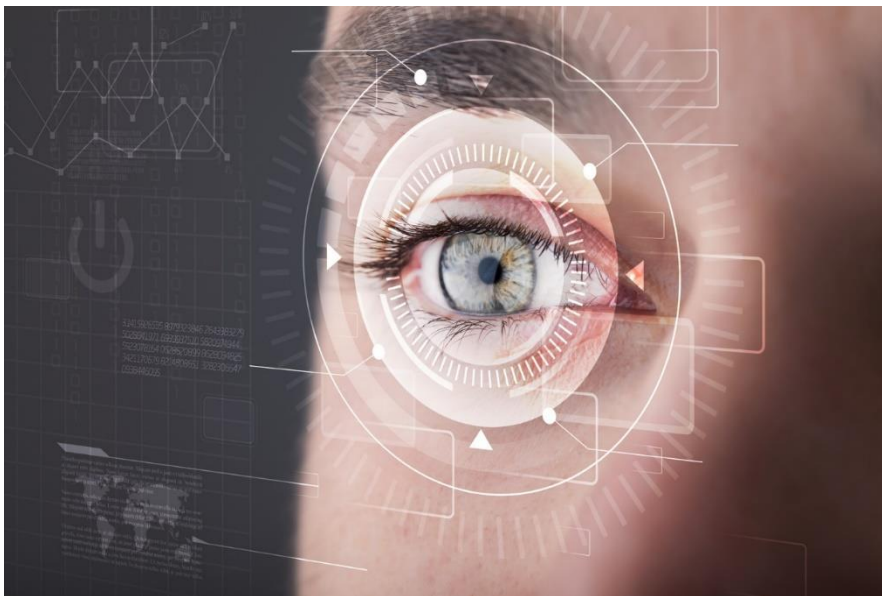




# Corporate Code of Conduct





# Table of contents

## **1. Introduction**

1.0	OPHTEC principles: Mission and Vision	04
1.1	What is OPHTEC's Corporate Code of Conduct?	04
1.2	Why do we have and adhere to a Code of Conduct, and who is it for?	04
1.3	Every employee's responsibility	05
1.4	Every manager's responsibility	05

## **2. How does OPHTEC conduct business?**

2.0	General principles regarding the what, how and why	06
2.1	Development, approval, production, sales, and marketing of products in our portfolio	07
2.2	Anti-corruption and anti-bribery laws	07
2.3	Competition legislation	08
2.4	Policies regarding compliance with national and international trade legislation, anti-boycott laws and trade sanctions	08
2.5	"Third-country" payments	08
2.6	Political and social activities	08
2.7	Public contracts	08
2.8	Purchasing	09
2.9	Sustainability and environmental legislation & regulations	09
2.10	Child labor	09
2.11	Privacy	09



### **3. Fair treatment of employees**

3.0	Definition, why does it matter and how do we ensure it?	10
3.1	Engaged and committed employees	10
3.2	Non-discrimination and the prevention of harassment	10
3.3	A healthy and safe working environment	11
3.4	Social Media use	11
3.5	Checklist of responsibilities	11

### **4. Financial integrity and the protection of company resources**

4.0	Definition, why does it matter and how do we ensure it?	12
4.1	The accuracy, completeness and timeliness of company documents	12
4.2	Using and protecting company resources	13
4.3	Intellectual property and confidential business information	13
4.4	Dealing with trade secrets and confidential information	13
4.5	Checklist of responsibilities	14

### **5. Conflict of interest**

5.0	Definition, why does it matter and how do we avoid it?	14
5.1	What does conflict of interest entail?	14
5.2	Gifts, entertainment, hospitality, trips and other items of value	15
5.3	Personal investments, transactions, other business interests	15
5.4	Family and close personal relationships	15
5.5	Ancillary positions of Directors and Country Managers	16



## 1. Introduction

### 1.0 OPHTEC principles: Mission and Vision

OPHTEC's Mission and Vision describe what we stand for: what do we do to be the best we can be, every day, and what do we hope to achieve?



