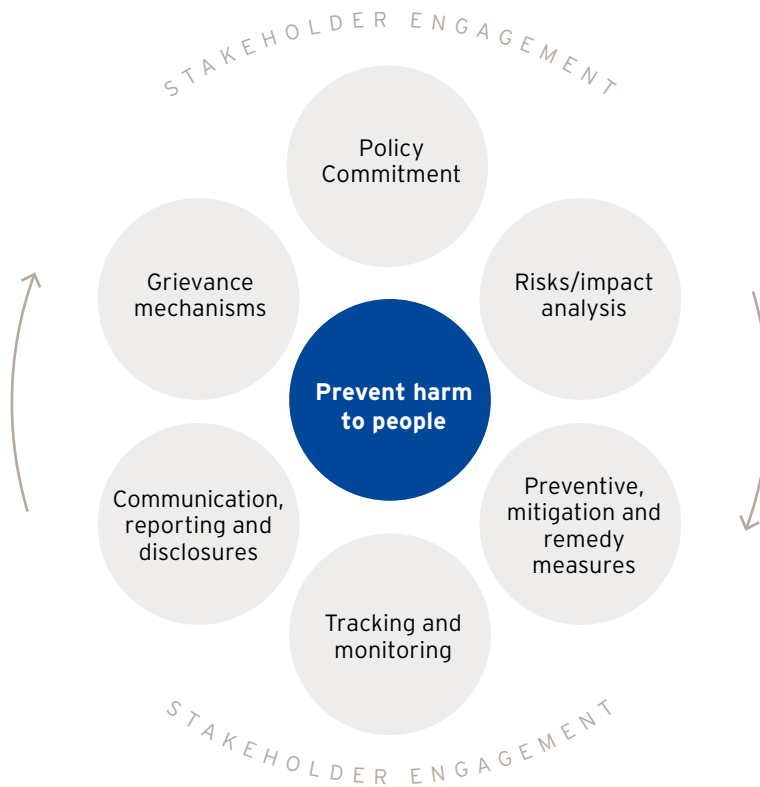
WHAT COULD BE NEGATIVE HUMAN RIGHTS IMPACTS IN A BUSINESS CONTEXT?

Human rights in a business context is about companies' role to prevent, mitigate and remedy adverse impacts on people resulting from its business activities.

Examples of recent headlines for healthcare sector are:



CONTINUOUS HUMAN RIGHTS DUE DILIGENCE



FME is required i.a. by the German Act on Corporate Due Diligence in Supply Chains (LkSG) to implement Human Rights Due Diligence and to regularly assess the risk of negative impact on human rights, related environmental aspects and selected environmental conventions. In case of identified risks we need to take appropriate preventive, mitigation and remedial measures in case of violations within own operations or with a view to our direct suppliers/business partners. In case of substantiated knowledge about a violation further down in our supply chain we are required to take action in form of preventive and remedial measures.

LKSG: Overview of requirements

COMPLIANCE WITH HUMAN RIGHTS OBLIGATIONS

- Prohibition of child labor and forced labor/ any form of slavery acc. to international standards
- Prohibition of violation of the right to freedom of association acc. to international standards & right to collective bargaining & right to strike as per local law
- Prohibition of discrimination in employment on the basis of national or ethnic descent, social origin, health status, disability, sexual orientation, age, gender, political opinion, religion or belief / requirement to ensure equal treatment esp. equal pay
- Provision of reasonable wages, at least applicable minimum wage
- Compliance with applicable occupational health and safety requirements, incl. adequate working time and rest periods
- Prohibition of harmful soil change, air and water pollution, noise emissions, excessive water consumption that significantly impairs the natural bases for the preservation and production of food and/or denies access to safe and clean drinking water and/or to sanitary facilities and/or harms human health.
- Prohibition of violation of human rights by security personnel
- Prohibition of unlawful eviction and unlawful taking of land, forests and waters in the acquisition, development or other use of land, forests and waters, where the use of which secures the livelihood of a person.
- Prohibition of any other activity that evidently and severely violates international human rights, e.g. data privacy and patients' rights such not to be discriminated and right to health

COMPLIANCE WITH SELECTED INTERNATIONAL ENVIRONMENTAL CONVENTIONS

- Prohibition on exports and imports of hazardous wastes and other wastes under the Basel Convention and Regulation (EC) No 1013/2006.
- Prohibition on the production and use of mercury in products and production incl. improper treatment of mercury waste under the Minamata Convention.
- Chemicals or other materials that pose a risk if released into the environment shall be identified and handled in a manner that ensures safety during their handling, transport, storage, use, recycling or reuse and disposal. Compliance with the ban on non-environmentally sound management of persistent organic pollutants (POPs) under the Stockholm Convention.



