

# Third Party Code of Conduct

July 2023



Edwards

# Our Credo

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**At Edwards Lifesciences, we are dedicated to providing innovative solutions for people fighting cardiovascular disease.**

Through our actions, we will become trusted partners with customers, colleagues, and patients – creating a community unified in its mission to improve the quality of life around the world. Our results will benefit customers, patients, employees and shareholders.

We will celebrate our successes, thrive on discovery, and continually expand our boundaries. We will act boldly, decisively, and with determination on behalf of people fighting cardiovascular disease.

Helping patients is our life's work, and

*life is now*

# Introduction

Edwards Lifesciences (“Edwards” or the “Company”) is dedicated to transforming patient lives with breakthrough medical technologies and excelling as a trusted partner through distinguished quality and integrity. We are committed to living the values in our Credo and upholding our [Global Business Practice Standards](#). The trusted partnerships we have with Third Parties are key to furthering our mission to provide innovative solutions for people fighting cardiovascular disease. We are proud of our well-established reputation for integrity and expect all Third Parties with whom we work to follow the same high standards.

A Third Party, for the purposes of this Third Party Code of Conduct, is any individual or entity that Edwards engages to provide goods or services (excluding current Edwards personnel). Third Parties include, but are not limited to, vendors, suppliers, distributors, sales agents, consultants, customs brokers and parties engaged to act on our behalf directly or indirectly, including but not limited to those engaged to represent Edwards in dealings with Health Care Professionals (“HCP”), Health Care Organizations (“HCO”), government organizations or government entities.

The purpose of this Third Party Code of Conduct is to set out the minimum standards that Edwards expects its Third Parties, including their employees, agents and subcontractors, to follow. Where there is a discrepancy between this Third Party Code of Conduct, applicable industry standards, and the laws of the country where a Third Party does business, the Third Party must follow the stricter standard.

## This Third Party Code of Conduct is organized around the following broad themes:



**Integrity**

**Trust**

**Respect**

**Governance**

## Integrity

- Anti-Bribery and Anti-Corruption
- Interactions with Healthcare Professionals
- Conflicts of Interest
- Accurate Books and Records
- Gifts, Hospitality, Entertainment
- Money Laundering and Fraud
- Insider Trading

# Anti-Bribery and Anti-Corruption

Edwards is committed to observing high standards of ethical business conduct, and compliance with applicable anti-bribery and anti-corruption laws (“ABAC Laws”), including the U.S. Foreign Corrupt Practices Act, the U.K. Bribery Act, and similar laws in other countries where Edwards does business. Edwards prohibits its Third Parties from offering, giving, promising and authorizing any bribe, gift, loan, rewards, fee, or any other benefit to any Government Official, customer, Edwards director, officer or employee, or any other benefit to another person in order to improperly influence the recipient to misuse his or her official position or to gain an improper business advantage.

All Edwards Third Parties must comply with ABAC laws that apply to their business activities in connection with their relationship with Edwards. For a fuller description of Edwards’ commitment to compliance with ABAC laws, please refer to our Anti-Bribery and Anti-Corruption Policy.

Edwards does not permit facilitation or “grease” payments. These are small payments made to officials in exchange for the official providing services that they are already employed to perform, such as adding a visa stamp to a passport.

# Interactions with Healthcare Professionals

Working in healthcare, Edwards and its Third Parties often interact with healthcare professionals (“HCPs”). HCPs include, but are not limited to, surgeons, interventionalists, perfusionists, anaesthesiologists, nurses, physician assistants, clinical investigators, group purchasing organizations, hospitals, and clinics. For the purposes of this Third Party Code of Conduct, “HCP” refers to anyone who prescribes, uses, purchases, leases, or recommends Edwards products and/or services.

Interactions with HCPs are critical to facilitate the exchange of medical or scientific information for the benefit of patients. However, these interactions must never be intended as improper inducements, to influence the HCP’s judgment or for the purpose of gaining a business advantage. For this reason, Edwards Third Parties must not under any circumstances provide, offer to provide, pay, or offer to pay for any gifts, including cash and cash equivalents, entertainment or recreational activities for any HCP in connection with Edwards’ business. If permitted under the laws of the country where you are doing business, you may occasionally provide modest meals for HCPs, provided that these are incidental to an educational event and in a setting that is appropriate for business or educational discussions.