**Mission: Passion for vision** (provide people with the best possible solution for sight)

**Vision: Design, produce and market clinically innovative ophthalmic products for patients and doctors, with a focus on perfection**

#### 1.1 What is OPHTEC's Corporate Code of Conduct (our Code)?

Our Code establishes basic requirements for business conduct and forms the basis for our company policies, procedures, and guidelines, all of which provide additional guidance and support to everyone's expected behavior.

#### 1.2 Why do we have and adhere to a Code of Conduct, and who is it for?

To ensure our continuity in a world – and an ophthalmic market in particular – that is increasingly regulated by governments and otherwise, we must know, understand and comply with our Code. By complying with our Code, we have created a professional environment that allows us to perform to the best of our ability and in which we can be proud of what we do, in part because we carry out our tasks fairly, legitimately and with integrity.

If we receive information about a breach of our Code, company policies or legislation, we will take action to resolve the problem and to try and prevent a similar situation from happening again.



Depending on the situation, this may include preventive and corrective measures such as training, supervision, disciplinary measures or even termination of employment or the business relationship.

All employees of companies belonging to the OPHTEC Group worldwide must abide by our Code, our company policies, and the laws governing our activities. It is each individual employee's responsibility to know and comply with our Code. Together with all applicable procedures and policy decisions, our Code helps us make the right decisions and implement the right measures, regardless of where we work or the type of work we do.

Regardless of each individual employee's tasks, title or position, our Code allows everyone to be a role model when it comes to dealing with customers, business partners, colleagues, and others. Colleagues in a management position face the additional responsibility of being a positive role model and, where required, explaining and applying our Code to their reports.

Individuals and companies that do business on our behalf should also be held to our Code, as well as to other relevant company policies and regulations. The relevant provisions in our Code must be included in contracts with external suppliers, manufacturers, agents, distributors, intermediaries, freelancers, and temporary staff members who do business with and/or on behalf of the companies that belong to the OPHTEC Group worldwide.

### 1.3 Every employee's responsibility

We trust all our employees to apply our Code in order to fulfill the responsibilities contained within it and to protect and, where possible, improve our reputation and culture. This means that every individual employee who believes an actual or imminent violation of our Code is taking place is expected to report this. This report must provide as much information as possible so that the issue can be dealt with quickly and thoroughly; in addition, it is the responsibility of the person reporting to cooperate in the investigation. Please refer to the "Procedure governing dealing with suspected misconduct or irregularities of OPHTEC BV". OPHTEC does not tolerate any kind of retaliation against anyone reporting an actual or imminent violation of our Code and/or assisting in its investigation; any employee who is involved in retaliation actions will have to face disciplinary measures (up to and including dismissal).

### 1.4 Every manager's responsibility

Managers in particular have the important responsibility of leading by example and behaving in accordance with our Code at all times. To this end, we have the following guidelines to help managers:

- Ensure that employees understand our Code, our company policies, and the Mission-Vision Strategy, and that they have access to those company resources that will help them comply with our Code on a daily basis;
- Set the right example and perform tasks in an ethically responsible manner;
- Make business-related decisions in a fair and objective manner;
- Review the CG with employees periodically during staff meetings;



- Ensure that employees know and are properly trained in both the relevant laws and regulations and the company policies with regard to the business activities that are carried out on behalf of the company;
- Create an environment in which employees feel safe and in which they can report concerns without fear of retaliation;
- Take all reports regarding behavior and/or situations that violate our Code seriously and take the time to investigate whether the potential concern must be escalated. If so, this must be done as soon as possible, and all investigations must be fully supported;
- Take corrective and/or preventive measures if our Code is violated;
- Recognize and reward ethical behavior.

## 2. How does OPHTEC conduct business?

### 2.0 General principles regarding the what, how and why

#### **WHAT** does it entail?

The OPHTEC Group conducts business in many different countries and regions worldwide. In all these countries we have the responsibility of knowing the applicable laws and regulations and applying them to our business activities.

