



Fisher & Paykel Healthcare

# CODE OF CONDUCT

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## A MESSAGE FROM OUR CEO

Our business purpose is to improve care and outcomes through inspired and world-leading healthcare solutions. This isn't just a slogan that we put on the wall: it is a belief and a vision that guides us every day.

This Code is about capturing that approach. We may be a global company, with people based around the world, but we have a unifying culture and way of doing business that's our own, and that is unique to us.

Our products are used in the treatment of tens of millions of patients globally each year. We have a large and growing international team and our impact across diverse communities, cultures and environments is considerable. We believe that a long-term sustainable business will be more successful if we treat each other - our customers, partners, regulators, investors, suppliers and all other stakeholders - with respect and integrity.

We have a strong culture of working collaboratively, of commitment to innovation and, above all else, of doing what we believe is best for patients. To really deliver on this, we must have the trust of the people we work with, both inside and outside of the organisation.

I encourage you to read through this Code and apply it every day. Through the quality of the work that we do, the culture we have and the contribution that we all make on a day-to-day basis, we can all be proud to be a part of Fisher & Paykel Healthcare.

**Lewis Gradon**

Chief Executive Officer

# OUR RESPONSIBILITIES

In working to achieve our purpose of improving care and outcomes through inspired and world-leading healthcare solutions, we must all understand, follow and promote the Code of Conduct (“the Code”). The Code ensures we are conducting our business with integrity and in a legal and ethical manner.

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## Who does the Code of Conduct apply to?

The Code applies to all directors, executives, employees and contractors of Fisher & Paykel Healthcare globally.

## What are my obligations under the Code?

We all have a responsibility to carry out our work in a legal, ethical and safe way. This means we need to give proper attention to our work, comply with the Code, Fisher & Paykel Healthcare’s policies and procedures, and, importantly, we should do the right thing. Breaches of the Code could result in disciplinary action.

The Code doesn’t cover every situation we might face when conducting our business but it is designed to set out the expectations of our behaviour and guide the decisions and choices we make. As well as complying with the Code, we are expected to comply with all Fisher & Paykel Healthcare policies and all legal and regulatory requirements in the markets in which we operate.

It’s important that we hold each other accountable for our compliance with the Code. If you think there has been a breach of the Code or if you see unsafe, unethical or illegal behaviour, then you should speak up and report it.

## Where can I go for further information on the Code?

**Contact:** Human Resources Team or Human Resources Contact, Legal Team

## Making Difficult Decisions

Is it legal and ethical?

Does it comply with our policies?

Is it consistent with our company values?

Could I explain it to my colleagues, friends, family or stakeholders outside of the company?

Is it the right thing to do?

Am I happy to have my name associated with the decision?

Would the company be comfortable if this were to appear in the media?

**If you can’t answer yes to all of the above then you need to discuss the issue with your manager.**

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## Speaking Up

It’s important that we report any actions or situations that breach or potentially breach the Code, Fisher & Paykel Healthcare’s policies or any other legal obligations the company may have, and that we follow any company procedures for whistle blowing. If you see something that could be a breach of the Code (even if you only suspect it might be) you should report it.

## How can I report a breach of the Code or other potentially unethical or illegal behaviour?

There are four ways you can “Speak Up” at Fisher & Paykel Healthcare:

- Report it to your manager
- Report it to the Legal Team
- Report it to the Human Resources Team
- Report it under our Global Speak Up Procedure

Fisher & Paykel Healthcare is committed to ensuring that any concern you raise in good faith will not lead to retaliation or any other harassment, even if it turns out not to be a breach.

Any concern you raise will be taken seriously and investigated.

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## Need further information?

**Read:** Global Speak Up Procedure  
**Contact:** Your manager, Legal Team, Human Resources Team or Human Resources Contact



# Working at Fisher & Paykel Healthcare



## HEALTH AND SAFETY

### SAFELY HOME, EVERY DAY

At Fisher & Paykel Healthcare we value our people and are committed to ensuring we all go home safely, every day. We actively promote health and safety and understand that a safe and healthy work environment contributes to our success.

#### We ensure a healthy and safe environment by:

- Using equipment and tools as they were intended to be used
- Only carrying out work we are competent to perform and, if in any doubt, stopping and asking for advice
- Intervening if we think someone else will be hurt by what they are doing or by what we are doing
- If injured, actively participating in rehabilitation processes for a safe and timely return to work
- Complying with applicable safety laws and following safety procedures and requirements specific to our area of work
- Looking for ways to continually improve health and safety for our people



#### At Fisher & Paykel Healthcare we do:

- Only undertake work where we believe it is safe to do so
- Report hazards and unsafe work practices
- Report injuries and dangerous near misses
- Ensure we are free from the influence of drugs or alcohol when at work

#### FAQs

**Q:** I am behind schedule and people are depending on me to meet the deadline. I can achieve the goal if I skip a safety procedure. As long as I am careful, is it OK to skip a safety procedure to speed up the process so I meet the deadline?