Any engagement of an HCP to provide services such as proctoring or training on Edwards products, requires a written contract specifying the precise nature of the services and the basis for payment for those services. The amount paid to the HCP must be consistent with fair market value and must comply with applicable transparency reporting obligations.

# Conflicts of Interest

A conflict of interest arises when an individual's personal interests overlap with their professional duties. For example, it would be a conflict of interest for an Edwards Third Party whose officers include a family member<sup>1</sup> of an Edwards employee to be engaged by that Edwards employee to work on Edwards business.

To avoid conflicts of interest, Third Parties that work with Edwards must declare any significant financial interest<sup>2</sup> in any other organization that does business with Edwards or that competes with Edwards. Failure to declare a conflict of interest may result in ineligibility to do business with Edwards or in termination of the Third Party's business relationship with Edwards.

<sup>1</sup>Family members include, but are not limited to:

- Spouses/life partners
- Anyone living in the same household
- Grandparents, parents, siblings, children, nieces, nephews, aunts, uncles, cousins, their spouses or life partners
- Spouses/life partners of grandparents, parents, siblings, children, nieces, nephews, aunts, uncles, cousins

<sup>2</sup> A significant interest is ownership of more than 1% of a company or more than 5% of an individual or family's assets.

## Accurate Books and Records

ABAC and other laws require Edwards to maintain accurate books and records, and to maintain internal controls to prevent and detect potential violations of applicable laws and of Edwards' policies. We require Edwards Third Parties to adhere to the same standards including, where applicable, preparation of audited accounts and disclosure of financial status to relevant authorities. Third Parties working with Edwards must never use “off the books” accounts or slush funds in connection with their business with Edwards.

## Gifts, Hospitality and Entertainment

Edwards employees are not permitted to request gifts, hospitality or entertainment from Edwards Third Parties. They may only accept unsolicited gifts if they are permitted by law, are customary, commonly accepted business courtesies, are not excessive in value and are not made for the purpose of creating an obligation towards the giver. Edwards Third Parties are required to respect this standard and to refrain from offering gifts, hospitality or entertainment either to Edwards employees or to other individuals in connection with Edwards' business if there is a risk that this could create an appearance of impropriety.

For specific rules on gifts, hospitality and entertainment for HCPs, click [here](#).

## Money Laundering and Fraud

Edwards requires all Edwards Third Parties to be alert to, and have adequate controls to prevent, money laundering and fraud. Appropriate controls include making and receiving payments only through approved channels, properly documenting all financial activities, and being alert to unusual transaction requests, including but not limited to requests for cash payment, or for payment to an organization that is unconnected with the services provided.

## Insider Trading

Any Edwards Third Party, or any employee of an Edwards Third party, who has access to, or knowledge of material, non-public information concerning Edwards, must not trade in Edwards securities, nor share that information with another person who may then trade in Edwards securities. Information is “material” if it could be significant to investors and is “non-public” if it has not yet been disclosed to the public.

# Trust

- Fair Competition
- Fair Advertising
- Taxation and Tax Evasion
- Trade Compliance
- Sub-Contracting

## Fair Competition

Edwards competes for business based on the quality and efficacy of its products. Edwards Third Parties must comply with laws that uphold fair competition. This includes laws that prohibit price fixing, bid rigging, abuse of a dominant market position, and collusion between competitors to limit supplies, allocate customers between them or boycott customers or suppliers. No Edwards Third Party is authorized by Edwards to enter into any such arrangement. Edwards Third Parties must not exchange confidential or sensitive information with competitors.

## Fair Advertising

Edwards strives to provide only accurate, truthful information about its products, in compliance with laws and regulations that govern advertising and marketing of medical devices across the world. Edwards Third Parties must not make false or misleading representations about Edwards products. You must ensure that any claims you make for Edwards products are pre-approved by Edwards, consistent with the product labelling and intended use in the country where those products will be sold, and in compliance with applicable legal requirements. Edwards products must never be marketed in any country where they have not been approved for use.