#### **WHY** does it matter?

Besides the fact that compliance with laws and regulations is mandatory, it is also indicative of our aim to be a socially responsible company. It shows that our Mission "Passion for Vision - *provide people with the best possible solution for sight*" is not an empty promise and that we respect our environment and the people who live and work there.

In addition, non-compliance with laws and regulations can lead to civil and criminal proceedings (which in turn can lead to imprisonment, among other things) and other commercial and/or personal disciplinary measures.

#### **HOW** do we do it?

The OPHTEC Group has extensive guidelines, procedures, and training courses in place that enable our employees to comply with laws and regulations. Various departments (Quality Assurance/Regulatory Affairs, Human Resources, Finance/IT) can assist all employees in handling the often complex laws and regulations that affect our work. Any conflicts between local laws and regulations and our Code must be reported to Management.

It is every employee's responsibility to be aware of the laws and regulations, company policies, and procedures relevant to the activities performed by the employee within the framework of business operations, and to comply with them.



## 2.1 Development, approval, production, sales, and marketing of products in our portfolio

We aspire to perform our business activities according to the highest standards and level of integrity, as follows:

- We comply with the laws, standards and regulations that apply to our processes and products;
- We adhere to the ethical, scientific and clinical standards that apply to our research and development activities worldwide;
- We guarantee the safety of clinical trial participants and protect confidentiality by means of compliance with the GDPR (data protection legislation);
- We abide by the industry-related laws and regulations regarding production, packaging, distribution and export applicable in our markets;
- We comply with the laws and regulations with regard to obtaining marketing authorizations for the sale of our product portfolio and we deal with legal representatives and other government officials in an ethically responsible manner;
- We ensure that what we communicate about our products is truthful, not misleading, and in accordance with the legal approvals of our products, so that we comply with all laws and regulations regarding promotion, marketing and sales;
- We comply with all laws regarding product quality and safety, consistently monitor the safety, quality and performance of our products, and meet all legal reporting requirements in the case of adverse events and complaints regarding product quality.

## 2.2 Anti-corruption and anti-bribery laws

In a rapidly globalizing world, various countries are introducing increasingly strict legislation to combat fraud and corruption. Two examples of such legislation are the UK Bribery Act and the USA Foreign Corrupt Practices Act, which focus on internationally operating organizations (extraterritorial effect). OPHTEC opposes bribery in accordance with the anti-bribery laws applicable in various countries worldwide:

we prohibit bribes, kickbacks, illegal payments and other offers of value that could unlawfully influence or reward a customer or business relation to use, purchase or otherwise favor our products, whether directly or through a third party, such as a distributor or agent.

In the areas of science, research & development, education, sales, marketing, and promotion, OPHTEC has entered and will enter into several agreements with both private and public entities and individuals, including healthcare and, in particular, ophthalmology professionals (hereinafter: healthcare professionals).

We also maintain contacts with regulatory bodies, notified bodies, medical ethics committees, and inspection authorities. To prevent unauthorized influencing of the medical decisions of healthcare professionals and the purchasing decisions of entities that purchase our products, we comply with the applicable local and international laws and ethical standards prohibiting bribery and corruption.

In our contacts with healthcare professionals, healthcare organizations, traders, and other providers, as well as those purchasing healthcare products (public or otherwise), OPHTEC



adheres to the ethical and legal standards that are in accordance with our Code. The scope of our adherence extends to every third party that does business on behalf of OPHTEC. OPHTEC treats its business partners and other stakeholders fairly; our aim is to cooperate with third parties who maintain at least the same high moral and ethical standards in their business activities as OPHTEC.

### 2.3 Competition legislation

Competition legislation promotes fair competition and protects commercial relations or consumers against unfair commercial practices such as illegal agreements between competitors aimed at preventing or restricting free competition, price fixing, and unfair commercial practices. OPHTEC fully complies with current competition legislation. Our employees must therefore avoid obtaining an unfair advantage as a result of manipulation, concealment, misrepresentation of important facts or other unfair commercial practices.

