

1 Purpose

- 1.1 Hill-Rom is committed to observing the highest standards of ethical conduct in its operations throughout the world, including complying with the letter and spirit of applicable anti-corruption laws, including the U.S. Foreign Corrupt Practices Act (“FCPA”), the Organisation for Economic Co-operation and Development (“OECD”) Anti-Bribery Convention, the UK Bribery Act, and other applicable local laws.
- 1.2 This Global Anti-Corruption Policy will help you comply with those laws and with Hill-Rom’s Global Code of Conduct, which prohibits bribery and corruption. In addition to establishing a general policy against bribery of Government Officials, HCPs, and others in the marketplace (e.g., customers, competitors, suppliers, or their employees), this Policy provides guidance on the following specific activities and topics that may arise during the course of our business and that warrant particular vigilance from an anti-corruption compliance perspective:
- Interactions with HCPs
 - Gifts, Meals, Travel, and Other Hospitality for Non-HCP Government Officials
 - Employment Decisions
 - Political Contributions
 - Charitable Contributions Involving Government Entities or Officials
 - Prohibition on Facilitating Payments
 - Business Arrangements with Third Party Representatives
 - Mergers, Acquisitions, and Joint Ventures
 - Accounting and Record-Keeping Requirements

2 Scope

- 2.1 This Policy applies to all Hill-Rom employees, officers, directors, and independent contractors working on Hill-Rom’s behalf (collectively referred to as “employees” in this Policy).

3 Definitions and Acronyms

3.1 “Hill-Rom” includes all Hill-Rom subsidiaries and affiliates, including, but not limited to the following Hill-Rom businesses: Hill-Rom International, Allen Medical, Aspen Medical, Aspen Surgical, Liko, Trumpf Medical, Volker, ARI/Respiratory Care, and Welch Allyn.

3.2 Government Official” includes the following:

- a. officers and employees of any national, regional, local, or other governmental entity, including regulators, elected officials, and employees of public institutions;
- b. officers and employees (regardless of their seniority) of enterprises that a non-U.S. government controls or in which it owns a majority interest, including hospitals and other medical facilities;
- c. candidates for political office, political parties, and political party officials;
- d. officers, employees, and representatives of public (quasi-governmental) international organizations, such as the World Health Organization; and
- e. any private person acting temporarily in an official capacity for or on behalf of any of the foregoing (such as a consultant retained by a government agency).

Keep in mind that in our business we often interact with “Government Officials” because employees of government ministries, customs officials, government consultants, and all Health Care Providers (defined below) who work for a government-owned or government-run hospital or other public institution can be considered “Government Officials.”

3.3 Health Care Providers” or “HCPs” include any individuals or entities which (1) are involved in the provision of health care services or items to patients; and (2) purchase, lease, recommend, use, arrange for the purchase or lease of, or prescribe Hill-Rom’s products. The term “Health Care Providers” includes both persons providing services and persons who do not provide services directly but who are involved in the decision to purchase, lease or recommend Hill-Rom products. Health Care Providers include (but are not limited to): (1) individuals, for example doctors, nurses, discharge planners, hospital procurement/sourcing personnel, purchasing managers, transporters, respiratory therapists, operating room staff, technicians, research coordinators, engineers, non-clinical office staff and other allied health personnel; and (2) certain entities, for example, hospitals, long-term care facilities, home health agencies, group purchasing bodies and other health care organizations.



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- 3.4 A “Non-HCP Government Official” is a Government Official who is not a Health Care Provider (e.g., a customs official, an employee of the Ministry of Health, a member of the judiciary, a legislator, a city council member, etc.).

