

# MRDE Code of Conduct

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## A Message from Tetsuya Nakanishi – Managing Director of Medicaroid Europe

At Medicaroid Europe, we envision a future where the boundaries between human skill and robotic precision coalesce—where technology becomes a trusted companion in the operating room. Our mission is to bring the world of robotics into the hospitals of today, guided by a singular vision: humans and robots working hand in hand to elevate surgical care, enhancing movement, touch, and vision in service of both patient and surgeon.

Inspired by Japanese manga artist Osamu Tezuka's homonymous "Hinotori" masterpiece, our hinotori™ surgical system stands as the embodiment of Japanese craftsmanship—an elegant fusion of art and engineering. Thoughtfully designed and meticulously developed, hinotori™ is more than a machine; it is the patient's silent guardian and the surgeon's steady hand.

Over the past decades, the landscape of healthcare has been transformed by waves of innovation. Robotics has opened new frontiers—making surgery gentler, more precise, and less invasive. Yet with every leap forward, uncertainty can follow. Patients and healthcare providers alike seek reassurance in a rapidly evolving world.

We approach healthcare with devotion and respect, supporting professionals and patients alike, while holding ourselves to a standard of constant improvement. Rather than resting on past achievements, we embrace humility and the drive to optimize in all we do.

That is why Medicaroid Europe places trust and integrity at the heart of everything we do. We strive to be a beacon of ethical conduct, a role model in our industry, and a partner that healthcare professionals can rely on.

Our **Code of Conduct** is not just a document—it is our ethical compass. It guides our decisions, shapes our culture, and ensures that every action we take reflects our core values. It is the foundation upon which our policies stand, and the principles within it are woven into the fabric of our daily work.

Together, with purpose and care, we move forward—toward a future where innovation serves humanity, and where every touch of technology is guided by integrity.

A handwritten signature in black ink, appearing to read "Tetsuya Nakanishi".

**Tetsuya Nakanishi**

Managing Director Medicaroid Europe



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# 1 Introduction

Our Code of Conduct expresses the values and principles that guide how we work together. It is our shared compass for making thoughtful, responsible decisions and acting with integrity.

Medicaroid Europe (MRDE) is committed to complying with all applicable laws and regulations, and to upholding the highest ethical standards. The principles outlined in this Code form the foundation for all our policies and procedures, which offer further guidance for our employees on expected behaviour across our business.

## 1.1 Why do we need the Medicaroid Europe Code of Conduct?

As a medical technology company, MRDE's reputation for ethical conduct is essential to earning and maintaining trust—with patients, stakeholders, and each other. This Code helps us uphold that trust by guiding how we work and make decisions.

We are all expected to understand and follow the Code. It fosters a culture of openness and honesty, where we support one another in reaching our full potential and consistently act with integrity. Together, we want to celebrate a business culture where overcoming challenges is always achieved by holding ourselves to the highest standards of ethics, quality, and innovation.

When violations of the Code, company policies, or the law occur, we take appropriate action to address the issue and prevent recurrence. Depending on the circumstances, this may include training, counselling, improved controls, or disciplinary measures—up to and including termination of employment.

We each have a responsibility to speak up when we encounter or suspect a potential violation of our Code. If you need advice on the contents of the Code, contact your Human Resources (HR) representative or Healthcare Compliance (HCC).

 **Do:**

- *Speak up when you see or suspect something that could violate the Code or impact safety.*
- *Use available channels like HR or HCC to seek guidance.*
- *Document concerns factually if needed.*

 **Don't:**

- *Ignore potential issues because you're unsure or afraid.*
- *Assume someone else will report it.*
- *Confront the colleague aggressively or spread rumors.*



## 1.2 Who Must Follow the Code?

Every MRDE employee shares the responsibility to understand and follow this Code of Conduct, serving as role models for ethical behavior and integrity. Throughout this Code, “employees” refers collectively to all full-time, part-time, consultative, contractual team members (including Employer of Record arrangements) and agents.

While the Code cannot cover every situation we may face, it provides a clear ethical compass to help us make thoughtful and right decisions. When in doubt, consult the Code first—and reach out to Human Resources or Healthcare Compliance for guidance.

This Code also applies to third parties acting on behalf of MRDE, including suppliers, contractors, engineering alliances, vendors, and distributors. The Code and adherence to the Code must be referenced in contracts with these partners to ensure shared accountability and alignment with our standards.