As our business partner we expect you to i.a.

- I. know your (potential) risks/impacts on the human rights of relevant rightsholders
- II. take appropriate measures to prevent, mitigate, remedy (potential) risk and impacts in accordance with international human rights standards as far as local law allows; as a minimum requirement we expect you to comply with the requirements listed on slide 26
- III. Provide effective grievance mechanisms for potentially affected rightsholders across your value chain and inform about availability of FME's Compliance Action Line
- IV. Inform us in case of any severe risk identified/observed, actual violations, sanctions by relevant authorities, litigation etc.

Where compliance with our expectations would violate local law or collective bargaining agreements, we expect you to comply with local requirements while seeking to uphold the principles of the international human rights standards.

Multi-layered Business Relationships

As our Business Partner, you may require to engage further Third Parties in connection with the performance of your contractual obligations. This is particularly relevant in connection with the sale of our products. For example, if you act as a distributor or reseller of our products, selling on to another intermediary who is, in turn, selling our product to the end customer. Or, you may use subcontractors to accomplish certain administrative tasks like facilitation of licenses and permits, or product registrations. In multi-layered setups where the activities of Third Parties could be attributed to Fresenius Medical Care, you must be aware of the exposure for us and yourselves. In essence, the same risks and accountability apply as outlined in the above sections of this brochure. Hence, caution and preventive measures must be applied.

Note that your contract specifies precisely which mechanisms you are required to apply in order to prevent and potentially detect and respond to any misconduct of such Third Parties you engage. Those are largely similar to the measures applied by Fresenius Medical Care to you. At a minimum, they involve Due Diligence, appropriate contracting and instruction/training, retention of transparent records, as well as notification to Fresenius Medical Care and remediation in case of misconduct. In certain constellations, they are subject to additional requirements, such as pre-approval from Fresenius Medical Care for the engagement. Your Fresenius Medical Care business contact will apply the contractual clauses relevant to your business relationship. However, remember to be transparent about any intended changes to the agreed structure before those are effected.

ANTITRUST NOTICE

- It is important that certain competitively sensitive information (marketing plans, sales, customers, etc.), unless sufficiently aggregated/anonymized or historic, may not be shared with the sales function of Fresenius Medical Care.
- If your disclosure of certain relationships with further Third Parties, or a suspected misconduct on their part, involves such information, it may not be provided to your contact in our business/sales/marketing department. If in doubt, please only share with an independent department of Fresenius Medical Care which is responsible for fulfillment of such monitoring/audit tasks. This may be our Third Party Intermediary Governance Team, our Compliance function, Global Internal Audit or the Compliance Action Line, as appropriate.

Reporting Potential Violations

Fresenius Medical Care actively encourages its Business Partners to promptly report potential and actual violations of law, regulation, industry codes, or our Code of Ethics and Business Conduct.

WHAT IS A POTENTIAL VIOLATION?

Potential Compliance violations include the following:

- Bribery or corruption, fraud, theft, or document falsification
- Inappropriate disclosures of patient or company information
- Unethical behavior such as violations of the law, regulations, industry codes, or Fresenius Medical Care's Code of Ethics and Business Conduct or the Fresenius Medical Care Supplier Code of Conduct
- Any other matter which the reporter believes in good faith could cause substantial harm to the business or integrity of Fresenius Medical Care as well as to human rights of people affected by our operations or activities performed on our behalf

CAN REPORTERS STAY ANONYMOUS?

Yes. However, anonymous reports may not be allowed under local law in some countries. Also, it may help to further the investigation if a reporter discloses his or her identity and supports further contact to deal with clarifying questions.

Even if reporters state their names, we will make every effort legally possible and appropriate to protect their confidentiality.

WHAT SHOULD I DO IF I SEE OR EXPERIENCE A POTENTIAL VIOLATION?

Business Partners should not look the other way if they experience a situation that does not seem right. Often, it may be the right course of action to inform supervisors or Compliance staff.