4 Policy Against Bribery and Corruption

- 4.1 Hill-Rom has a zero tolerance policy toward bribery and corrupt conduct in any form. Improper inducements involving HCPs, Government Officials, and others in the marketplace such as customers, competitors, suppliers, or their employees, are strictly prohibited. Hill-Rom employees and representatives are expected to conduct their business activities in a compliant and ethical manner and avoid even the appearance of impropriety.
- 4.2 No Hill-Rom officer, director, employee, distributor, agent or other representative worldwide may, directly or indirectly, offer, promise, pay, give, or authorize any financial or other advantage, or anything else of value, to any other person or organization, with the intent to improperly influence the recipient, induce the recipient to violate his or her duties, secure an improper advantage for Hill-Rom, or improperly reward the recipient for past conduct. “Anything of value” can include, but is not limited to, kickbacks, bribes, gifts, entertainment, travel, discounts, rebates, loans of equipment or provision of services, donations, grants, hospitality, commissions, job placements, free goods, and samples.
- 4.3 Hill-Rom also prohibits requesting, agreeing to receive, or accepting a bribe, kickback, or any other improper financial advantage or other benefit.
- 4.4 No person subject to this policy will suffer adverse consequences for refusing to offer, promise, pay, give, or authorize an improper payment, benefit, advantage or reward, even if doing so results in the loss of business opportunities for Hill-Rom

5 Guiding Principles.

- 5.1 The following principles apply to Hill-Rom employees’ interactions with Government Officials, HCPs, and others in the marketplace.
- No Quid Pro Quo. Hill-Rom may never provide anything of value to another person or organization to (a) incentivize or reward for purchasing, ordering, leasing, recommending, using, or prescribing any Hill-Rom product; (b) induce the person to violate a duty of loyalty to his or her employer or professional rules; (c) influence the outcome of clinical trials; or (d) obtain any other improper benefit or advantage for Hill-Rom.



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- Transparency. Interactions with Government Officials, HCPs, or third parties and any benefits granted to Government Officials, HCPs, or third parties must be conducted and processed in a transparent and open manner.
- Proper Documentation. Expenses must be supported by proper written documentation, including written agreements when required, which must be in compliance with Hill-Rom policies and procedures. Documentation must follow local requirements but shall at least include the name of recipient, and the date and details of the expenses incurred, including receipts or other documentation of the amount and purpose. Hill-Rom never pays expenses on a per diem basis.
- Local Laws and Requirements. All interactions, activities and contractual arrangements with Government Officials, HCPs, and other third parties must be permitted by local law, any applicable industry code, and the internal rules or requirements of the third party’s organization or profession. In the event of a conflict between this Policy and applicable local laws, regulations, professional or employer requirements, or industry standards, the more restrictive provision applies.
- No Indirect Inducements. Employees must not attempt to avoid the requirements of this Policy by requesting or allowing third party companies that work for Hill-Rom to engage in interactions prohibited by this Policy on the employee’s (or on Hill-Rom’s) behalf. For example, we cannot ask a distributor to do something for Hill-Rom that this Policy prohibits us from doing ourselves.
- No Spouses or Guests. It is never appropriate for Hill-Rom to pay any expenses (including meals, refreshments, travel, or lodging) or to arrange (even without reimbursing) any travel for spouses or guests of HCPs or any other person who does not have a legitimate professional interest in the purpose of the meeting or event. Spouses and guests are not allowed to attend business events.
- No Excuses. Local customs, cultural differences or a competitor’s practices are never an excuse to violate this Policy.
- Limited Exceptions. Any and all exceptions to this Policy must be approved in writing in advance by the Global Compliance Office.



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6 Interactions with HCPs

- 6.1 Providing any benefit to an HCP, directly or indirectly, could be viewed as a bribe if it is intended to induce the recipient to violate a duty of loyalty or to obtain an improper benefit for Hill-Rom. Before providing anything of value to, or otherwise interacting with, an HCP, you must consult and comply with the [Global Policy on Interactions with Health Care Providers](#), the [Interactions with U.S. Health Care Providers Guidebook](#) (for U.S. HCPs), and the [Country/Region Specific Guidance on Interactions with Health Care Providers](#) (for non-U.S. HCPs). These policies should be consulted, for example, before (1) providing educational items, gifts, meals, travel and lodging, evaluation and demonstration products, discounts and rebates on products, funding support such as sponsorship and medical educational grants, or charitable donations to HCPs, (2) engaging HCPs to participate in clinical research or provide other services, or (3) participating in sales and promotional meetings or Hill-Rom-sponsored product training and education programs.