**A:** Completing the work safely is more important than meeting the deadline. The safety procedure is in place to help ensure everyone remains safe, and skipping it is definitely not OK. If the safety procedure doesn't make sense, meet with your manager to develop a plan that improves the process and ensures safety is not compromised.

**Q:** Should I report an incident, even though it didn't result in an injury?

**A:** Yes. Report the incident, no matter how small. It gives us the opportunity to take action to prevent similar incidents from happening in the future. Next time someone might get hurt.

#### Need further information?

**Read:** Global Health & Safety Procedure

**Contact:** Your manager, a member of the Health, Safety and Wellbeing Team or a Health, Safety and Wellbeing representative for your area

# DIVERSITY, EQUITY AND INCLUSION

At Fisher & Paykel Healthcare we are committed to continuing to build a high-performing, diverse workforce based on mutual trust, respect and acceptance.

We strive to ensure that no one is excluded from a position for which he or she is skilled and qualified, by inappropriate systems, practices and attitudes. For us, diversity means eliminating barriers to make sure that everyone is fairly considered for the employment of their choice and that they have the chance to perform to their full potential.

Fisher & Paykel Healthcare values diversity and is committed to ensuring an inclusive workplace. We will:

- Promote awareness around the importance of a diverse and inclusive workforce
- Encourage employees to offer views and suggestions towards achieving organisational goals
- Review our systems, policies and practices to make sure an inclusive approach is taken
- Ensure our built environment continues to support an inclusive workplace



### At Fisher & Paykel Healthcare we do:

- Respect and appreciate individual differences
- Focus on building a talented, dedicated, diverse workforce
- Select the most capable applicant for the job, free from discrimination



### At Fisher & Paykel Healthcare we don't:

- Support any behaviour that disadvantages or discriminates on the basis of gender, marital status, religious belief, ethical belief, colour, race, ethnic or national origin, disability, age, political opinion, employment status, family status or sexual orientation/preference.

## FAQ

**Q:** What does an inclusive workplace look like?

**A:** Inclusion is about creating an environment where everyone feels respected and appreciated – so we, individually and collectively, can do our best work.

### Need further information?

**Read:** People Policy and Diversity, Equity & Inclusion Procedure  
**Contact:** Your manager, Human Resources Team or Human Resources Contact

# PREVENTING HARASSMENT

At Fisher & Paykel Healthcare we are committed to providing a workplace free from any form of harassment or bullying.

We promote a workplace environment that is free from harassment and bullying behaviour and we have clear procedures to enable employees to seek assistance if they have concerns.

Fisher & Paykel Healthcare will:

- Promote awareness of our policies through education and training
- Encourage others to speak out against any harassment that is witnessed or experienced
- Investigate allegations of victimisation of complainants or others where complaints have been raised under this policy
- Ensure the complainant and the respondent to any complaint are entitled to a fair investigation process, which is kept as discreet as possible
- Make sure incidents of bullying or harassment are reviewed and appropriate action is taken
- Ensure the safety and well-being of all parties throughout the investigation process

**Any form of harassment or bullying is totally unacceptable behaviour and may be treated as serious misconduct.**



**At Fisher & Paykel Healthcare we do:**

- Ensure our behaviour does not constitute harassment or bullying
- Act in good faith when raising issues of harassment or bullying
- Resolve complaints in a constructive manner



**At Fisher & Paykel Healthcare we don't:**

- Ignore or tolerate any form of harassment or bullying

## FAQ

**Q:** One of my colleagues is being picked on constantly. It makes me feel uncomfortable but I don't want to raise it as I am concerned I will be next.

**A:** You should always challenge inappropriate or unacceptable behaviour. Talk to a contact person or a member of the Human Resources team for advice on how to approach this.

## Need further information?

**Read:** The Harassment section in your Employee Handbook or Human Resources Manual

**Contact:** Your manager, Human Resources Contact or as necessary, senior management



# Acting in Fisher & Paykel Healthcare's best interests



# ACTING IN FISHER & PAYKEL HEALTHCARE'S BEST INTERESTS

## HOW WE DEAL WITH CONFLICTS OF INTEREST

Fisher & Paykel Healthcare is committed to creating value, not only for our shareholders and employees but also for patients, communities and clinicians by way of advances in medical care.