## 1.3 Who Provides Advice and Clarifies Questions Around the Code?

Please consult the functions below for questions you may have in the described fields.

- **Managers** consult your manager on general questions around the Code, especially regarding your own department's business activities.
- **Human Resources (HR)** will explain questions around employment rights and employment policies, as well as benefits or workplace issues. Human Resources is also to be approached when it comes to employee misconduct such as bullying or harassment.
- **Healthcare Compliance (HCC)** is your first line of support when it comes to interactions with Healthcare Professionals (HCPs), Healthcare Organisations (HCOs) and Government Officials (GOs), including purchasing entities, as well as third-party intermediaries interacting with HCPs/HCOs or GOs on our behalf. Healthcare Compliance can also clarify questions around the handling or addressing of potential or actual conflicts of interest.
- **Quality, Medical Affairs and Regulatory Compliance** will respond to questions around quality, safety and the regulatory Compliance of MRDE products, as well as the lawful advertising and communication to others.
- **External Counsel** will be consulted in case of Legal & Privacy-related questions. Outside counsel will be engaged via Management, HR or HCC.

## 1.4 Every Employee's and Every Manager's Responsibility

We all play a vital role in shaping and protecting MRDE's culture of ethics and integrity. As a young and growing company, our reputation depends on each of us consistently upholding the principles of this Code in everything we do.

We lead by example—through our conduct, decisions, and interactions. It is our responsibility to speak up when we encounter or suspect behavior that may violate the Code or lead to a breach. By doing so, we help safeguard our values and strengthen our workplace.

When reporting a concern, provide as much detail as possible and cooperate fully with any investigation. Reports can be made directly to Human Resources or Healthcare Compliance, or anonymously via our [internal reporting form](#).

All reported violations will be investigated promptly and treated confidentially to the extent reasonably possible.

We do not tolerate retaliation against anyone who raises a concern or supports an investigation under this Code. Retaliatory behavior will result in disciplinary action, which may include termination of employment.

- ***Uphold the Code of Conduct in all decisions, actions, and interactions.***
- ***Lead by example to promote a culture of ethics and integrity.***
- ***Speak up if you witness or suspect behavior that may violate the Code.***
- ***Report concerns with as much detail as possible to HR, Healthcare Compliance, or via the anonymous reporting form.***
- ***Cooperate fully with investigations and internal audits.***
- ***Trust that reports will be handled confidentially to the extent reasonably possible.***
- ***Never retaliate against anyone who raises a concern or supports an investigation.***
- ***Understand that retaliation is a serious violation and may lead to disciplinary action, including termination.***

### Employee Action Points – Responsibility & Reporting



## 1.5 Medicaroid Europe Key Conduct Principles

Following these five principles in everything we do upholds a healthy culture on ethics and integrity. Whenever you are unsure about a decision, you can go through these five principles. You're on a very good path when you can affirm all of the below with a good conscience and to the best of your knowledge.

### Complying with the Law

Follow all applicable laws, regulations, and industry standards in every country we operate in.

#### How to live it:

Stay informed, ask questions when unsure, and report any suspected violations. Compliance is everyone's responsibility.

### Ethics & Integrity in Everything we Do

Act honestly, fairly, and transparently in all business activities and decisions.

#### How to live it:

Make ethical choices, avoid conflicts of interest, and speak up when something doesn't feel right.

### Protecting our Reputation

Every action you take reflects on our company's image and credibility.

#### How to live it:

Communicate professionally, uphold quality and safety standards, and represent the company with pride—online and offline.

### Building Trust through Excellence

Deliver high-quality work and continuously strive to improve.

#### How to live it:

Be accountable, collaborate effectively, and aim for excellence in everything you do—from product development to customer support.



## Respecting our Employees, Stakeholders & our Environment

Treat people with dignity, value diversity, and act responsibly toward society and the planet.

### How to live it:

Foster an inclusive workplace, listen actively, and minimize environmental impact in your daily work.

### Dilemma Scenario: A Shortcut in Product Testing

#### Situation:

*Jonas, an engineer at MRDE, is under pressure to meet a tight deadline for a product demo involving a new surgical instrument for our surgical robot. To save time, he considers skipping a non-mandatory but recommended safety test that has never failed in previous prototypes. He believes the risk is minimal and the client presentation is critical for business.*

*Jonas pauses and decides to walk through MRDE's Five Key Conduct Principles:*

#### 1. Complying with the Law

→ Could skipping the test violate any regulatory or safety standards?

