

## **DANAHER CORPORATION GLOBAL POLICY ON GIFTS, ENTERTAINMENT AND OTHER INTERACTIONS WITH HEALTHCARE PROFESSIONALS**

### **1. INTRODUCTION**

Danaher companies compete for customers solely on the commercial merits of Danaher company product offerings (features, quality, price, service, etc). Danaher companies select suppliers solely on the commercial merits of supplier product offerings. As a Danaher company associate, you must not provide gifts, entertainment, or any other thing of value, in order to secure a competitive advantage or to induce the purchase of products or services from a Danaher company. You must not accept any of these things in return for selecting a particular supplier to provide goods or services to a Danaher company. And no gift, entertainment or other valuable item or arrangement may be given or accepted if it violates any applicable law. These fundamental rules apply at all times in all situations, and apply to all Danaher businesses globally.

Danaher companies that serve the healthcare industry must ensure that their interactions with healthcare professionals are always consistent with the highest levels of business integrity. The primary responsibility of a healthcare professional is to act in the best interests of the patient. Danaher associates must never (1) interact with healthcare professionals in such a way as to interfere with their independent medical judgment; or (2) engage in conduct that could reasonably be interpreted as an improper effort to induce a healthcare professional to purchase, lease, use or recommend Danaher company products and services.

Relationships with healthcare professionals are subject to a wide range of regulations around the world that are rapidly evolving and proliferating. While those regulations can vary significantly from country to country, they typically govern whether and under what circumstances associates may provide “something of value” to a healthcare professional. Covered interactions include gifts, meals, entertainment, hospitality, reimbursement for attendance at educational and marketing events, speaking fees and honoraria, consulting and royalty agreements, etc. Medical technology industry groups around the world, such as Advamed (in the United States) and Eucomed (in Europe), have also established voluntary guidelines to further clarify acceptable interactions with healthcare professionals.

The purpose of this Policy is to promote compliance with all applicable regulations and rules around the world that govern interactions with healthcare professionals. Like all policies, this Policy cannot address every situation that may arise, or address every law in every market we serve globally. Danaher company associates who interact with healthcare professionals must consult with the General Counsel of their Danaher company or Danaher Corporation's legal department to ensure that their interactions with healthcare professionals comply with this Policy and all national and local laws that apply to the interaction.

In addition, Danaher company associates must not request or cause any third-party (such as a dealer, distributor, consultant, contractor or agent) to take any action that the Danaher associate is not permitted to take under this Policy.

**DEALERS, DISTRIBUTORS, OTHER THIRD PARTY SALES CHANNELS:** Each Danaher company is required to ensure that its dealers, distributors and other third party sales channels that may interact with healthcare professionals in the course of selling Danaher company products or services receive a copy of this Policy and understand that no Danaher company will approve or support any activity in violation of this policy.

## NOTES:

A) This Policy is a supplement to Danaher's Standards of Conduct, Danaher's Anti-Corruption Policy, Danaher's Gift and Entertainment Policy, and Danaher's Trips and Entertainment Policy. This Policy provides guidance specifically applicable to interactions with healthcare professionals. When it comes to interactions with healthcare professionals, to the extent that another Danaher policy may allow an action that is not allowed by this Policy, associates are to follow this Policy.

B) As used in this Policy, "healthcare professional" means (1) individuals (or entities) involved in the provision of health care services and/or items to patients, or (2) individuals (or entities) who purchase, lease, recommend, use, arrange for the purchase or lease of, or prescribe Danaher company medical or dental products or services on behalf of individuals (or entities) involved in the provision of health care services and/or items to patients, including physicians' purchasing agents, physicians' practice managers and management within group purchasing organizations (GPOs).

C) This Policy is designed to ensure compliance with United States federal law (including the guidelines set forth by the Office of the Inspector General of the U.S. Department of Health and Human Services). This Policy also adopts the voluntary guidelines found in the Advanced Medical Technology Association Code of Ethics on Interactions with Health Care Professionals ("the AdvaMed Code") and the Eucomed Guidelines on Interactions with healthcare professionals ("the Eucomed Code") as our baseline for permitted interactions with healthcare professionals globally (subject to applicable laws and the exception process set out in this Policy).

Keep in mind that the conduct otherwise permitted by this Policy may be prohibited in some jurisdictions (including individual EU nations or certain US states). In all such cases, Danaher company associates must comply with the applicable jurisdiction's laws. Accordingly, Danaher company associates must exercise appropriate care and consult with their Danaher company General Counsel or Danaher Corporation's legal department before engaging in even the permitted activities discussed in this Policy to ensure compliance with the laws in their particular jurisdiction. This is especially true for interactions outside the US and the EU.