### 2.4 Policies regarding compliance with national and international trade legislation, anti-boycott laws and trade sanctions

As a global provider of ophthalmic products, OPHTEC conducts, on a daily basis, import and export transactions in which all applicable local, regional and international trade laws, rules, and regulations must be observed.

OPHTEC respects trade sanctions and import/export restrictions imposed by governments as they apply to our products, using all relevant instructions and views of European central and local governments.

### 2.5 “Third-country” payments

No payments of any kind may be made to a third party in a country other than the country where the sale took place or where the distributor or vendor holds one of their main offices.

### 2.6 Political and/or social activities

OPHTEC promotes social engagement and responsibility. Employees are allowed to spend time on and support political or other parties and candidates, as well as social organizations; individual involvement must be fully voluntary and take place in the employee's own time and at their own expense. This engagement may never be entered into as a representative for or on behalf of OPHTEC.

Employees are not permitted (unless with the express permission of the Managing Director) to make direct or indirect use of company resources (funds, OPHTEC facilities, office supplies, stock, or even working hours) for or in connection with political and/or social activities.

### 2.7 Public contracts

In many countries, government agencies (such as public hospitals) are major customers of the OPHTEC Group; these are subject to local laws regarding the purchasing of products and services. The OPHTEC Group conforms to these laws; employees who are involved in procurement procedures or offer our products to a government based on a contractual





agreement must understand and comply with the applicable public procurement regulations, no matter how complicated.

## 2.8 Purchasing

The OPHTEC Group purchases many items and services that are necessary for our business operations. In carrying out these and other purchasing transactions, we behave fairly and impartially towards sellers, suppliers, and other service providers. Please refer to Chapter 5 for a more concrete interpretation of possible conflicts of interest.

## 2.9 Sustainability and environmental legislation & regulations

OPHTEC's aim is to use its company resources as efficiently and sustainably as possible. We make every effort to reduce the environmental impact of our activities, products or services, manage the environmental risks and promote sustainability initiatives such as waste reduction, energy-saving measures and promotion of recycling. OPHTEC-NL is participating in a CO2 compensation program for its fleet of lease cars.

Employees must abide by and be familiar with current environmental laws and regulations that are applicable to our specific business activities; this includes the regulations for notification, approval and registration of the chemical raw and auxiliary materials used in our production and our products.

## 2.10 Child labor

Child labor includes all forms of work that are mentally, physically, socially or morally dangerous for children and/or hinder the development and the right to education of a child up to 15 years of age. Child labor also includes heavy labor performed by children aged 15 to 18. Wherever possible, OPHTEC works with its suppliers to prevent any child labor in the chain.

## 2.11 Privacy

During business operations, we collect personal information about employees, business partners and relations, healthcare professionals, patients, and consumers, and other information such as dates of birth, addresses and financial, medical, and other information. The collection of personal information takes place in accordance with the General Data Processing Regulation, local laws, and OPHTEC's Privacy Policy and Privacy Regulations.

Personal data are only collected for legitimate business purposes and/or to fulfill legal and fiscal responsibilities, and are only shared with those authorized to access them. The data in question are protected in accordance with the relevant legal and other requirements and will not be retained longer than strictly necessary. The responsibilities arising from this section also apply to third parties with access; this obligation is laid down in a contract.



### 3. Fair treatment of employees

#### 3.0 Definition, why does it matter and how do we ensure it?

**WHAT** does it entail?

Within the OPHTEC Group we treat each other with respect, dignity, and honesty. Every employee deserves a safe, clean, and hospitable environment, in which they can perform at their best.

**WHY** does it matter?

Diversity of thoughts, skills, experiences, and individual characteristics enriches our working environment and leads to better business decisions. Committed and competent employees promote the necessary innovation with which to achieve our Mission and Vision.