In all the work we undertake we need to ensure that we are acting ethically, honestly and in the best interests of Fisher & Paykel Healthcare, taking into account the interests of shareholders and other stakeholders. This means avoiding situations where our private interests (e.g. relationships, activities or business interests) interfere or conflict or appear to conflict with the interests of Fisher & Paykel Healthcare or the decisions we make in our work.

If in doubt – disclose the situation to your manager.

We are committed to ensuring we always act ethically, honestly and in the best interests of Fisher & Paykel Healthcare by:

- Raising with our manager as soon as we become aware of any situation where there is the potential for a conflict with our personal interests and those of the company
- Removing ourselves from decisions where we may have a personal interest
- Letting our manager know if a family member or partner is employed by one of our competitors
- Not using information we obtain in our job for our own or a third party's benefit



### At Fisher & Paykel Healthcare we do:

- Act ethically, honestly and with personal integrity in all actions
- Err on the side of caution and disclose any conflicts or potential conflicts to our manager
- Always consider how the situation would look to an outsider



### At Fisher & Paykel Healthcare we don't:

- Hire friends or relatives without the appropriate authorisation
- Arrange to purchase goods or services of a company owned by a friend or family member without disclosing the conflict and obtaining the requisite approval

### Examples of situations where you could have a conflict

- Where you or a family member owns or works for a company in the same industry as Fisher & Paykel Healthcare
- Where you or a family member owns or works for a company that Fisher & Paykel Healthcare has a business relationship with, such as a supplier of goods or services
- Using your position to receive a personal advantage, such as receiving gifts or hospitality (see gifts and entertainment section)

### Need further information?

**Contact:** Your manager, Human Resources Team or Human Resources Contact, Legal Team

# Our Company Resources





## USE OF COMPANY RESOURCES AND INFORMATION

As part of our jobs at Fisher & Paykel Healthcare, we have access to certain resources and information and we are trusted to use them appropriately.

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We are provided with resources to help us do our jobs. It's important that we use these responsibly and honestly and only for work purposes. In some parts of the business we may use company resources for personal purposes, but it is our responsibility to ensure we are allowed to use these resources and that any personal use should not interfere with our responsibilities at work.

### We are committed to:

- Using resources honestly and responsibly
- Using resources to advance Fisher & Paykel Healthcare's purpose
- Only using the resources we have the appropriate authority for



### At Fisher & Paykel Healthcare we do:

- Undertake proper receipt and use of corporate information, assets and property
- Take reasonable steps to protect Fisher & Paykel Healthcare's resources when using them



### At Fisher & Paykel Healthcare we don't:

- Use company resources to achieve personal gain
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### Resources you may have access to as part of your job:

- Company credit card
- Budgets
- Company cars
- Travel for work
- Laptops/computers/mobile phones

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### Need further information?

**Contact:** Your manager

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## INFORMATION WE LEARN THROUGH OUR WORK

When working at Fisher & Paykel Healthcare we may learn information about the company's business and the business of other companies that we work with, that isn't publicly known.

We need to ensure we don't disclose this information or use it for our own benefit.

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In addition, because Fisher & Paykel Healthcare's shares are traded on the ASX and NZX stock exchanges, we are required to publicly disclose any information we learn that may have a material impact on the price of the company's shares. This is handled by a Disclosure Committee (consisting of the CEO, CFO, VP Corporate and General Counsel) and ultimately our Board of Directors, and we all have a duty to let one of these people know promptly and without delay if we think we have information of this nature.

It is also very important to avoid using any information you learn for trading shares. Insider trading is where shares or securities are traded based on information that isn't publicly available but if it were, it would likely have a material effect on the share price. Insider trading is illegal and has serious consequences – including imprisonment.



### **At Fisher & Paykel Healthcare we do:**

- Keep non-public information confidential
- Contact the Disclosure Committee if we think we are in possession of material information about Fisher & Paykel Healthcare



### **At Fisher & Paykel Healthcare we don't:**

- Use information we find out about through our jobs for our own benefit or a third party's benefit
  - Disclose non-public information outside of the company, even to family members or close friends
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## FAQs

**Q:** I have just learnt of a major clinical breakthrough relating to our products, but I'm not sure if it is material to the company.

**A:** Please contact a member of the Disclosure Committee immediately to let them know. They will determine whether anything needs to be done with the information.

**Q:** I want to sell shares I have in Fisher & Paykel Healthcare because I need the money for something else but I'm aware of a big event at the company that hasn't yet been publicly announced. What should I do?

**A:** You might have inside information, so check with the Legal Team prior to trading your shares.

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### **Need further information?**

**Read:** Securities Trading Procedure, Market Disclosure Procedure

**Contact:** The Disclosure Committee

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## USE OF COMPUTERISED INFORMATION SYSTEMS

Use of computerised information systems (e.g. company email, the internet, electronic media, social media and access devices such as laptops and phones) is an important part of many of our jobs.