Sometimes, however, it may not be entirely clear whom to trust with a sensitive matter or who might be in a position to provide appropriate guidance. If in doubt, or in situations where it may seem that reports to senior personnel are not being dealt with appropriately, we encourage our Business Partners to use the Fresenius Medical Care Compliance Action Line. This reporting tool is supported by an external provider on behalf of Fresenius Medical Care and is available by phone and web (www.fresenius.ethicspoint.com), unless prohibited by law, across all Fresenius Medical Care locations. The Compliance Action Line is staffed twenty-four hours a day, seven days a week. Fresenius Medical Care has a dedicated team at its German headquarters to make sure that reports and complaints are appropriately dealt with.

For further information, please visit our → [Website](#). To report a potential violation, you may use our → [Compliance Action Line](#).

Recap

What Business Partners should do

(inconclusive examples)

- ✓ Follow the principles in this brochure and any other guidance provided by Fresenius Medical Care
- ✓ Follow all local industry codes, regulations, and laws that apply to their business
- ✓ Inform themselves, employees, affiliates, and contractors about the relevant standards, and complete any training required by Fresenius Medical Care
- ✓ Maintain accounting books and records consistent with local and/or international and contractual requirements.
- ✓ Comply with the Business Partner certification on an annual basis
- ✓ Report any potential violations to Fresenius Medical Care
- ✓ Feel confident to ask challenging questions

What Business Partners should not do

(inconclusive examples)

- ✗ Pay or offer to pay anything of value to obtain or retain business
- ✗ Share Fresenius Medical Care's confidential information with outside parties
- ✗ Participate in tenders on behalf of Fresenius Medical Care without obtaining an authorization letter
- ✗ Submit invoices without relevant supporting documents
- ✗ Maintain undisclosed relationships relevant for the business relationship with Fresenius Medical Care
- ✗ Engage sub-contractors without obtaining prior approval from Fresenius Medical Care
- ✗ Breach terms of the agreement



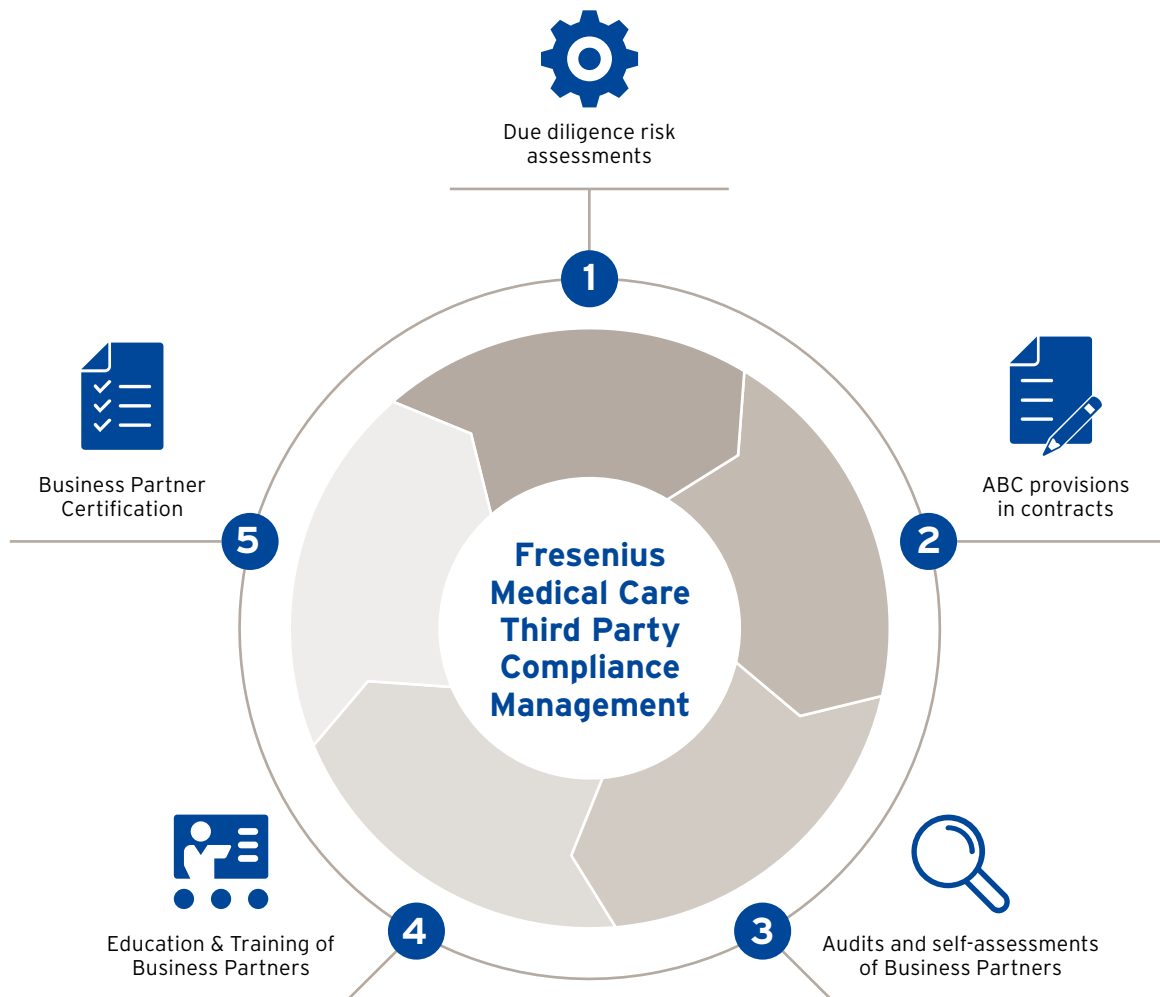
What if Fresenius Medical Care becomes aware of illegal conduct by its Business Partners?