**HOW** do we do it?

Our Code reflects the principles that define how we treat each other, interact with each other, keep our workplaces safe and healthy, and offer equal opportunities to all our employees, regardless of gender, orientation, political preference, etc.

#### 3.1 Engaged and committed employees

Within the OPHTEC Group, we believe in the strength of the individual and we value global and cultural diversity, provided that it is rooted in ethical behavior, combined with integrity and respect for other people.

Engaged, committed, diverse, and solidary employees who perform at their best are better able to meet the daily challenges in their work and to understand and address the needs of our customers, suppliers, healthcare professionals, patients, and other relations.

#### 3.2 Non-discrimination and the prevention of harassment

Within the OPHTEC Group, we want everyone to be respected and treated fairly; we offer equal employment opportunities to all. We base work-related decisions on merit, also taking into account performance, skills and qualifications. We do not tolerate discrimination based on characteristics such as gender, age, ethnic background, race, sexual orientation, national origin, and religious beliefs within the OPHTEC Group. Harassment and unwanted conduct will not be tolerated. Harassment is absolutely unwelcome and abusive behavior may negatively impact a person's ability to perform their work. Even unintentional harassment can be offensive; inappropriate behavior such as a joke, practical joke or even an (exaggerated) compliment may lead to or contribute to harassment; please refer to Chapter 2 in the Personnel Handbook.

All of these provisions apply to interactions with employees, customers, suppliers, applicants, and all other interactions where employees represent the OPHTEC Group.



### 3.3 A healthy and safe working environment

We seek to offer a safe and healthy working environment to our employees, business partners, visitors, and other relations who work in or visit one of our branches. Every employee is responsible for prioritizing safety and health and must therefore:

- Immediately report any unsafe or dangerous situations to a supervisor;
- Adhere to all policies, laws and regulations, and standards regarding employment conditions, including working hours, remuneration and other working conditions;
- Adhere to the applicable workplace safety policies (including the use of the prescribed protective equipment), work hygiene, laws and regulations, and standards.

### 3.4 Social Media use

"Social Media" includes all digital communication channels via which individuals can create, share, respond to and comment on content. Employees must adhere to our Code when using these online media. Our focus is on communications regarding work/job-related responsibilities and on personal communication that may affect the reputation and the good name of the OPHTEC Group. Even when undertaking personal activities on Social Media, employees must behave politely and respectfully and take into account that their behavior may affect how third parties view the OPHTEC Group and the things we represent as a company; for further information, please refer to Chapter 3 in the Personnel Handbook.

Key words in this respect are notification requirements (in the event of adverse events) and the protection of confidential information; please keep in mind that the internet is a "public" place. Make sure that you are aware of the risks and responsibilities before engaging in Social Media use!

### 3.5 Checklist of responsibilities

A checklist of our employees' responsibilities:

- Know OPHTEC's Code of Conduct.
- Respect diversity and integration.
- Be united.
- Treat your colleagues, OPHTEC relations, and other stakeholders as you would want to be treated yourself: with dignity and respect.
- Work safely and help others do the same.
- Report any person violating our Code, regardless of their position in the company and whether they are a supplier, customer or temporary employee.
- Ask for help if anything is unclear.



## 4. Financial integrity and the protection of company resources

### 4.0 Definition, why does it matter and how do we ensure it?

**WHAT** does it entail?

Within the OPHTEC Group, we maintain a timely, correct and complete financial administration that accurately reflects the circumstances and results of our group of companies, based on our core values of Accuracy, Transparency, Integrity, and Trust. We protect our company property, resources, and confidential information, both intellectual and otherwise.

**WHY** does it matter?

Financial integrity helps us maintain the trust we have built among shareholders, governments, banks, accrediting institutions (such as accountants and notified bodies), patients, healthcare professionals and providers, employees, and other stakeholders.