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We are committed to using Fisher & Paykel Healthcare's computerised information systems legally, ethically and in conformance with our own policies and procedures.



### **At Fisher & Paykel Healthcare we do:**

- Only use software and other electronic resources that we have the legal right to access
- Keep our account passwords, or any other access mechanisms, safe and secure
- Take the appropriate precautions and care to protect the security, integrity and confidentiality of the company's systems and information



### **At Fisher & Paykel Healthcare we don't:**

- Attempt to circumvent the security systems or policies that are in place
  - Use computerised information systems for any improper, illegal or otherwise unethical purposes or in a way that could reflect badly on the company
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### **Need further information?**

**Read:** Digital Technology Policy

**Contact:** Your local IT contact

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# Our Culture



# PROTECTING PERSONAL DATA

Personal data is information about individuals. We must comply with the personal data protection laws in the countries in which we operate.

As part of doing business, we may collect and have access to personal data about our colleagues, employees, research participants, customers, shareholders, and end users of our products.

We need to ensure that this information is kept confidential and safeguarded against misuse. We do this by making sure that personal data is:

- Collected with consent
- Only used for legitimate purposes
- Protected and that appropriate safeguards are in place when accessing, using and transferring personal data
- Securely destroyed when no longer required

There may be country-specific requirements we need to comply with when transferring personal data between countries.

There are laws in many countries that require immediate notification to government agencies in the event of a breach or loss of protected personal data. If we become aware of a potential privacy incident we must immediately contact the Privacy Team, Legal Team or your local data protection officer.



## At Fisher & Paykel Healthcare we do:

- Follow the Global Privacy Procedure and local laws for the collection, transfer, use, disclosure, retention and secure destruction of personal data
- Notify the Privacy Team, Legal Team or your local data protection officer if there may have been a breach of personal information



## At Fisher & Paykel Healthcare we don't:

- Use personal information for any purpose other than for which it has been collected

## What is personal data?

*Personal data is any information that can identify a person or is capable of identifying a person when joined with other information.*

You may have access to personal data when undertaking the following activities: clinical research, marketing, research and development, working with other employees, information technology, customer relations or sales. When we are involved in clinical research or working in clinical settings, any personal data we receive or become aware of needs to be managed carefully.

## When should I be thinking about personal data risks?

Any time you collect or use personal information, think about managing the risks associated with personal data. This could be when visiting a hospital, purchasing new software, undertaking a new marketing campaign or organising an educational event.

## Need further information?

**Contact:** Privacy Team, Legal Team or your local data protection officer

# PROTECTING CONFIDENTIAL INFORMATION AND INTELLECTUAL PROPERTY

Originality is one of our key values. This means we are constantly using creative thinking to develop innovative solutions and leading products and to build a strong reputation. Confidential information and intellectual property is valuable and so it is important it is kept secure from disclosure to our competitors and other third parties.

It is equally important that we do not infringe anyone else's intellectual property.

We have a responsibility to protect Fisher & Paykel Healthcare's confidential information and intellectual property. This obligation continues even after we have ceased employment with the company.



## At Fisher & Paykel Healthcare we do:

- Ensure we have appropriate confidentiality agreements and intellectual property protection in place before sharing information with an external party
- Protect any confidential information or intellectual property we have access to, which means making sure it is stored securely
- Contact the Intellectual Property (IP) Team when we develop any new inventions or come up with any new product or process ideas or modifications
- Contact the IP Team when we start a new product development project intended for manufacture
- Ensure all electronic and physical written records relating to intellectual property matters with respect to patents or Fisher & Paykel Healthcare products are held by the IP Team
- Execute all documents as required, and perform any acts necessary to secure intellectual property protection in the name of Fisher & Paykel Healthcare, including if we no longer work at the company.
- Follow brand guidelines when using Fisher & Paykel Healthcare's trademarks and logos
- Report any suspected breaches of Fisher & Paykel Healthcare's intellectual property to the IP Team and any breaches of confidentiality to the Legal Team



## At Fisher & Paykel Healthcare we don't:

- Disclose any confidential information or intellectual property to a third party without permission and unless appropriate contractual arrangements are in place
- Disclose any more than we need to, even if a confidentiality agreement is in place

## Examples of confidential information include:

- Non-public financial information, including sales and pricing information
- Marketing strategies and plans
- Design specifications and drawings
- Prototypes
- Manufacturing methods

## Need further information?

**Read:** The IP Team page on the F&P Healthcare Intranet; The Brand and Identity Guidelines

**Contact:** IP Team, Marketing Operations Team, Legal Team

# DOCUMENTATION AND REPORTING

Creating and maintaining accurate and complete records means we can maintain the integrity of our financial system, support our internal business decisions, meet our legal requirements, and maintain our reputation. Third parties such as shareholders and government agencies rely on the accuracy of this information also.

