

Global Anti-Bribery and Corruption Policy

Version 2.0

Effective Date October 12, 2022

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Purpose

The Medtronic Mission commits us to be *"a company of dedication, honesty, integrity and service."* The paying of bribes and other illegal or unethical payments, or engaging in any other unethical behavior, is contrary to Medtronic's corporate identity and the values described in our Mission. Corrupt behavior is harmful to patients, undermines our business, harms our reputation, and impedes the ability of all medical device companies to compete fairly in the global marketplace. The purpose of this Policy is to ensure compliance by Medtronic employees and Third-Party Business Partners with the requirements of all applicable anti-corruption laws and regulations.

Scope

The Policy applies to all Medtronic employees and Third-Party Business Partners anywhere in the world. All employees and Third-Party Business Partners are expected to read and to affirmatively take steps to ensure that their actions comply with this Policy and any related interpretive guidance and procedures issued by the Office of Ethics & Compliance.

Policy Statement (Details)

All Medtronic employees and Third-Party Business Partners must comply with all applicable Anti-Corruption Laws, including the Foreign Corrupt Practices Act (FCPA), UK Bribery Act, and the anti-corruption laws of every country in which Medtronic or its Third-Party Business Partners does business (collectively, "Anti-Corruption Laws").

No employee or Third-Party Business Partner shall offer, pay, promise to pay, or authorize payment or the giving of money or Anything of Value, to any Customer, Government Official, Government or any other Third-Party, for the purpose of obtaining any Improper Business Advantage.

Note: This policy applies regardless of whether payment was actually made or Anything of Value was actually delivered, and regardless of whether any Improper Business Advantage was actually obtained. Furthermore, the Policy prohibits corrupt payments to Customers, Government Officials AND to any other Third-Party, even if that Third-Party is not a customer or other Government Official. No payments or other giving of Anything of Value covered by this Policy may be made to a Customer, Government Official or other Third-Party in reliance on the laws of the local country without the prior written approval of the applicable country compliance officer.

A. THE BASIC PRINCIPLES AND RULES

All payments and other activities covered by this Policy must be accurately recorded in Medtronic's Books and Records in a timely manner and in reasonable detail. False, misleading, incomplete, inaccurate, or artificial documenting, reporting, or recording of payments or activities is strictly prohibited. This Policy supplements [Medtronic's Code of Conduct](#), [Global Business Conduct Standards Policy](#), [Expenditure & Investment Authorization \(501\) Policy](#), [Record Retention Schedule](#) and [Global Channel Compliance Policy](#), which remain in full effect.

1. Third-Party Business Partners

Medtronic must only engage Third Parties if all the following requirements are met:

- There is a legitimate, documented need for the services or the goods that they provide
- The services and goods are priced at no more than market value
- They have completed the applicable due diligence process before beginning work on the company's behalf
- All agreements with such third parties must be memorialized into writing with appropriate anti-bribery and anti-corruption language
- Red flags identified during due diligence must be addressed prior to entering the relationship.

2. Gifts, Entertainment, Travel, and Hospitality

Gifts in the business context may be an appropriate way for businesspeople to display respect for each other. Medtronic expects the use of good judgment and moderation when giving or receiving entertainment or gifts. It is never permissible to provide gifts, meals, travel, or entertainment to anyone (Government Officials or customers) in exchange for any improper favor or benefit. In addition, gifts of cash or cash equivalents, such as gift cards, are never permissible.

Medtronic adheres to industry codes of ethics regarding nominal gifts to an HCP or an HCP's close family member where there is a strong cultural custom. Such items are not permitted by most industry codes. Employees must consult with local Compliance/Legal for those few countries with strong cultural customs for modest cultural-courtesy gifts. In all other countries, Employees are prohibited from giving personal items and nonmonetary gifts to HCPs. Employees may provide items, modest in value, that have a genuine educational function or benefit patients (e.g., textbooks or anatomical models) to HCPs. Such items must be reported if required under local transparency regulations.