# Taxation and Tax Evasion

Paying taxes when and where they are due is a legal obligation. Edwards Third Parties must not evade taxes, nor assist or facilitate tax evasion by any person.

## Trade Compliance

Edwards Third Parties must comply with all import and export laws and regulations that apply to their business with Edwards. Those laws and regulations include economic sanctions, export controls, import regulations, customs measures and similar rules. Edwards Third Parties must not take any action in connection with Edwards' business that would cause Edwards to violate trade laws or regulations.

## Sub-Contracting

If Edwards Third parties wish to use sub-contractors in connection with Edwards' business, they may only do so in accordance with the terms of their contract with Edwards. Edwards Third Parties must not employ sub-contractors to engage in any activity that would violate this Third Party Code of Conduct or applicable law. Edwards Third Parties are responsible for ensuring that any sub-contractors are screened through appropriate due diligence and ensuring that those sub-contractors operate in compliance with this Third Party Code of Conduct.

## Respect

- [Human Rights](#)
- [Environment and Sustainability](#)
- [Privacy and Confidentiality](#)
- [Intellectual Property](#)

# Human Rights

Edwards respects, and expects all Third Parties in its supply chain to respect, human rights, dignity and the privacy of individuals, in accordance with the United Nations Universal Declaration of Human Rights, national legislation supporting the Universal Declaration of Human Rights, the United Nations Guiding Principles on Business and Human Rights, the ILO Declaration on Fundamental Principles and Rights at Work, and other relevant guidelines. In practical terms, this means that we require our Third Parties to uphold the following standards:

- Employment must be freely chosen. Edwards Third Parties must not use forced, bonded, indentured, child or involuntary prison labor. All workers must be of legal age for employment in the country where they are required to work, and you must maintain verifiable records of your employees' identities. You must not confiscate original identity cards, passports or similar documents from your employees.
- Edwards Third Parties must not use, or permit others to use, harsh or inhumane treatment when dealing with their employees, service providers or other individuals with whom they work.
- Edwards Third Parties must not discriminate, nor tolerate discrimination or harassment against any person, whether on the basis of race, colour, religion, national origin, gender, sexual orientation, age, disability, marital status, veteran status, or any other protected characteristics.
- Edwards Third Parties must ensure that all their employees are provided with a safe, clean and healthy place to work, and must monitor and enforce compliance with applicable health and safety laws. All workers must have the qualifications and experience required to perform their work duties safely. Employees must not be required to work more than the maximum hours permitted under applicable law.
- Edwards Third Parties must pay their employees a living wage – a wage that takes into account relevant living costs.
- Edwards Third Parties are expected to take appropriate measures to avoid contributing to conflict by sourcing of certain minerals from mines controlled by armed groups.

Edwards highly values diversity, inclusion and belonging, and does not tolerate discrimination of any kind.

For additional information please refer to our [Responsible Supply Chain Statement](#) and our [Conflict Minerals Policy Statement](#).

# Environmental Impact

Edwards is committed to ensuring long term growth and value creation. This has led us to develop measurable targets to ensure that we mitigate any unintended impacts of our activities. These targets can be found in our latest [sustainability report](#). We expect our Third Parties to share our commitment to sustainability. At a minimum, all Edwards Third Parties must comply with applicable environmental laws, and should strive to meet the highest standards of environmental responsibility. This includes, but is not limited to:

- Ensuring your operations are in compliance with applicable environmental laws and regulations
- Appropriately managing and disposing of hazardous materials to avoid releasing contaminants into the environment
- Implementing processes and practices to ensure conservation of natural resources
- Implementing programs to reduce, reuse and recycle waste
- Conserving energy and using renewable energy wherever possible
- Measuring, publicly disclosing, and establishing targets to reduce greenhouse gas emissions from your operations
- Integrating biodiversity considerations into business decisions, ensuring protection of ecosystems and endangered species
- Implementing environmental management systems that track key performance indicators and establish meaningful improvement targets
- Actively participating in community efforts to improve the local environment
- Encouraging and supporting employees who volunteer to undertake community work

## Privacy and Confidentiality

Edwards Third Parties must protect all Edwards confidential information, including but not limited to proprietary information, sensitive personal information and trade secrets (together, “Confidential Information”). Third Parties must not disclose any Confidential Information from Edwards unless authorized to do so in writing.