Company records and documents, including quality, regulatory and financial records, must be accurate and conform to Fisher & Paykel Healthcare's reporting standards and internal controls.

When delivering financial information, we follow the core principles of transparency, accuracy and timeliness.



**At Fisher & Paykel Healthcare we do:**

- Comply with all accounting and financial reporting standards
- Report any concerns or irregularities we become aware of
- Ensure all our records are supported by appropriate documentation



**At Fisher & Paykel Healthcare we don't:**

- Create false or misleading information in company records or books

**Need further information?**

Contact: Your manager, Finance Team,  
Quality and Regulatory Team



## USING SOCIAL MEDIA

Social media is a popular way to engage with stakeholders. However, as we operate in a highly regulated environment, there are complexities around how and what we can communicate online effectively and safely.

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Anything you post when using a personal social media profile can reflect on the company. Fisher & Paykel Healthcare expects all employees to act responsibly when using social media outside of work.



### At Fisher & Paykel Healthcare we do:

- Ensure that all statements are respectful and accurate
- Make sure that we have permission from any customers, dealers, patients, suppliers, contractors or other employees before posting information about or pictures of them



### At Fisher & Paykel Healthcare we don't:

- Post any statements that are confidential, false or that could negatively affect the company's reputation
  - Submit reviews for company products or competitor products
  - Make any disparaging comments about our competitors on social media, regardless of our private views
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## FAQs

**Q:** Can I set up a Facebook page for my department/product?

**A:** No. Before setting up any company social media accounts, you must read the Social Media Procedure and follow the processes outlined in that procedure.

**Q:** I have an issue with something that's happening at work. Can I tweet about it on my personal Twitter account?

**A:** No. You should follow the standard processes by discussing any issues or concerns you have about your job with your manager first.

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### Need further information?

**Read:** Social Media Procedure

**Contact:** Marketing Operations Team,  
Corporate Affairs Team

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# SPEAKING ON BEHALF OF FISHER & PAYKEL HEALTHCARE

As a publicly listed company, we have obligations to disclose to the ASX and NZX exchanges any information that could have a material effect on the price of our company's shares.

All investor, analyst and media liaison is managed by our Corporate Affairs Team, with only a limited number of people authorised by the Board Chair or CEO to speak on behalf of the company.



## At Fisher & Paykel Healthcare we do:

- Refer any media or investor enquiries to the Corporate Affairs Team
- Inform the CEO, CFO, VP Corporate or General Counsel as soon as we become aware of any information that we think could be price sensitive (i.e. something that could have a material effect on our share price)



## At Fisher & Paykel Healthcare we don't:

- Speak on behalf of our company without first obtaining proper authorisation
- Speculate about topics outside our area of expertise

### Need further information?

**Read:** Market Disclosure Procedure, Social Media Procedure

**Contact:** Corporate Affairs Team

## FAQs

**Q:** I have been contacted by someone wanting to do a story or film on site at Fisher & Paykel Healthcare - what should I do?

**A:** Anyone wanting to do a story on Fisher & Paykel Healthcare should be referred to the Corporate Affairs Team. You should also make the Corporate Affairs Team aware of any proposed filming at Fisher & Paykel Healthcare sites.

**Q:** If a member of the media contacts me to ask questions about the company, can I answer?

**A:** No, unless you have already been notified that you are an authorised spokesperson for the company. Please note down the contact details for the individual and refer the query to the Corporate Affairs Team.

**Q:** I've developed a great product and it's been released to market and is doing well. Can I contact an industry association or media outlet to tell them about it?

**A:** Do not proactively pitch story ideas to the media. If you think you/your department has a good news story to share, or are approached by someone in the media for an interview, contact the Corporate Affairs Team first.

**Q:** I want to enter some industry awards which will describe a project I've been working on at Fisher & Paykel Healthcare. Is it OK to include full details of the project?

**A:** Please send any information that you intend to reveal to the Corporate Affairs Team. They will review it and let you know if there is any information included that should not be disclosed.

**Q:** I've been invited to speak at a professional conference in my area of expertise. Is there anything I need to be aware of?

**A:** You need to ensure that your content doesn't disclose confidential, sensitive or proprietary information. If you are unsure, you can contact the Corporate Affairs Team.

**Q:** I have some external guests who would like to take a tour of the company's facilities. Is it OK for me to do that?

**A:** Check in with your manager and ensure that you are the right person to host the visitors. Remember that when meeting with external guests, you should only disclose information that is already publicly available.