3. Political Contributions

It is never permissible to provide a political contribution to improperly influence a Government Official, or in exchange for any improper favor or benefit. Any question regarding political contributions should be directed to your [region or country Government Affairs contact](#).

4. Charitable Contributions

It is never permissible to provide a donation to improperly influence a Government Official, or in exchange for any improper favor or benefit. It may, however, be permissible to make donations directly to a

government agency (rather than to an individual government official) as part of a charitable effort. All charitable contributions require the advance authorization via the approved country process and must be accurately recorded in Medtronic's books and records.

In addition, Medtronic may donate money or Medtronic Technology for appropriate educational, scientific, or other charitable purposes. Medtronic employees must not make monetary or product donations:

- To individual HCPs;
- To influence the judgment of an individual HCP;
- As a reward for past purchases or to induce the future purchase of Medtronic Technologies; or
- During a period restricted by local tendering or other laws and regulations (if applicable and known).

Refer to the [Global Business Conduct Standards](#) and related regional procedures for more detail.

5. Anti-Money Laundering

Money laundering is a global problem with far-reaching and serious consequences. Money laundering is defined as the process of converting illegal proceeds so that funds are made to appear legitimate. It is important to note that this practice is not limited to cash transactions. Complex commercial transactions may hide financing for criminal activity such as terrorism, illegal narcotics trade, bribery, and fraud. Involvement in such activities undermines our integrity, damages our reputation, and can expose Medtronic and individuals to significant sanctions. Our Company forbids knowingly engaging in transactions that facilitate money laundering or result in unlawful diversion. Anti-money laundering laws of the United States and other countries and international organizations require transparency of payments and the identity of all parties to transactions. We are committed to full compliance with anti-money laundering laws throughout the world and will conduct business only with reputable customers involved in legitimate business activities and transactions.

We must be alert for the following red flags:

- Requests for cash payment, traveler's checks, or checks from an unknown third party
- Complex payment patterns
- Unusual transfers to or from countries not related to the transaction
- Customers who seem eager to avoid recordkeeping requirements
- Transactions involving locations associated with money laundering or tax evasion
- Transactions that are inconsistent with usual business practices, or which do not match the customer's or client's normal pattern of activity

6. Hiring Practices

An offer of employment or a paid or unpaid internship may also constitute either something of value or an attempt to procure an advantage under the FCPA, UK Bribery Act or local anti-corruption law.

Accordingly, any offer of employment by Medtronic to a person known to be a relative of a Government Official or to a person or entity doing business with Medtronic that results directly or indirectly from the recommendation of a Government Official, must be carefully evaluated to ensure that it is based on relevant job-related criteria, is not intended as a benefit to the Government Official, is consistent with applicable conflict of interest policy, and complies with Medtronic hiring policy.

B. COMPLIANCE AND PENALTIES

Failure to comply with this Policy and any related interpretive guidance issued by the Office of Ethics & Compliance will be grounds for disciplinary action, up to and including termination. In addition, individuals in violation of applicable Anti-corruption Laws may be sanctioned by government authorities for their misconduct.

C. REPORTING AND NON-RETALIATION

Employees, officers, directors, and Third-Party Business Partners should report any activities they believe in good faith to be an actual or potential violation of this Policy to their managers, business contacts, compliance, or legal partners, or through the Voice Your Concern Line at 1-800-488-3125 or VoiceYourConcernLine.com. Reports may be made anonymously. Medtronic prohibits retaliation for good faith reports of suspected misconduct.

Any questions concerning this Policy and any related interpretive guidance should be directed to your local geography compliance leader, or for Third Party Business Partners, to your local Medtronic contact. A list of compliance contacts can be found at [Global Legal Contacts / Compliance](#)

D. ADMINISTRATION AND IMPLEMENTATION OF THE POLICY

Medtronic's Chief Ethics and Compliance Officer is responsible for administering and interpreting this Policy under the oversight of the Audit Committee of our Board of Directors.