7 Gifts, Meals, Travel, and Other Hospitality for Non-HCP Government Officials

- 7.1 Where permitted by local law, applicable industry code, and the internal rules of the recipient's employer, Hill-Rom may provide modest, infrequent gifts, reasonable meals, and travel and related expenses consistent with our corporate travel policy to Non-HCP Government Officials in connection with a legitimate business purpose. Hill-Rom prohibits the provision of entertainment or recreational events to all Government Officials, including, for example, theater, sporting events, golf, skiing, hunting, city tours, cultural excursions, and leisure or vacation trips.
- 7.2 Gifts or travel and related expenses may only be provided to Non-HCP Government Officials with advance written approval from the Global Compliance Office.
- 7.3 Unless local law provides otherwise, any meals to Non-HCP Government Officials above \$100USD (or local equivalent) per person (which includes the cost of food, beverage, tax, and gratuity) must be approved in advance by the Global Compliance Office. Meals must always be modest and reasonable by local standards.

8 Employment Decisions

- 8.1 Hill-Rom employment decisions must be based on objective measures and legitimate company needs. Hill-Rom may not provide a job or internship to a Government Official or HCP, or a member of their family, in order to gain influence with the Government Official or HCP or secure any other improper advantage. If a Government Official or HCP offers to give a benefit to Hill-Rom or threatens to take adverse action in connection with a hiring decision, the suggested candidate may not be hired.

9 Political Contributions

- 9.1 No funds, facilities, or services shall be paid or furnished by Hill-Rom to any political party, or candidate for, or incumbent of, any public office, or to any initiative or referendum campaign without prior approval from the Global Compliance Office. For questions regarding political contributions in the U.S., please contact the Vice President of Government Affairs or consult the [Policy on Political Contributions](#).

10 Charitable Contributions Involving Government Entities or Officials-

- 10.1 Charitable contributions may never be made as part of an exchange of favors with any Government Official or HCP, or to confer a personal benefit on any individual, even if the recipient organization is a bona fide charity. Hill-Rom shall not make any charitable contribution with the purpose of inducing or rewarding the purchase, lease, recommendation, use, or prescription of any Hill-Rom product, or to obtain any other improper advantage for Hill-Rom. If a Government Official or HCP has promised any benefit or issued any threat in connection with a contribution request, then the request must be denied.
- 10.2 Charitable contributions must be approved by the Global Compliance Office and must include appropriate documentation.
- 10.3 For additional guidelines on providing support to healthcare-related organizations, consult the [Global Policy on Interactions with Health Care Providers](#), the [Interactions with U.S. Health Care Providers Guidebook](#) (for U.S. HCPs), and [Country/Region Specific Guidance on Interactions with Health Care Providers](#) (for non-U.S. HCPs). Contributions to any other charitable organizations may be made only if the contribution serves a genuine public benefit. Hill-Rom must exercise diligence to ensure the legitimate nature of the charitable organization or charitable mission.

11 Prohibition on Facilitating Payments

- 11.1 Hill-Rom employees and third parties acting on behalf of Hill-Rom are prohibited from making any “facilitating payments” to an individual, that is, payments or gifts made or given to an individual to secure or expedite the performance of a routine action by a Government Official. Hill-Rom employees and third parties working on Hill-Rom’s behalf are prohibited from making facilitating payments in any country. This prohibition on facilitating payments does not preclude legitimate payments to governmental entities.