## 2. SPECIFIC INTERACTIONS COVERED IN THIS POLICY

Section 3: Gifts

Section 4: Entertainment (Generally Prohibited)

Section 5: Meals

Section 6: Travel

Section 7: Fees for Services (Speaking Fees, Honoraria, Consulting, etc.)

Section 8: Royalties and other Payments for Intellectual Property Rights

Section 9: Danaher Company Sales, Promotional & Other Business Meetings

Section 10: Danaher Company-Conducted Product Training and Education

Section 11: Third Party Conferences, Seminars, Etc.

Section 12: Grants and Other Charitable Donations

Section 13: Providing Evaluation or Demonstration Products

Section 14: Providing Coverage, Reimbursement & Health Economics Information

### 3. GIFTS

Except in certain limited circumstances detailed below, gifts must never be provided to healthcare professionals. For example:

\* Danaher company associates may not provide healthcare professionals with any type of non-educational, branded promotional items such as pens, notepads and mugs.

\* Danaher company associates may not provide healthcare professionals with cookies, wine, flowers, chocolates, gift baskets or holiday gifts.

\* Danaher company associates may not provide items that are capable of use by the healthcare professional (or his or her family members, office staff or friends) for non-educational or non-patient-related purposes (e.g., a DVD player or MP3 player/I-Pod).

Gifts of cash or cash equivalents (such as gift certificates) to healthcare professionals are never allowed.

In certain limited situations, Danaher company associates may occasionally provide items to healthcare professionals if they are intended to benefit patients or to serve a genuine educational function for healthcare professionals (such as medical textbooks or anatomical models), so long as allowed by applicable law. Such gifts, if permitted by local law, may not exceed a fair market value of USD100/RMB750/€90 and annual total gift value for any one such healthcare professional may not exceed USD225/RMB1500/€180.

Keep in mind that in many places, healthcare professionals are government employees or employees of government-owned universities, hospitals or other government organizations and may not be allowed to accept any gifts at all under local law or government policies. Consult Danaher Corporation's Anti-Corruption Policy before providing any gift to any healthcare professional employed by or associated with a government or government-funded organization.

### 4. ENTERTAINMENT (Generally Prohibited)

Danaher company associates' interactions with healthcare professionals must be professional in nature and designed to facilitate the exchange of medical or scientific information that will benefit patient care. To ensure the required focus on an educational and/or informational exchange and to avoid the appearance of impropriety, Danaher company associates may not provide or pay for any entertainment or recreational event or activity for any healthcare professional. Such prohibited activities include, for example, theater, sporting events, golf, skiing, hunting, and leisure or vacation trips.

Such entertainment or recreational events, activities, or items must not be provided, regardless of: (1) their value; (2) whether Danaher engages the healthcare professional as a speaker or consultant; or (3) whether the entertainment or recreation is associated with any educational activity or purpose.

### 5. MEALS GENERALLY (See Sections 7, 9, 10 and 11 for Event-Specific Guidelines)

Meals may be provided to healthcare professionals as an occasional business courtesy consistent with the following guidelines, so long as permitted by applicable law:

- \* Type and Frequency: Meals provided to healthcare professionals must be modest and occasional in nature.

- \* Purpose: The meal must be incidental to the presentation of business information and provided in a manner conducive to the presentation of such information. The meal must not be principally an entertainment or recreational event with only incidental business content.

- \* Location: Meals must be provided in a setting that is conducive to business discussions, such as physician offices and conference rooms. Associates must exercise judgment when providing meals in restaurants. In some cases, for example in the case of one-on-one presentations without the need for large visual aids, a restaurant setting may be appropriate. In other circumstances, for example where there is a need to present to multiple healthcare professionals, large visual aids are necessary, or where the restaurant is noisy or crowded, a restaurant setting might not be appropriate. In addition, some jurisdictions (such as Massachusetts) prohibit the provision of meals outside the physician's offices.

- \* Participants: Danaher associates may provide a meal only to healthcare professionals actually present for the business discussions. Danaher associates may not pay for meals for social guests of healthcare professionals or for any other person who does not have a professional interest in the business information being shared at the meeting.

#### 6. TRAVEL GENERALLY (See Sections 7, 9, 10 and 11 for Event-Specific Guidelines)

Danaher company associates may pay only for reasonable travel and accommodation costs incurred by a healthcare professional in connection with consulting and speaking services (to the extent consistent with the guidelines provided in Section 7 of this Policy), or meetings and conferences (to the extent consistent with the guidelines provided in Sections 9, 10 or 11 of this Policy, as applicable). Danaher company associates may not pay for travel and accommodation costs incurred by a healthcare professional in connection with travel for other purposes.

