



Health innovation that matters

Policy on Business Integrity, Global

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1. Introduction

Trust is one of our most valuable assets, and it's one of the most fragile. At LivaNova, our integrity is the foundation of that trust. We do not commit, or become involved in, bribery or corruption. We want to be successful because of the quality and performance of the products and services we provide; not because the decision to purchase was influenced in some other way. We all value honesty, transparency, and integrity in the company that we work for.

Every LivaNova director, officer, employee and contractors working for us is responsible for following this Policy. If there is a conflict between this policy and local laws, you should comply with the more stringent requirement.

Any variance from this policy must be approved by the Chief Ethics and Integrity Officer.

2. Bribery

What it means

A bribe is anything of value that is offered, given, requested or received, with the intention to influence action or to secure an improper advantage. A bribe can be something other than cash. It is still a violation of this policy even if the bribe is not ultimately paid or if it is unsuccessful.

Why it matters

We are subject to laws that prohibit bribery. Bribery exposes both the Company and the individuals involved to significant penalties (including criminal charges). It increases the cost of doing business and can cause significant damage both to LivaNova and to its victims.

How we do it

Our rule is simple. We do not offer, give, demand or accept any financial or other favor to, or from, any person in order to obtain an advantage. It does not matter what the situation is, who is involved, or the value. We also do not ask third parties to do this on our behalf.

We do not make facilitation payments. However, if a payment has to be made due to a direct or imminent threat to personal safety or wellbeing, and no alternative exists, then such a payment can be considered provided it is recorded appropriately and reported as soon as possible to the Chief Ethics and Integrity Officer.

A bribe is still a bribe, even if it is paid indirectly (i.e., through a third party such as a consultant or a distributor). We cannot ask someone else to do something we cannot do legally ourselves.

A facilitation payment is an unofficial payment made to speed up routine administrative actions. They are also sometimes referred to as a 'speed' or 'grease' payment.

3. Benefits - Gifts and Entertainment

What it means

A benefit is something of value that is given or received but not paid for by the recipient. Benefits can be gifts, meals, entertainment, travel and accommodation, or other contributions, such as offering a job or opportunity to a family member of another party.

Why it matters

Benefits can be perceived as improperly influencing business decisions and could be seen as a bribe. The perception that we provide or accept unethical benefits erodes trust with our employees, customers, business partners, and other stakeholders.

How we do it

Certain modest benefits can be provided if:

- The benefit is permitted by local laws, regulations or applicable code of conduct/practice;
- The giving of the benefit does not breach the recipient's internal policies and procedures;
- The benefit is transparently given or received in good faith without implied conditions or the expectation of anything in return;
- There is a legitimate business purpose for the benefit;
- The benefit is tasteful, appropriate and consistent with generally accepted standards of professional courtesy; and
- The nature, value and frequency must be appropriate to the circumstances in which it is given and to the position or role of the recipient.

If the recipient has any direct or indirect influence over an anticipated or pending business decision that will impact the company's interests, or if the recipient is a government official, then special caution must be exercised.

Government officials include:

- *employees of state owned enterprises or of a government agency or regulatory authority;*
- *employees of an international public organisation such as the United Nations, the World Bank or International Monetary Fund;*
- *political party officials;*
- *individuals who hold or perform the duties of an appointment, office or position created by custom or convention, including some members of royal families and some tribal leaders;*
- *police officers; and*
- *children or other relatives of a government official.*

If you are in doubt as to whether a person is a government official or an entity is a government owned enterprise, you should consult Ethics and Integrity or Legal.

4. Sponsorships, Donations and Grants

What it means

Sponsorships provide a way for LivaNova to strengthen and promote its corporate brand. Such sponsorships include a contribution of anything of value towards an event, organization, or institution owned or run by a third party. In the case of a sponsorship, there is an expectation that LivaNova will receive some business value in return by way of branding, marketing or advertising rights.

Donations and grants are a way for LivaNova to contribute to worthy causes which reflect our standing as a responsible corporate citizen. The recipient can be a charity or other organization and the donation or grant can be a financial or an in-kind benefit. LivaNova receives nothing tangible in return and evaluating financial 'returns-on-investment' of such activities is not appropriate.

Why it matters

Sponsorships, donations and grants can create problems if they are made to improperly influence business decisions or if they are given with implied conditions. They can be perceived as forms of corruption (for example, 'sponsoring' or 'donating' to what appears an independent third party but is in reality linked to a customer or supplier).