*Jonas realizes that while the test isn't legally required, omitting it could raise compliance concerns if something goes wrong.*

#### 2. Ethics & Integrity in Everything We Do

→ Is this decision honest and transparent?

*He acknowledges that not disclosing the skipped test would be misleading and compromise integrity.*

#### 3. Protecting our Reputation

→ Would this reflect well on MRDE if made public?

*Jonas thinks the risk is probably not very high, but he is worried about this becoming a habit and compromising quality at MRDE.*

#### 4. Building Trust through Excellence

→ Is this the best quality work I can deliver?

*He admits that cutting corners undermines the excellence MRDE strives for.*

#### 5. Respecting our Employees, Stakeholders & our Environment

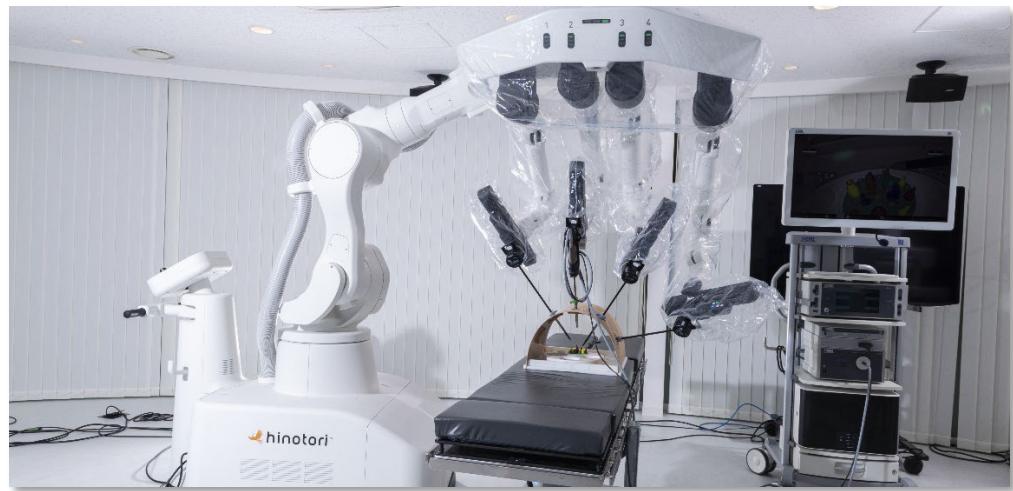
→ Does this decision show respect for others involved?

*Jonas considers the potential impact on patients, colleagues, and stakeholders who rely on MRDE always following their quality and safety protocols.*

#### Outcome:

*Jonas decides to run the full test and informs his manager about the delay. Together, they prioritize safety and transparency over speed, reinforcing MRDE's values.*





## 2 How do we Conduct our Business?

### 2.1 Our Duty as Medicaroid Europe Employees

We are responsible for knowing and following the laws, regulations, and internal policies relevant to our roles. This includes understanding the internal governance frameworks that guide our activities and ensuring our actions reflect MRDE's commitment to integrity, quality, and innovation.

### 2.2 Development, Approval, Manufacture, Sales & Marketing of Medical Technologies and Services

We are dedicated to offering products and services of cutting-edge quality, safety, and ethical integrity. Every interaction—with healthcare professionals, stakeholders, and patients—is an opportunity to demonstrate our commitment to excellence, integrity, and thoughtful innovation.

We ensure that:

- **All applicable laws and regulations** are followed across our operations, including:
  - Quality and regulatory standards
  - Marketing authorizations and interactions with regulators and government officials

- Truthful, non-misleading promotional materials aligned with regulatory requirements
- Compliance with import/export laws, trade sanctions, and country-specific regulations
- Product vigilance proactive reporting of product safety and quality
- **Research & Development** activities uphold or exceed ethical and scientific standards.
- **Employees receive appropriate guidance and support** for their roles and responsibilities.
- **Clinical trials** are conducted in full compliance with privacy laws and confidentiality standards to protect individual data.

### 2.3 Anti-Corruption and Anti-Bribery Laws

As we engage with healthcare professionals (HCPs), healthcare organizations (HCOs), and government officials (GOs), we must recognize the heightened risk of corruption in healthcare systems. These interactions—whether scientific, educational, promotional, or regulatory—require careful consideration and strict adherence to ethical standards.

