



Enhancing Outcomes for Patients and Their Caregivers.™

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BS01960

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2

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RELEASED

Effective Date
01-JAN-2016

CORPORATE POLICY

GLOBAL ANTI-CORRUPTION POLICY

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1 Purpose

It is Hill-Rom’s policy to conduct all of its operations and activities in compliance 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. Hill-Rom employees and third-party representatives are expected to conduct their business activities in a compliant and ethical manner and avoid even the appearance of impropriety.

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. 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.

2 Scope

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

Term or Acronym	Definition
“Hill-Rom”	“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, and Volker.



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<p>“Government Official”</p>	<p>“Government Official” includes the following:</p> <ul style="list-style-type: none"> 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 of enterprises that a non-U.S. government controls or in which it owns a majority interest; 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). <p><i>Keep in mind that in our business we often interact with “government officials” because doctors and other health care providers can be considered “government officials” if they work for or on behalf of a government or state-owned hospital or other facility.</i></p>
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<p>“Health Care Providers” or “HCPs”</p>	<p>“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, for example, nurses, physicians, discharge planners, hospitals, long-term care facilities, home health agencies, and other allied health personnel.</p>
<p>“Third Party Representative”</p>	<p>“Third Party Representative” means any person or entity that is not an employee, officer, or director of Hill-Rom and that is expected to interact with non-U.S. Government Officials or non-U.S. Health Care Providers (“HCPs”) in the course of performing services for Hill-Rom or promoting or selling Hill-Rom products.</p>

4 Policy

- 4.1 Policy Against Bribery and Corruption. 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, and suppliers, are strictly prohibited.

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.

Hill-Rom also prohibits requesting, agreeing to receive, or accepting a bribe, kickback, or any other improper financial or other advantage.

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.

- 4.2 Limitations on Payments to Government Officials and HCPs. The prohibition against bribery applies with special force to our interactions with Government Officials and HCPs. Providing any benefit to a Government Official, HCP, or another person 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. The following sections are directed at specific types of transactions and interactions that may occur during the course of our business and that warrant particular vigilance from an anti-corruption compliance perspective.

As noted below, if local law or industry code prohibits an activity, you may not engage in that activity. U.S. rules with respect to U.S. HCPs are particularly strict in some areas. You must consult the [Interactions with Health Care Providers Policy](#) for additional guidance before engaging in any activity with U.S. HCPs. If you have any questions about whether a particular activity is permissible, please contact the Global Compliance Office for support:

- 4.2.1 Fee for Service Arrangements with Individuals HCPs. It is permissible for Hill-Rom to contract with a qualified HCP for legitimate services relevant to Hill-Rom's business in exchange for compensation that does not exceed fair market value as determined using the Hill-Rom FMV Calculator. The arrangement must also be lawful under local law, permissible under any applicable industry code, and permitted under the internal rules of the HCP's organization. Hill-Rom may never enter into a fee for service arrangement in order to induce or reward the purchase, lease, recommendation, use, or prescription of any Hill-Rom product, or to obtain any other improper advantage for Hill-Rom.
- 4.2.2 Medical Congresses and Other Scientific Programs. Where permitted by local law, applicable industry code, and the internal rules of the HCP's employer, Hill-Rom may pay the reasonable expenses incurred by HCPs (but not their spouses or guests) to attend medical congresses or other scientific programs at which subjects will be discussed that are of direct relevance to the HCP's area of specialization. Hill-Rom may never provide support for HCPs to attend such events in order to induce or reward the purchase, lease, recommendation, use, or prescription of any Hill-Rom product, or obtain any other improper advantage for Hill-Rom. The Global Compliance Office in consultation with the Legal Department must review and approve of such support.
- 4.2.3 Grants and Other Support to Organizations and Institutions. Where permitted by local law and applicable industry code, Hill-Rom may make grants to legitimate medical and educational organizations to support an educational program, support research, or otherwise to further the recipient organization's legitimate



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mission. No grant may be used to confer a personal benefit on an individual HCP or other Government Official or may be made as part of an exchange of favors. In addition, no grant may be tied to any pending or existing business arrangement. Any grants or other support of the kind outlined above must be approved by the Global Compliance Office in consultation with the Legal Department.