Abbreviations, Acronyms, and Definitions

Anything of Value -Cash or any item with real or perceived value, given directly or indirectly, to a Customer, Government Official or other Third-Party. "Anything of Value" includes, but is not limited to:

- cash;
- discounts;
- rebates;
- use of materials, equipment, software, or facilities;
- benefits;
- gifts;
- travel and lodging;
- grants, donations, support for research;
- sponsorships;
- contractual arrangements;
- loans;

- tickets, entertainment;
- and promise of employment.

There is **no de minimus exception** to what constitutes value of a particular item.

Books and Records - All information and transactions contained in Medtronic's accounting or other financial systems, contract management or other data management systems, including all underlying supporting documentation related to any such transactions.

Bribe/Bribery - When one party gives or offers another party, either directly or through an intermediary any reward, advantage, or benefit of any kind in order to influence the making or not making or implementation of a decision or act by the party concerned

Business Advantage - Includes but is not limited to:

- obtaining or retaining business with Medtronic or Third-Party Business Partners;
- directing business to Medtronic or Third-Party Business Partners;
- securing required approvals or permits for the development, testing, manufacturing, sale, distribution, import or export of Medtronic products; and securing favorable tax treatment for Medtronic.

Third-Party Business Partners - Agents, consultants, distributors, sales representatives, service-providers, joint-venture partners and other people or entities acting on Medtronic's behalf or working on, or involved with, Medtronic business and who interact with, or are likely to interact with, Customers or Government Officials.

Customers - Any person other than an individual patient, including without limitation, any medical or health care professional or entity, in a position to purchase, lease, recommend, use, influence or arrange for the purchase or lease of, or prescribe Medtronic products.

Employees - Any employee of Medtronic, Inc. or any of its affiliated entities.

Government Official - Any officer or employee of a government, government owned or government-controlled state enterprise, or public international organization. This includes people acting in an official capacity for such governments or organizations, such as consultants and political party officials. Officials may include, but are not limited to:

- Customers, physicians, administrators, clinical researchers and other employees of state or government-run hospitals or other government-affiliated businesses;
- Customers with government appointments, such as serving on a state-sponsored board or panel;
- customs officials or employees;
- procurement officials or employees;
- licensing and permitting officials or employees;
- product registration officials or employees;

- tax official or employees; and
- elected or appointed government employees; and
- family members of any person deemed a “Foreign Government Official

Government - An agency, instrumentality, subdivision, or other body of any national, state, or local government, including hospitals or other health facilities which are owned or operated by a government, including regulatory agencies or government-controlled businesses, corporations, companies, or societies.

“Improper” Business Advantage - Any Business Advantage for Medtronic secured, or intended to be secured, through providing Anything of Value to a Customer, Government Official, or other Third-Party, except as specifically permitted under Medtronic policies such as the Medtronic Business Conduct Standards or as permitted in the Government Affairs Compliance Policy.

References & Related Policies

Reference ID	Title
Global Office of Ethics & Compliance Site	Code of Conduct
Policy Portal	Global Business Conduct Standards Policy
Policy Portal	Expenditure & Investment Authorization (501) Policy
Global Records & Information Management (RIM) Site	Record Retention Schedule
Policy Portal	Global Channel Compliance Policy
Policy Portal	Global Voice Your Concern Policy

Policy Contacts

Role	Title
Policy Sponsor	Tara Shewchuk, Vice President, and Chief Ethics & Compliance Officer
Policy Owner	Trish Fleishhacker, Sr. Director, Global BCS & Process Optimization
Policy Contact	Jolene Sunsten, Sr Compliance Program Manager Global BCS

Documentation History

Date	Revision	Reason/Description
February 7, 2011	1.0	<ul style="list-style-type: none"> • Initial release
October 12, 2022	2.0	<ul style="list-style-type: none"> • Addition of Anti-Money Laundering section

		<ul style="list-style-type: none">• Revised Political Contributions section and added links to the Government Affairs organizations• Refined definitions• Removed duplicative language, reorganized information
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