We take a firm stance against corruption and bribery. To protect ourselves, our patients and our stakeholders, we comply with all



applicable international and local anti-corruption laws, industry codes, and regulations. These rules ensure fair practices and a level playing field, ultimately benefiting patients, healthcare providers, and society.

We commit to:

- Ensuring all interactions are free from undue influence or the appearance of impropriety.
- Providing fair market value for any transfer of value, supported by a legitimate business justification and proper documentation.
- Treating all decision-makers, stakeholders, and partners with fairness and respect—just as we expect to be treated.

Detailed guidance is available in the MRDE Healthcare Compliance Guide. When in doubt, consult Healthcare Compliance for support.

These principles apply not only to us but also to any third party acting on our behalf. We do not engage with third-parties who do not share our commitment to ethical business practices and anti-corruption.

## **Dilemma Scenario: Hospitality or Improper Influence?**

### **Situation:**

*Elena, a Training & Education Manager at MRDE Europe, is organizing a training event for healthcare professionals on the safe use of our robotic assisted surgery system. One of the invited HCPs, a key decision-maker at a major hospital, suggests that MRDE cover his travel and accommodation at a luxury hotel, even though the event is local and he could easily commute.*

*He hints that attending the event—would be “much more comfortable” if his preferences are accommodated.*

*Elena feels conflicted. She wants the event to be successful and values the HCP’s influence, but she’s unsure whether this request crosses a line.*

### **What should Elena consider?**

*She reflects on MRDE’s anti-corruption principles:*

- ***Is there undue influence or the appearance of impropriety?***  
*Yes. Covering luxury accommodations for a local attendee could be seen as an attempt to sway a purchasing decision.*
- ***Is there a legitimate business justification and fair market value?***  
*No. The request exceeds what is reasonable or necessary for participation.*
- ***Would this be acceptable under local laws, industry codes, and MRDE’s policies?***



*Unlikely. It risks violating anti-bribery laws and industry standards.*

**Outcome:**

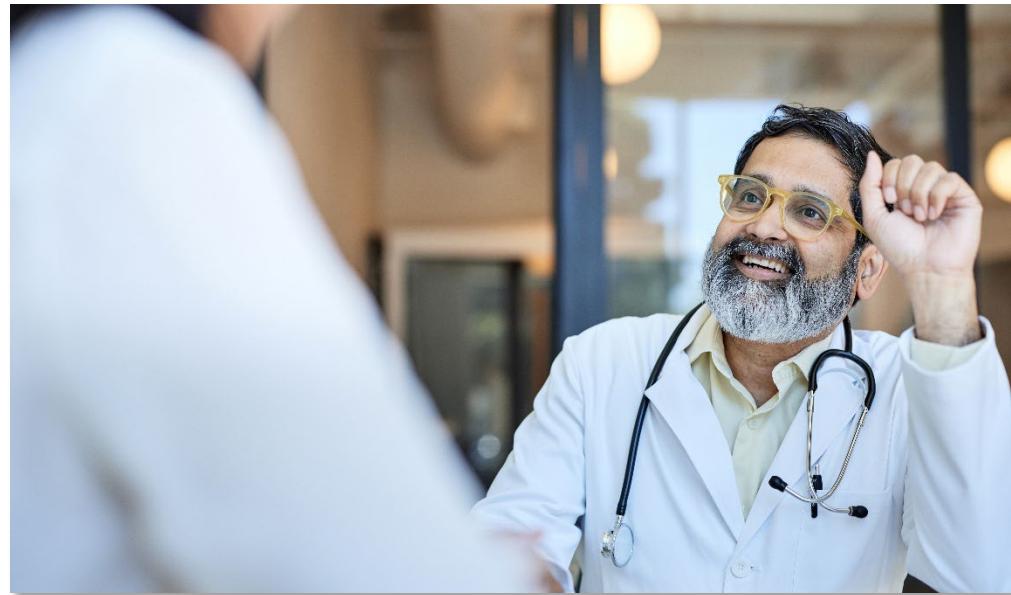
*Elena consults Healthcare Compliance (HCC) before responding. With their guidance, she politely declines the request and offers standard accommodation. She documents the interaction and ensures all arrangements remain compliant and transparent.*

## 2.4 Antitrust and Fair Competition

We compete fairly, legally, and respectfully in the market. Antitrust and competition laws protect patients, healthcare systems, and taxpayers by preventing unfair practices such as price fixing and abuse of market power.