# COMBATING CORRUPTION, BRIBERY AND IMPROPER BENEFITS

Fisher & Paykel Healthcare does not tolerate bribery, corruption, kickbacks or other types of improper benefits, whether committed by our own people or by anyone we deal with.

In the course of our business we interact with a wide range of government officials and private sector individuals or businesses, including government regulators, inspection authorities and healthcare professionals. We must follow all anti-bribery and corruption laws in the countries in which we operate and ensure our activities do not improperly influence the medical decisions of healthcare professionals or the purchasing decisions of entities that buy our products.

Most of the countries in which we operate have strict anti-bribery and corruption laws. Failing to comply with these laws could have serious consequences for us, both as individuals and as an organisation. In some cases, these consequences could include criminal charges.

We often interact with healthcare professionals in many different countries. There are additional procedures that apply to these activities which we must comply with. See in particular our Interactions with Healthcare Professionals Procedure.

Where we suspect bribery or corruption, either by our own people or by any of our suppliers, customers or other business partners, we report it immediately. (See the section on Speaking Up for details on the ways you can do this.)



## At Fisher & Paykel Healthcare we do:

- Ensure we are committed to combating bribery and corruption
- Always comply with the law, this Code and our Interactions with Healthcare Professionals Procedure
- Report any suspected bribes or improper payments by our own people or by any of our suppliers, customers or other business partners



## At Fisher & Paykel Healthcare we don't:

- Tolerate bribery or corruption
- Offer or accept bribes or other improper or unlawful benefits
- Ask anyone else to bribe for us

We never offer or accept (or ask a third party to offer or accept) bribes, improper payments, secret commissions or kickbacks to or from any person.

These rules apply to all our business activities, including any interactions we may have with government officials or with any private person or business, either locally or overseas.

### What is corruption?

Corruption refers to a lack of integrity or honesty, or the abuse of a position of trust, for an improper purpose or dishonest gain. It includes the acceptance or offering of bribes, secret commissions, improper payments, kickbacks or other improper benefits for the purposes of obtaining or retaining business or to obtain an improper or unlawful advantage.

### What is a bribe?

A bribe involves the giving or offering of something of value (directly or indirectly) to induce an action which is illegal, unethical or a breach of trust. Bribes can take the form of money, gifts, services, job offers, loans, paying travel expenses or providing entertainment or hospitality.

*An example of a bribe would be a payment to an employee from a hospital purchasing department in order to influence that person's decision on whether to purchase (or recommend for purchase) the company's products.*

### Are facilitation payments okay?

Facilitation payments, (sometimes called "grease" payments) can be a type of improper payment. They are minor unofficial payments made to speed up a routine government action or service that the payer is already legally entitled to receive. In some countries, these payments are viewed as acceptable, whereas in many other countries, facilitation payments are considered bribes (and thus illegal). If you think you are being asked to make a facilitation payment, speak to the Legal Team immediately.

*An example of a facilitation payment would be a small payment to a customs official to speed up the clearance of a shipment.*

### Who are government officials?

A government official includes any person who, in any country, works for, represents, or holds a position with any:

- Legislative, administrative, or judicial body of any national, state or local government (e.g. Members of Parliament or other law-makers or government departments such as customs, tax, health and welfare)
- National, state or local government-owned or controlled entities or businesses (e.g. government-owned or controlled health purchasing authorities, hospitals or healthcare providers)
- Public international organisation (e.g. the United Nations or the International Committee of the Red Cross)

A government official may also include an immediate family member (meaning a spouse, dependent child, parent or household member) of any of the above.

## Need further information?

**Contact:** Your manager, Human Resources Team or Human Resources Contact or Legal Team

# GIFTS AND ENTERTAINMENT

At Fisher & Paykel Healthcare we are committed to maintaining fair and objective relationships with our business partners.

We don't offer or accept gifts, entertainment or hospitality if it could compromise or unduly influence the objectivity of business decisions.

When dealing with our business partners, reasonable gifts and entertainment may be part of normal business practice. However, any gifts provided or received should be:

- Infrequent
- Of minimal value
- Customary in the course of a normal business relationship
- Not designed to compromise or unduly influence decision-making
- In compliance with our Interactions with Healthcare Professionals Procedure and the "Combating corruption, bribery and improper benefits" section of this Code

We do not solicit gifts and we should never give or receive gifts of cash or cash equivalents.

Any unsolicited gift received that is valued over NZ\$100 should be reported to your manager or Human Resources manager to ensure that it does not place you in a compromising position.