**HOW** do we do it?

We conduct periodic audits to protect and maintain our financial integrity. Every employee, regardless of their title or position, is responsible for complying with our policies and procedures regarding liquid resources, the use of company property and the recording of financial and non-financial results.

### 4.1 The accuracy, completeness and timeliness of company documents

Tax and other legislation requires us to be honest and accurate in keeping our financial records; the outside world, such as regulatory bodies, lenders, and reporting agencies, trusts that our financial information will be kept in a truthful, accurate, complete and timely manner. Inaccurate financial reporting may undermine stakeholder trust and impact our reputation, as well as expose the OPHTEC Group to fines and penalties.

In all our activities, we must keep accurate records that maintain the integrity of our financial statements, guide our internal decision-making, and confirm and reinforce our reputation with stakeholders.

We guarantee financial integrity in our work processes as follows:

- Within the OPHTEC Group, we buy and sell products and services based on their quality, price, and level, never on whether payments, gifts, entertainment or favors have been given or accepted or on other relationships with suppliers, and always in accordance with laws and regulations (local or otherwise);
- We monitor sales and other figures during the applicable accounting period, in accordance with generally accepted accounting and valuation principles;
- The use of business-related liquid resources, business assets, and business information for illegal purposes is strictly prohibited, including purchasing privileges or special benefits by means of bribes, illegal (political) contributions or other illegal payments. We adhere to the company-established procedures for financial processes such as payments and collection;
- We do not enter any false or incorrect information in our accounts.



## 4.2 Using and protecting company resources

Within our business operations, we use and rely on various company resources such as computers, mobile equipment (telephones, laptops, tablets), IT hardware and software, vehicles, facilities, production and other machines, installations and inventories, raw and auxiliary materials, intellectual property, and other company resources for legitimate and proper reasons only.

We protect our IT environment and our physical locations with firewalls, access control and authentication systems and we periodically train our employees on adequate password management (including a ban on transferring and/or sharing personal passwords) and the safe use of the systems. We also have procedures and policies on backing up and restoring data in place. Company data may not be stored in unauthorized internet or cloud services, as these data may not be sufficiently protected against unauthorized access.

Company resources may not be left unattended.

## 4.3 Intellectual property and confidential business information

Intellectual property, trade secrets and confidential business information are irreplaceable company resources and form the basis of the OPHTEC Group's existence; for this reason, we protect and secure these valuable resources. By intellectual property we mean copyright, patents, trademarks, product and packaging designs, brand names and logos, research and development (both products and production technology), inventions, and trade secrets. Confidential business information includes but is not limited to detailed customer and sales data, business performance objectives, business and product strategies, new product information, pending staff announcements, production processes and equipment designs, formulations, and product files.

Our employees must take precautionary measures to protect our intellectual property and confidential business information at all times; employees must ensure that sharing this information in public areas (such as restaurants and airports) is prevented. It is therefore not permitted to log in to (unprotected) public Wi-Fi networks. Any instance of suspected theft of intellectual property or unauthorized disclosure of or access to our company data must immediately be reported to the responsible manager, who will coordinate further escalation, in accordance with the relevant procedures (including data breach procedures).

## 4.4 Dealing with trade secrets and confidential information

Within the OPHTEC Group, we respect other companies and individuals' trade secrets and confidential information; we usually conclude non-disclosure agreements to this end. We collect information from publicly available sources and do not allow the collection of proprietary information in an illegal or inappropriate way.

We avoid conversations with employees of competitors regarding competing information at all times, including industry meetings. We operate transparently, are honest and do not misrepresent ourselves regarding who we are or where we work in order to find out more about our competitors.



## 4.5 Checklist of responsibilities

A checklist of our employees' responsibilities:

- Know OPHTEC's Code of Conduct.
- Protect our assets including tangible fixed assets such as computers, telephones, mobile devices, machines, and vehicles, as well as intellectual assets such as ideas, inventions, patents, and process technology developed in-house;
- Report issues regarding illegal activities;
- Accepting and/or offering bribes or inappropriate gifts is not permitted;
- We record and account for our expenses, sales, and other financial information in an honest and accurate manner;
- Ask for help if anything is unclear.