Edwards Third Parties must protect all Confidential Information from improper collection, use, access, acquisition, sharing and onward transfer – in compliance with all applicable laws and regulations, as well as any contractual obligations. To learn more about Edwards’ privacy standards, please review the Edwards Privacy Statement at <https://www.edwards.com/legal/privacy-policy>

Edwards Third Parties must notify Edwards immediately of any actual or suspected breach of Confidential Information, including improper access, disclosure, acquisition, or transfer. This notification should be made to Edwards Third Parties’ main contact at Edwards, and to Edwards’ Global Privacy Office at [privacy@edwards.com](mailto:privacy@edwards.com)

# Intellectual Property

Intellectual property is a valuable asset. Edwards owns all discoveries, inventions, ideas, trade secrets, brand names, designs, copyright and other non-tangible rights in any materials created by Edwards' employees using its resources or in connection with their employment at Edwards. No Edwards Third Party may misappropriate, misuse or infringe Edwards' rights in any intellectual property belonging to Edwards or to any other person, firm or organization. If you become aware of any unauthorized use of Edwards materials or intellectual property, you must immediately notify Edwards.

## Governance

- Management Systems
- Compliance with Industry Codes
- Monitoring and Audit
- Reporting Suspected Violations

# Management Systems

Where applicable, Edwards Third Parties must maintain management systems that are appropriate and adequate to facilitate compliance with Edwards' standards. This is particularly important for Third Parties who manufacture products or components that will become part of or otherwise affect Edwards' products, but we encourage all Edwards Third Parties to implement management systems, to the extent applicable for their businesses. Management systems should cover:

- Training and competency
- Risk identification, management, and internal controls
- Data validity and integrity
- Compliance Governance and Program
- Maintenance of documentation and records that evidence compliance with applicable legal or regulatory requirements
- Data security
- Protection of confidential information, including intellectual property and personal data
- Business continuity, disaster recovery and continuous improvement
- Human rights monitoring
- Environmental impact

# Compliance with Industry Codes

Edwards has adopted and complies with a number of regional and local healthcare industry codes, including the following (non-exhaustive list):

- [AdvaMed Code of Ethics](#)
- [ABIMED Code of Conduct](#)
- [MedTech Europe Code of Ethical Business Conduct](#)
- [Mecomed Code of Ethics](#)
- [AMDD Code of Ethics](#)

We expect Edwards Third Parties to abide by the standards set out in the codes relevant to their regions and countries of operation, whether or not the Edwards Third Party is a member of that trade association.

## Monitoring and Audit

Edwards may periodically audit Edwards Third Parties' compliance with the law and with this Third Party Code of Conduct. Edwards will report findings and violations to the Third Party's management and, where appropriate, request corrective action.

Edwards will consider compliance with this Third Party Code of Conduct when reviewing future business relationships with Third Parties. Violations of this Third Party Code of Conduct, whether by an Edwards Third Party, an affiliate of an Edwards Third Party, or a sub-contractor engaged by an Edwards Third party, may jeopardize an Edwards Third Party's relationship with Edwards.

## Reporting Suspected Violations

Edwards takes all allegations of misconduct very seriously. Edwards Third Parties must immediately report behavior or any activities where they become aware of misconduct or suspect any person has violated or may be involved in violations of this Third party Code of Conduct. If you have a question or concern about an activity or conduct involving an Edwards director, officer or employee that could be in violation of this Third Party Code of Conduct, please contact the Compliance Department at Edwards. If you wish to remain anonymous, please contact the Edwards Integrity Helpline. Contact information for the Edwards Integrity Helpline may be found on the Edwards website at <https://www.edwards.com/aboutus/corp-responsibility>.



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