Danaher company associates may not pay for any costs incurred by spouses or other social guests of healthcare professionals.

#### 7. FEES FOR SERVICES (Speaking Fees, Honoraria, Consulting, Etc.)

Danaher company associates may engage healthcare professionals to furnish personal services as consultants or advisers for Danaher companies, so long as permitted by applicable law. These services may include research, product development, development of intellectual property, marketing, participation on advisory boards, and presentations at Danaher company-sponsored training. In each case, the following requirements apply:

- \* The services must be pursuant to a written contract specifying the precise nature of the services to be provided and the basis for payment of the services. If the contract is with a consultant for research services, it must also include a written research protocol.

- \* Consultants and/or speakers are to be selected on the basis of the healthcare professional's qualifications and expertise to meet the specific Danaher company need. Selections may not be made or influenced by Danaher company sales personnel.
  - \* Danaher companies compensating healthcare professionals for services must conduct a fair market value analysis on all compensation arrangements and ensure that compensation does not vary based on the volume or value of the healthcare professional's past, present or anticipated business, or ability to generate business from others.
  - \* Danaher companies may pay for reasonable and actual expenses incurred by consultants in carrying out the subject of the engagement including reasonable and actual travel, meals and accommodation expenses incurred by consultants in attending meetings with, or on behalf of Danaher companies. Danaher may not pay for any honoraria, travel or lodging expenses for any non-consultant.
  - \* The venue and circumstances for meetings with consultants must be appropriate to the subject matter of the contracted services. The meetings may be conducted in clinical, educational, conference or other suitable settings, including hotel or other available meeting facilities, but may not be held in any venue that is not conducive to the effective exchange of information.
  - \* Danaher-company sponsored hospitality that occurs in conjunction with a consultant meeting must be modest in value and subordinate in time and focus for the primary purpose of the meeting. Entertainment is not permitted.
- All arrangements for services by healthcare professionals must serve a legitimate business purpose and must not subsidize any part of the healthcare professional's ordinary cost of doing business. Any payment for repetitious, unnecessary or "made-up" work is strictly prohibited.
- Rules pertaining to Danaher company-provided training of consultants and/or company speakers are addressed in Section 10 of this Policy.

#### 8. ROYALTIES AND OTHER PAYMENTS FOR INTELLECTUAL PROPERTY RIGHTS

Danaher companies may enter into a royalty arrangement with a healthcare professional only where the healthcare professional is expected to make or has made a novel, significant or innovative contribution to the development of a product, technology, process or method, and so long as permitted by applicable law. In all such instances, the following requirements apply:

- \* Arrangements involving the payment of royalties to a healthcare professional must meet the contractual standards set forth in Section 7.
- \* The calculation of royalties payable to a healthcare professional in exchange for intellectual property must be based on factors that preserve the objectivity of medical decision-making and avoid the potential for improper influence.
- \* The healthcare professional's contributions, as well as the activities he or she performs in exchange for any element of the royalty payment, must be thoroughly documented.
- \* Royalty payments may not be paid in exchange for a requirement that the healthcare professional purchase, order or recommend any product or medical technology of any Danaher company or any product or technology produced as a result of any work performed by the healthcare provider, or a requirement that the healthcare professional market the product or medical technology upon commercialization.

#### 9. DANAHER COMPANY SALES, PROMOTIONAL & OTHER BUSINESS MEETINGS

Danaher companies may conduct sales, promotional and other business meetings with healthcare professionals to discuss product features, sales terms and/or contractual arrangements, where permitted by applicable law. Such meetings are subject to the following requirements:

- \* Danaher company associates may pay for reasonable travel costs only in instances in which travel is absolutely necessary (e.g., for plant tours or demonstrations of non-portable equipment).
- \* Danaher company associates may provide modest meals in connection with such meetings only if such meals are subordinate to the purpose of the meeting and conducive for the effective exchange of communication.
- \* Danaher company associates may not pay for meals, refreshments, travel, or lodging of guests of healthcare professionals or any other person who does not have a professional interest in the information being shared at the meeting.

Danaher company associates should also consult Section 3 (Gifts) and Section 4 (Entertainment) for further guidance prior to conducting a sales or promotional meeting.