## 5. Conflict of interest

### 5.0 Definition, why does it matter and how do we avoid it?

**WHAT** does it entail?

A conflict of interest exists when a personal activity, relationship or business involvement impedes or threatens to impede exercising the responsibilities arising from our position.

**WHY** does it matter?

The way we conduct ourselves in the course of our business activities affects our reputation and the trust we have built with our business partners and stakeholders. By discouraging, minimizing, and avoiding conflicts of interest, we confirm our absolute loyalty to the integrity of the OPHTEC Group.

**HOW** do we do it?

Business decisions are made based on what is best for the company, rather than our personal interests. All our employees must proactively and timely report any existing, suspected or imminent conflicts of interest to the responsible manager, without exception.

### 5.1 What does conflict of interest entail?

A conflict of interest exists when a personal relationship or activity may affect your judgment or ability to perform your work objectively and fulfill your duties.

We believe that even the appearance or suspicion of a conflict of interest can pose a risk to the OPHTEC Group. No employee may let personal gain or benefit prevail over what is best for the OPHTEC Group.



Even in cases where it is not entirely clear whether there is a conflict of interest, it is every employee's responsibility to report this potential conflict of interest to their responsible manager.

## 5.2 Gifts, entertainment, hospitality, trips and other items of value

To make sure our suppliers, vendors, and other business partners remain honest, objective and sincere, the OPHTEC Group avoids conflicts of interest.

In general, a conflict of interest occurs as soon as an employee expects a gift, a payment, a loan, a service or any form of compensation from suppliers, customers, competitors or others who do business with the OPHTEC Group. Employees are only allowed to accept gifts, entertainment, hospitality, trips or other items of value from suppliers, vendors and other relations, including business partners, when these are modest (< €50), do not constitute money or an equivalent and do not affect business decisions.

Strict conditions and restrictions, many of which are laid down in local or national standards and laws, also apply to offering gifts, entertainment, hospitality and similar benefits to healthcare professionals and government officials.

Employees may take out loans with financial institutions that do business with the OPHTEC Group as long as the loans are based on regular rates and conditions; the same rule applies when employees acquire products from vendors: these must be based on the same conditions that apply to everyone else.

Failure to act in accordance with this clause may result in dismissal of the employee in question.

## 5.3 Personal investments, transactions, other business interests

In order to avoid any suspicion of potential or actual conflicts of interest, we use the following principles:

- Avoid the use of company resources (physical or intellectual) for personal gain;
- As employees of the OPHTEC Group, we do not offer services for the benefit of a competitor, intended or actual supplier or customer;
- Activities that influence or attempt to influence business transactions between the OPHTEC Group and another entity in which an employee has a direct or indirect financial interest or where they act as a director, employee, consultant, or similar are not permitted.

## 5.4 Family and close personal relationships

The DNA of a family business within the OPHTEC group is cherished; we are fully aware, however, that relationships with family members and close personal friends may influence our decisions. For that reason, it is important to be cautious when making business decisions in which close personal ties may play a role.



To prevent potential conflicts of interest, we avoid:

- managing or becoming involved in the appointment and/or promotion of a family member;
- appointing staff to a position in which they have access to performance interviews, salary information or other confidential information relating to a family member.

Such situations should also be avoided with regard to other potential or actual employees with whom a close personal relationship exists outside the company.

## 5.5 Ancillary positions of Directors and Country Managers

Any external activities by Board members and/or Country Managers in any management position outside the OPHTEC Group may a priori lead to conflicts of interest and must be reported to the Holding Company's Management. Before accepting such board membership, it is necessary to understand the relevant legal responsibilities and to avoid connections that could lead to distraction and conflicts of interest. When applicable, the Holding Company's Management may decide not to grant permission for the ancillary position.