We expect our Business Partners to conduct their business legally and ethically. If any of our Business Partners violate laws, regulations, industry codes, or applicable Fresenius Medical Care compliance policies, they may face suspension or termination of business relationship with Fresenius Medical Care or prosecution as per their governing authorities.

Fresenius Medical Care's Safeguards - What to Expect as a Business Partner When Dealing with Us

In this brochure, we note that a general disapproval of improper behavior is not enough, and that Fresenius Medical Care expects Business Partners to actively prevent, detect, and appropriately react to potential misconduct. Please take note of the safeguards Fresenius Medical Care uses to prevent and detect illegal conduct by its Business Partners and to ensure that the relationship with its Business Partners is responsibly evaluated and managed:

The five elements of Fresenius Medical Care's Third Party Compliance Management



Fresenius Medical Care takes reasonable steps to select intermediaries that are committed to compliance with the law and ethical behavior.

**Knowing who we work with:**

As part of our Due Diligence process, we select Business Partners based on their qualifications, reliability, and adherence to applicable laws and our company values. We apply a risk rating to our Business Partners and the transactions we execute with them and that they execute in connection with our business. We take reasonable care in selecting them and conduct appropriate reviews from time to time.

Contractual obligations to ensure compliance:

We further request Business Partners to formally commit to following the applicable laws and the spirit and principles of both our Code and the Supplier Code in the anti-bribery and anti-corruption provisions in written agreements.

Asking our Business Partners to self-assess and attest their correct behavior:

This element of Business Partners annual certification requires our Busi-

ness Partners to confirm that they have complied with all applicable anti-corruption laws, regulations, and industry codes, and are committed to complying with further organizational expectations of Fresenius Medical Care in the area of compliance.

Responding to any misconduct by or on behalf of our Business Partners:

The zero-tolerance policy of Fresenius Medical Care stipulates a drastic response to any illegal conduct by its Business Partners, their employees, agents, affiliates, or (sub-)contractors. Fresenius Medical Care will exhaust all legally available means in this context.

Business Partner Audits:

In a risk-based approach, Fresenius Medical Care takes a closer look into the ongoing business relationship with its Business Partners to ensure that no ABC irregularities or illegal activities occur in their business.

***“It takes less time
to do a thing right
than to explain why
you did it wrong.”***

Henry Wadsworth Longfellow

Disclaimer:

This Compliance brochure is provided by Fresenius Medical Care to educate its Business Partners about its expectations to do business in an ethical and compliant manner. The concepts presented in this Compliance brochure are non-exhaustive and must be read in addition to, and not in lieu of, the provisions of any legal agreement or contract between a Business Partner, of whatever nature, and Fresenius Medical Care, or any of its affiliates. We expect each and all of our Business Partners to work alongside us in following the guidance within this Compliance brochure and to extend to their Business Partners the obligation to follow the standards contained in this Compliance brochure. For the avoidance of doubt, this Compliance brochure does not represent, and shall not be construed as, legal advice, nor does it create any third-party beneficiary rights or benefits for customers, intermediaries, suppliers, subcontractors, nor their respective employees, or any other party. Third Parties are asked to obtain relevant legal information and advice from accredited practitioners and sources.

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