How we do it

Any commercial sponsorship, donation or grant must:

- Not be offered or given with implied conditions or to improperly influence business decisions or obtain favors;
- Be transparent and documented to clearly identify recipient, value and purpose; and
- Go through an approved review process;
- Be justified by a legitimate business purpose.

Sponsorships or Donations and Grants involving Healthcare Professionals and Healthcare Organizations may be subject to additional rules. Please check the relevant procedures for what process and requirements must be met.

5. Fraud

What it means

Fraud is deliberate deception to secure unfair or unlawful gain. This includes misrepresentation, falsification of documents, misuse of the company's resources or assets, or money laundering. It can be for personal gain or for the benefit of someone else.

Why it matters

Fraud is a criminal offense. It can cause loss or damage to LivaNova as well as reputational damage.

How we do it

Individuals must not knowingly commit, be a party to, or be involved in, fraud.

Everyone is responsible for the detection and prevention of fraud. If you supervise others, you are responsible for acting and leading by example, communicating and implementing requirements in your area of responsibility and ensuring transparent and accurate recordkeeping, including checking expense reports, payment requests, and invoices before approving for payment.

6. Conflict of Interest

What it means

A conflict of interest occurs when our own private interests interfere, or appear to interfere, with the interests of LivaNova. A conflict of interest could compromise – or even appear to compromise – our objectivity or ability to make impartial business decisions.

Why it matters

The way we conduct ourselves in our business dealings impacts our reputation and the trust we maintain with stakeholders. By discouraging and avoiding conflicts of interest, we send a clear message about our commitment to LivaNova's integrity and our determination to do what's right.

Other fraudulent activities include overcharging on invoices; claiming expenses that were never incurred or falsification of claims; accounts receivables and payables fraud (e.g., invoice splitting to avoid approval thresholds; fictitious sales and refund entries; manipulating vendor details and creating bogus vendors).

Potential conflicts can arise:

- If you work for an external party that does (or could potentially do) business with, or compete with LivaNova. This includes working in any capacity, such as employment, consulting, advising, acting as an agent, being a director or officer and volunteering.*
- If you have secondary employment or side-line work which leads to a decrease in your work performance or impacts your duties for LivaNova*

How we do it

During our careers there may be occasions where a conflict, or a potential conflict, might arise. The key is that we use our good judgement to avoid situations where there may be, or even appear to be, a conflict of interest. Sometimes we will not be able to avoid a potential conflict, and in such cases it is important that we disclose any suspected conflict of interest to our manager or Ethics and Integrity so that together we can discuss how it can be managed appropriately and transparently.

If you supervise others, you have a duty to prevent and detect potential conflicts of interest and, where disclosed and unavoidable, manage any conflicts arising in your area of responsibility.

Many conflicts can easily be avoided or addressed if they are promptly disclosed and properly managed.

- *If you or a relative has a significant ownership or controlling interest in an external party that does (or could potentially do) business with, or compete with LivaNova.*
- *If you hire a relative, partner or a close friend as an employee, contractor or consultant.*
- *If you have influence over the job performance evaluation or compensation of any person who is a relative or you are in a relationship with.*

7. Training and Monitoring

Managers are expected to ensure that their employees know, understand, and adhere to the requirements of this Policy. Employees are responsible for completing all required training, regarding this policy, on-time, and managers are responsible for ensure that this is the case. LivaNova conducts routine monitoring to ensure compliance with this policy.

8. Reporting a Violation

You must report any suspected violations of this policy. There are a number of ways to raise a concern:

- Talk to your manager
- Talk to a senior manager or executive
- Talk to Ethics and Integrity
- Talk to Human Resources
- Talk to Legal

If you do not feel comfortable raising a concern with any of the above, our Speak Up Helpline is a safe and confidential way to report concerns or misconduct.

All reports of misconduct are taken seriously and will be followed up in accordance with the Speak Up and Investigation Procedure. Any follow up will be dealt with confidentially, in a timely manner and fairly to all parties



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involved. There will be no presumption of guilt. It is LivaNova's policy that any form of retaliation against a person reporting a matter in good faith will not be tolerated.

Any violations of this policy may result in disciplinary action that may include dismissal or termination of a person's contract.



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LivaNova PLC
Registered in England and Wales
Registered No. 09451374
20 Eastbourne Terrace
London W2 6LG,
United Kingdom