12 Business Arrangements with Third Party Representatives

12.1 The FCPA and many other anti-corruption laws regulate indirect, as well as direct, payments and benefits. These laws thus apply to benefits provided by third parties such as distributors, dealers, regulatory consultants, contract research organizations, customs brokers, freight forwarders, and other representatives acting on behalf of Hill-Rom. The risk that a representative will take actions that could subject Hill-Rom to liability is highest when a third party is dealing with Government Officials and HCPs outside the United States. Before engaging any person or entity that is expected to interact with non-U.S. Government Officials or non-U.S. HCPs in the course of performing services for Hill-Rom or promoting or selling Hill-Rom products (“Third Party Representative”), Hill-Rom employees must follow the procedures set forth in the [Global Policy on International Third Party Representatives](#).

13 Mergers, Acquisitions, and Joint Ventures

13.1 When Hill-Rom seeks to acquire a company or business, or enter into a joint venture with a company that has operations or sales outside the United States, the due diligence Hill-Rom performs on the target company shall include an anti-corruption component. Hill-Rom employees must consult the Global Compliance Office for specific guidance on conducting anti-corruption due diligence. Post-acquisition integration plans must include a process for extending Hill-Rom’s anti-corruption policies and procedures to the acquired company and training employees of the target company in those policies and procedures.

14 Accounting and Record-Keeping Requirements

14.1 Accurate Books and Records. Hill-Rom must maintain books and records that, in reasonable detail, accurately and fairly reflect all transactions and disposition of assets. No person working for or on behalf of Hill-Rom may make any false entry in any of Hill-Rom’s books and records, nor may any such person be a party to the creation of any false or misleading document that supports the disbursement of company funds. No unrecorded fund or secret asset of Hill-Rom shall be created or maintained.

14.2 Internal Accounting Controls. Hill-Rom must maintain an adequate system of internal accounting controls. All Hill-Rom Finance Department policies, including policies and procedures governing delegation of authority, must be followed.

15 Obligation to Comply

- 15.1 Compliance with this Policy and underlying ethical principles is mandatory and is the responsibility of each Hill-Rom employee. Violation of this Policy is a serious matter and may expose Hill-Rom and the individual to legal penalties as well as reputational harm. An employee who violates this Policy or its underlying ethical principles may be subject to disciplinary action up to and including termination.

16 Reporting Violations or Concerns

- 16.1 All employees are expected to promptly report any suspected misconduct or violation of this Policy or any other Hill-Rom policy to a supervisor, the Global Compliance Office, or the Compliance Helpline at +1 (866) 433-8442 or online at www.hill-rom.ethicspoint.com. Retaliation in any form against an individual who in good faith reports a suspected violation of this Policy, or who assists in the investigation of a reported violation, is prohibited. Acts of retaliation should be reported immediately to the Global Compliance Office or the Compliance Helpline and will be investigated and disciplined as appropriate.

17 Ask Questions - Seek Answers

- 17.1 All employees are encouraged to ask questions and seek answers. If you do not understand something in this Policy or any other Hill-Rom policy or are not sure whether a particular activity is permissible, please contact your supervisor, the Global Compliance Office or the Legal Department for help. For general compliance questions, please contact the Global Compliance Office by phone +1 (877) 638-8093 (U.S. toll-free), (312) 819-7267 (toll number for international callers) or email at GlobalComplianceOffice@hill-rom.com.

18 Approval

Written by: Global Compliance Office

Reviewed by: Global Compliance Committee

19 Revision History

Rev	Change Number	Revised By	Summary of Change
1	DC002129	Ilana Shulman	Original Document
2	DC003734	Lisa Carreiro	Replaced Quality Matters logo with Integrity@Work logo.



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Rev	Change Number	Revised By	Summary of Change
3	DC005586	Lindsay Blohm	Added guiding principles for interactions with Government Officials, HCPs and others in the marketplace; created separate section for HCP interactions; added guidance on gifts, meals, travel, and other hospitality for non-HCP Government Officials.