**At Fisher & Paykel Healthcare we do:**

- Ensure we have the right approvals before providing any gifts or entertainment
- Always comply with Fisher & Paykel Healthcare's policies, procedures, local laws and regulations
- Consider how the gift or entertainment would look to someone outside of Fisher & Paykel Healthcare



**At Fisher & Paykel Healthcare we don't:**

- Give or receive gifts, entertainment or hospitality that could compromise or unduly influence any decision
- Give or receive cash or cash equivalents
- Ever solicit or ask for gifts, entertainment or hospitality from any person

## Government officials and healthcare professionals

As a manufacturer and marketer of medical devices, there are rules and restrictions that we must comply with in relation to the provision of gifts, entertainment and hospitality to healthcare professionals. We must always comply with our Interactions with Healthcare Professionals Procedure.

In most countries, there will be strict rules and restrictions on the provision of gifts, entertainment or hospitality to government officials. (See also the "Combating corruption, bribery and improper benefits" section of this Code.)

If a healthcare professional works for a government-owned hospital, he or she may also be a government official.

Need further information?

Read: Interactions with Healthcare Professionals Procedure  
Contact: Your manager, Legal Team, Human Resources Team or Human Resources Contact

## RESPONSIBLE MARKETING AND COMMUNICATIONS

We need to make sure we are marketing our products responsibly and in accordance with local laws and regulatory requirements. As part of this, all information we provide about our products must be accurate, fair, balanced, substantiated and consistent with regulatory approvals. We also need to ensure that the information isn't misleading or deceptive.

There are important requirements we need to be aware of when providing product information to healthcare professionals and patients.



### **At Fisher & Paykel Healthcare we do:**

- Comply with any laws and regulations regarding marketing our products
- Make sure all claims we make are accurate, fair, balanced, substantiated and consistent with regulatory approvals for the product
- Ensure that all promotional material goes through the correct release procedure



### **At Fisher & Paykel Healthcare we don't:**

- Provide information that could be misleading or deceptive
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### **Email marketing campaigns**

When emailing promotional materials to individuals we should always provide an opt-out function.

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### **Need further information?**

**Contact:** Regulatory Team, Marketing Operations Team or Legal Team

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# INTERACTIONS WITH HEALTHCARE PROFESSIONALS

Collaborative relationships with healthcare professionals are important to us, and we are committed to maintaining the highest standards of integrity and transparency in all interactions with them.

Our interactions with healthcare professionals must be ethical, transparent and designed to provide benefit to patients. These interactions must not have, or appear to have, an improper influence on clinical judgement.



## At Fisher & Paykel Healthcare we do:

- Comply with all local laws and our Interactions with Healthcare Professionals Procedure
- Check the Procedure before providing any benefit or hospitality to a healthcare professional



## At Fisher & Paykel Healthcare we don't:

- Provide anything of value to a healthcare professional for the purposes of having an improper influence on their decision to use, purchase or recommend our products

## When should I refer to the Interactions with Healthcare Professionals Procedure?

It is our responsibility to follow the Interactions with Healthcare Professionals Procedure; in particular, you may want to consider referring to the procedure if you are:

- Hosting or sponsoring an event that healthcare professionals will attend
- Using a healthcare professional for consultancy services
- Providing an educational grant
- Paying honoraria or speaker fees or arranging travel for a healthcare professional

## Need further information?

**Read:** Interactions with Healthcare Professionals Procedure

**Contact:** Legal Team

# COMPETING FAIRLY

Fisher & Paykel Healthcare is committed to fair and healthy competition.

In all our dealings with third parties, we need to make sure we are competing fairly and not breaching competition or anti-trust laws.

Around the world, various competition laws (sometimes called anti-trust laws) are in place to promote fair competition for the ultimate benefit of consumers. These laws are complex but, generally, they prohibit companies from entering into arrangements that prevent or restrict competition. They also prevent companies that have dominant market share from using this dominant position to create an unfair advantage over competitors.

Breaches in competition laws can lead to substantial fines and, in some cases, criminal convictions and jail time.



### At Fisher & Paykel Healthcare we do:

- Compete strongly but fairly in compliance with competition laws
- Immediately raise an objection, leave the discussion and notify the Legal Team if approached by a competitor to discuss product pricing, allocation of customers, procurement activities or restricting production outputs



### At Fisher & Paykel Healthcare we don't:

- Agree prices, discounts or any matters relating to price with our competitors
- Share any information with competitors about our bids or pricing in relation to procurement activities
- Discuss pricing or strategy information with people outside of Fisher & Paykel Healthcare. This should be kept in mind when attending any industry or trade association meeting and any conversation on these topics should be avoided
- Tell our customers or distributors the price at which they must resell our products

## Resale price maintenance

Resale price maintenance occurs when a supplier of products enforces, or tries to enforce, a minimum price at which a reseller must on-sell the products. A "reseller" could be a distributor, dealer or a retailer. Resale price maintenance prevents resellers from setting their prices independently and can lead to increased prices for consumers. Some examples of resale price maintenance include:

- Where a price is specified in dollar terms, e.g. "You must sell at no less than \$2,500"
- Where a retail margin is specified, e.g. "You must sell at a price at least 35% above the wholesale price"
- Where a specific discount must be offered, e.g. "You must not discount more than 15% off the recommended retail price"

A recommended retail price (or "RRP") is where a supplier recommends a price at which their goods should be sold. Recommended retail prices are permitted in most jurisdictions provided there is no effort to set or enforce those prices.