4.2.4 Gifts. Where permitted by local law, applicable industry code, and the internal rules of the recipient’s employer, gifts that are reasonable in value by local standards may be given to a Government Official or HCP only if (i) directly related to the promotion of Hill-Rom products or services or (ii) given as a token of regard in connection with a recognized gift-giving holiday or event. Gifts must be given open and transparently and may not be in the form of cash or cash equivalents (e.g., gift certificates). Gifts may not be provided to a spouse or family member of a Government Official or HCP. Gifts must be evaluated for appropriateness on a case-by-case basis and must not be part of a pattern of frequent gift-giving.

4.2.5 Meals and Entertainment. Where permitted by local law, applicable industry code, and the internal rules of the recipient’s employer, reasonable meals or entertainment may be provided to a Government Official or HCP if directly related to the promotion of Hill-Rom products or services. This would include occasional business lunches and dinners. Lavish entertainment of Government Officials and HCPs is never permitted.

4.2.6 Travel. Travel and related expenses may only be provided to an HCP or Government Official where permitted by local law and industry code and only when offered in connection with a legitimate business purpose such as a meeting to discuss Hill-Rom products, a product demonstration, or a visit to a Customer Experience Center. Travel expenses must be reasonable in value and not excessive. Hill-Rom shall never pay or reimburse for expenses related to personal travel, unnecessary additional travel time, or travel for spouses or other guests.

Payment or reimbursement of all travel expenses for Government Officials and HCPs must be approved by the Global Compliance Office in consultation with the Legal Department. Payments must be made by Hill-Rom directly to the airline, hotel, or other vendor whenever possible. Hill-Rom shall only make a reimbursement against a written receipt if direct payment is not reasonably possible, and then only for expenses actually incurred

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- 4.2.7 Employment Decisions. 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 HCP or Government Official or secure any other improper advantage. If an HCP or Government Official 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.
- 4.2.8 Documentation. The Hill-Rom employee paying for or reimbursing any gift, meal, entertainment, travel, or other expense for a Government Official or HCP must record the name of recipient, date and details of the expenses incurred (including receipts or other documentation of the amount and purpose) in compliance with Hill-Rom policies and procedures.
- 4.3 Business Arrangements with Third Parties. 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 representative is dealing with Government Officials and HCPs outside the United States. Before engaging any Third Party Representative, Hill-Rom employees must follow the procedures set forth in the [Global Policy on International Third Party Representatives](#).
- 4.4 Political Contributions. Except for political parties or other self-interest groups in the U.S., 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. For questions regarding political contributions, please contact the Vice President of Government Affairs or consult the [Policy on Political Contributions](#).
- 4.5 Charitable Contributions. Contributions may be made to charitable organizations provided that the contribution serves a genuine public benefit, such as promoting the advancement of medical knowledge or patient care. Charitable contributions may never be made as part of an exchange of favors with any HCP or Government Official, 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.

- 4.6 Facilitating Payments. A “facilitating payment” is a small payment made to secure or expedite the performance of a routine action by a Government Official or agency (e.g., issuing licenses or permits, installation of a telephone line, processing goods through customs, etc.) to which the payer or Hill-Rom has legal or other entitlement. Hill-Rom employees and third parties working on Hill-Rom’s behalf are prohibited from making facilitating payments in any country.
- 4.7 Accounting and Record-Keeping Requirements.
- 4.7.1 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
- 4.7.2 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.
- 4.8 Mergers, Acquisitions, and Joint Ventures. 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.
- 4.9 Consequences. Violations of this policy can lead to discipline and other employment sanctions up to and including termination.
- 4.10 Seek Advice. Any questions about the appropriateness or reasonableness of a gift, meal, entertainment, or provision of anything else of value to a Government Official or HCP should be directed to the Global Compliance Office or Legal Department.

When in doubt, seek advice. Corruption-related issues can have significant consequences for Hill-Rom and for employees who make poor judgments. Do not feel it is your responsibility to make those difficult judgment calls alone.



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5 Approval

Written by: Global Compliance Office

Reviewed by: Global Compliance Committee

6 Revision History

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