#### 10. DANAHER COMPANY-CONDUCTED PRODUCT TRAINING AND EDUCATION

Danaher companies and associates may conduct informational presentations and discussions with healthcare professionals to provide product education and training, so long as permitted by applicable law. Product education and training activities should not be confused with sales and promotional activities, which are discussed above (see Section 9). Danaher company-sponsored training and education programs must adhere to the following requirements:

- \* Location: Programs may only be conducted in settings that are appropriate for the communication of information. Proper settings may include clinical, educational, or conference facilities, as well as hotels or other commercially available meeting facilities. In many cases, it may be both appropriate and sufficient to provide training and education at the healthcare professional's location.
- \* Qualifications: The training staff must have the appropriate expertise to conduct the education programs and training.
- \* Meals: Danaher company associates may provide only modest meals and receptions (as judged by local standards) and may only do so in a manner that is conducive to informational communication.
- \* Travel: Danaher company associates may pay only for reasonable travel and accommodation costs incurred by an attending healthcare professional. Such costs may be covered only where there are objective reasons to support the need for out-of-town travel to efficiently deliver the training and education. It is never appropriate for Danaher companies to pay for any costs incurred by spouses of healthcare professionals, or any other individuals lacking a professional interest in the training program.

#### 11. THIRD PARTY CONFERENCES, SEMINARS, ETC.

Danaher companies recognize that independent, educational, scientific or policymaking conferences promote scientific knowledge, medical advancement and the delivery of effective health care. To these ends, Danaher companies may support such events by the provision of financial, scientific, technical, organizational and/or logistical assistance where permitted under applicable law. Such support is subject to the following requirements:

- \* The conference is sponsored by either:
  - o A national, regional or specialty medical association, or
  - o An accredited continuing medical education provider, or
  - o The conference is an educational program at a hospital (e.g., a grand round) or some type of similar event
- \* The conference is primarily dedicated, in both time and effort, to promoting objective scientific and educational activities and discourse
- \* The main incentive for bringing attendees together is to further their knowledge on the topic(s) being presented.

Danaher may support conferences meeting the above requirements in only the following ways:

- \* Provide a grant to the conference sponsor to reduce conference costs, or for the conference sponsor to provide a grant to a training institution to allow attendance by medical students, residents, fellows and other healthcare professionals in training.
- \* Provide meals and refreshments by either:
  - o Providing funding to the conference sponsor to support the provision of meals and refreshments to conference attendees; or
  - o Directly providing for meals for the attendees provided that they are (1) modest in value (as judged by local standards), (2) provided to all healthcare professional attendees, (3) consistent with applicable standards established by the conference and (4) subordinate in time and focus to, and separate from, the education portion of the conference;
- \* Danaher may make grants to conference sponsors for the purpose of reimbursing the costs of reasonable honoraria, travel, lodging, and meals for conference faculty members;
- \* Purchase advertisements and lease booth space for displays at the conference.

Any financial assistance offered to conferences (in the form of grants or otherwise) must be paid only to organizations with a genuine educational function and may be used to reimburse only the legitimate expenses of educational activities. Such assistance must be consistent with applicable standards established by the conference sponsor and any body accrediting the educational activity. The conference sponsor must independently control and be responsible for the selection of program content, faculty, educational methods, and materials.

#### 12. GRANTS AND OTHER CHARITABLE DONATIONS

Danaher companies may provide research and educational grants and charitable donations for legitimate purposes, so long as permitted under applicable law. The provision of such grants is subject to the following requirements:

The Danaher company must adopt objective criteria for providing such grants and donations that do not take into account the past, present or anticipated volume or value of purchases made by the recipient;

\* The Danaher company must ensure that all such grants and donations and the basis for their award are well documented.

Grants and donations may never be provided as unlawful price concessions, rewards to favorite customers, or inducements to recommend, prescribe or purchase Danaher company products or services. Toward that end, Danaher sales personnel may not control or unduly influence the manner in which recipients of grants or donations are selected.

Research Grants: Danaher companies may provide financial support for general research grants that are intended to provide valuable scientific and clinical information, improve treatment, promote better delivery of health care, or otherwise benefit patients, so long as permitted by applicable law. Grants awarded must adhere to the following requirements:

\* Grants requests must be in writing and include the purpose and nature of the proposed research activities.

\* The awarding of grants may not be tied in any way to past, present or anticipated business generated by the recipient.

\* Danaher companies providing grants must require full disclosure of the award, including reporting to the healthcare professional's superior and acknowledgement in all oral or written presentations of the results funded by the grant.