## Need further information?

Contact: Legal Team

## Price Fixing

Price fixing refers to any arrangement between competitors that sets the price of a product or service or interferes with how that price is reached. Price fixing includes agreements between competitors to rig a procurement process, allocate markets by customer or geographical area or to restrict production output. Price fixing is illegal and it harms competition in a number of ways, such as making goods and services more expensive, reducing consumer choice and/or by lowering quality or service levels.

## HOW WE WORK WITH CUSTOMERS, SUPPLIERS AND OTHERS

We design the same level of care into our relationships as we do our products. We treat our business partners fairly and ethically and in turn we expect our business partners to operate in a fair, legal and ethical manner.

We treat our customers, suppliers and other business partners with fairness and respect.

When selecting a new business partner, whether they are a supplier, distributor, dealer or a service provider, we must first consider their business practices, behaviours, reputation, experience, and any past violations of law or instances of unethical behaviour. It is important to exercise reasonable and appropriate due diligence during the selection process and to ensure we monitor these relationships periodically.

Our business partners are selected based on merit and their ability to comply with our requirements. Where possible, all agreements should be documented in writing.

When interacting with customers we act in a professional manner and follow Fisher & Paykel Healthcare's requirements for combating bribery and corruption (see the section on "Combating corruption, bribery and improper benefits" for further information). Where our customer is also a healthcare professional, we ensure we follow our Interactions with Healthcare Professionals Procedure.



### At Fisher & Paykel Healthcare we do:

- Undertake appropriate due diligence prior to starting a new business relationship
- Provide accurate information to allow our customers to make informed decisions
- Behave respectfully and professionally in our interactions with our business partners and customers



### At Fisher & Paykel Healthcare we don't:

- Do business with unethical or inappropriate counterparties
- Provide deliberately misleading information



**Need further information?**  
**Contact:** Legal Team





# Environment and **Sustainability**

# ENVIRONMENT AND SUSTAINABILITY

Fisher & Paykel Healthcare recognises the environment to be of essential value – reflecting our commitment to creating a positive lasting impact on the environment. Our aim is to develop products and manufacturing processes which are environmentally responsible. Sustainability is fundamental to our success and to creating value not only for our shareholders and employees but also for patients, communities and clinicians by way of advances in medical care.



**At Fisher & Paykel Healthcare we do:**

- Support any Fisher & Paykel Healthcare environmental and sustainability programmes
- Comply with relevant legal and statutory requirements relating to environmental issues
- Report any environmental hazards, incidents or non-compliance to the Facilities Team
- Strive for continuous improvement of the company's environmental performance through the design, manufacture and distribution stages
- Aim to minimise the impact of our products on the environment by reducing waste, emissions and energy consumption
- Support and encourage customers and suppliers to engage in environmentally responsible practices

**Need further information?**

**Read:** Environmental & Social Responsibility Policy

**Contact:** Sustainability Team



## GLOBAL TRADE COMPLIANCE

We are committed to complying with the trade sanction laws that apply in the countries in which we operate.

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Some countries have export restrictions or trade sanctions that restrict or require licensing for the export or import of certain goods and services. Such trade sanctions or embargoes can be against other countries, groups or specific people. Trade sanction laws can also prevent someone of a certain nationality being involved in a project or transaction. Our International Sales Operations Team conduct applicable searches.

Trade sanction laws are complicated and change frequently. If you are unsure about trade restrictions relevant to a particular transaction or project you are working on, you should contact the Legal Team. There are serious consequences for both the company and individual employees for breaches of these laws.



### **At Fisher & Paykel Healthcare we do:**

- Seek advice from the Legal Team if we are unsure whether or not there are restrictions that apply to a transaction being considered
  - Get to know our business partners, where are they based, where payment is made and who is involved in their business
  - Comply with our Sanctions Compliance Procedure
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*A list of countries where trade sanction laws may be relevant can be found in the Sanctions Compliance Procedure.*

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### **Need further information?**

**Read:** Sanctions Compliance Procedure

**Contact:** Legal Team, International Sales Operations Team

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