Educational Grants: Danaher companies may provide grants for legitimate educational purposes, where permitted by applicable law. These grants may be provided for the purpose of supporting genuine healthcare education of medical or dental students, residents, and fellows in fellowship programs that are charitable or have an academic affiliation, or for the purpose of educating patients or the public about important health topics. Such grants must comply with the following requirements:

\* The grants must be provided directly to an academic or charitable organization, a training institute, or similar entity, and may not be provided to individual healthcare professionals or healthcare professionals in training.

\* The academic or training institution is responsible for recipient selection, or the grant is paid directly to a third party conference sponsor.

\* The recipient organization must have a genuine educational purpose or function and will use the funds for legitimate expenses for educational activities.

\* The awarding of the grant or scholarship may not be tied in any way to past, present or anticipated business generated by the recipient organization.

Charitable Donations: Danaher companies may make donations for charitable or other philanthropic purposes, so long as permitted by applicable law. Such donations are subject to the following requirements:

\* Donations may be made only to support the general activities of an organization or to support general fund raising drives for projects undertaken by such an organization.



All donations must be thoroughly documented, including at a minimum the recipient, the purpose, the amount, and the basis for the selection of the recipient.

\* Donations must be made directly to the charity, and the donating Danaher company may not have any control over how the funds are used.

\* Donations may not be tied in any way to past, present or anticipated business generated by the recipient. Therefore, donations must not be made at the request of a healthcare professional.

### 13. PROVIDING EVALUATION OR DEMONSTRATION PRODUCTS

Danaher companies may provide reasonable quantities of products at no charge for evaluation and demonstration purposes in order to allow healthcare professionals to assess the appropriate use and functionality of the product, so long as permitted by applicable law. The provision of such products is subject to the following requirements:

Single Use: Danaher companies may only provide the amount of single use products (e.g., consumable or disposable products) at no charge that is reasonably necessary for the adequate evaluation of the Danaher company's products.

Multiple Use: Danaher companies must only provide multiple use products (e.g., capital equipment) for evaluation purposes without transfer of title and only for a period of time that is reasonable to allow an adequate evaluation. All terms and timing elements relating to the return of the equipment must be set in advance in writing.

Demonstration: Demonstration products are typically unsterilized single use products or mock-ups of such products that are used for healthcare professional and patient awareness, education, and training.

Danaher company associates must provide healthcare professionals with documentation and disclosure regarding the no-charge status of all evaluation and demonstration products.

NOTE: Section 13 deals with the provision of goods at no charge. It does not address arrangement where multiple use equipment is either leased to a customer, or where the price of the equipment is included or paid for as part of the price of other goods used or associated with the equipment.

Associates must consult with the General Counsel of their Danaher company or Danaher Corporation's legal department to ensure any such arrangements are permitted under applicable law, prior to entering into any such arrangements.

### 14. PROVIDING COVERAGE, REIMBURSEMENT & HEALTH ECONOMICS INFORMATION

Danaher company associates may provide coverage, reimbursement and health economics information to healthcare professionals regarding Danaher company products for the purpose of ensuring accurate and responsible billing to third party payors (for example, Medicare in the United States), so long as permitted by applicable law. Danaher company associates may provide such information only if:

\* it is accurate and objective,

it facilitates patient access to Danaher company products,

- \* it identifies the clinical value of the Danaher company products and the services and procedures in which they are used, and
- \* it aids in the appropriate and efficient use of Danaher company products in connection with their sale.

The provision of product support services for the purpose of unlawfully inducing a healthcare professional to purchase, lease, recommend, use, or arrange for the purchase, lease or prescription of a Danaher company's products is strictly prohibited.

#### 15. EXCEPTION PROCESS

If you (or your Danaher company) want to do something that is prohibited by this Policy, you must seek an exception using the following exception process before proceeding. If your request for an exception is denied, you must not proceed. You may not use personal funds or influence or induce any other person to use any other funds or to otherwise provide anything that is not allowed by this Policy or which is denied in this exception process.

To request an exception:

- \* Submit a written request explaining the conduct and why an exception is justified to your Danaher company General Counsel or Danaher Corporation's legal department;
- \* The Danaher company General Counsel or Danaher Corporation legal department will advise your Danaher company President as to legality, and your Danaher company President will decide whether to grant the exception;
- \* A written approval or rejection of the exception request will be provided to the requesting associate (email is acceptable).

#### 16. FURTHER INFORMATION

For general questions about this Policy, please contact James Robertson, Chief Counsel, Compliance (james.robertson@danaher.com or +1-503-627-6800).

To ensure particular interactions with healthcare professionals comply with this Policy and all applicable laws in the place where the interactions are to take place, associates should consult with their Danaher company General Counsel or the Danaher Corporation legal department (james.robertson@danaher.com or +1-503-627-6800).