We must never deceive, coerce, manipulate, or misuse privileged information to gain an unfair advantage. Even passive participation in discussions about price fixing or other anti-competitive behavior can be considered a violation.

It is our duty to comply fully with these laws and treat all third parties with fairness and integrity. Any agreement with a competitor must be lawful, transparent, and free from any misuse of influence or position.



**✓ Do's**

- **Compete fairly and legally in all markets.**
- **Comply fully with antitrust and competition laws.**
- **Treat third parties with integrity and fairness.**
- **Ensure all agreements with competitors are lawful, transparent, and free from misuse of influence.**
- **Report any suspicious or potentially anti-competitive behavior to Compliance.**

## **Don'ts**

- **Don't deceive, coerce, or manipulate others to gain an unfair advantage.**
- **Don't misuse privileged information for competitive gain.**
- **Don't participate—actively or passively—in discussions about price fixing or other anti-competitive practices.**
- **Don't abuse market power or engage in unfair business tactics.**

## 2.5 Global Trade Compliance: Anti-Boycott and Trade Sanctions Laws

As we expand our business across borders, we are subject to diverse trade laws, sanctions, and restrictions that affect how we import and export products. In a dynamic geopolitical environment, it is our collective responsibility to respect all applicable trade regulations and ensure full compliance with international and local laws.

## 2.6 Human Rights

We respect and promote human rights in every aspect of our business—from development and manufacturing to the sale and use of our products.

We follow the [United Nations Guiding Principles of Business and Human Rights](#) and design our processes to ensure these standards are upheld throughout our operations.

MRDE strictly prohibits child labor and any form of inhumane working conditions across its operations and supply chain. We are committed to upholding human rights, ensuring safe and dignified working environments, and partnering only with those who share our ethical standards.

## 2.7 Political Activity

Any political activity involving MRDE, including interactions with government officials, must comply with all local laws and regulations and be coordinated with Healthcare Compliance and company management.

We respect each employee's right to engage in personal political activity. Such activity must be conducted outside of work hours, at the employee's own expense, and must not impair the employee's judgement and decision-making regarding actual or potential conflicts of interest.

If you plan to engage in political activity that could present a conflict of interest, please consult with Human Resources or Healthcare Compliance for guidance.



## 2.8 Public Procurement

As MRDE is engaging with public bodies such as public hospitals, all local laws governing activities with such public actors need to be carefully analysed and considered in order to guarantee full compliance with said regulations. There must be no inappropriate influence on decision makers, nor must there be any improper value offered to any such decision makers of public bodies.

Tender processes and all other contractual agreements to provide our products to public bodies therefore need to be in compliance with local legislation and public procurement rules.

## 2.9 Fair Purchasing

We treat all vendors, suppliers, and service providers with fairness and impartiality. Sustainable and trusted relationships are built on transparency, respect, and ensuring fair market value for all products and services we procure.

Any MRDE employee involved in procurement and facing a potential conflict of interest, must disclose it so that appropriate measures can be taken to manage the risk and uphold the integrity of our purchasing decisions.

## 2.10 Sustainability and Environmental Responsibilities

We recognize that human health depends on a healthy ecosystem. That's why we are committed to respecting the communities and environments we operate in, conserving natural resources, reducing waste, and promoting reuse and recycling.

Environmental risks must be considered in all business decisions, with appropriate measures taken to mitigate them. We continuously strive to improve the sustainability of our operations and reduce our environmental footprint.

## 2.11 Animal Welfare

We are committed to the ethical and humane treatment of animals used in medical research and surgical training. Whenever possible, we advocate for non-animal alternatives. When such alternatives are not feasible, we pledge to meet or exceed all applicable standards and regulations for animal care.

## 2.12 Privacy

We collect, store, and process personal data as part of our business activities. This may include contact details, birth dates,

financial information, and medical data related to employees, business partners, healthcare providers, patients, and others.

All personal data is handled in full compliance with applicable privacy laws, especially the General Data Protection Regulation (GDPR). Our practices follow the seven core principles of GDPR:

- Lawful, fair, and transparent processing
- Collection for specific, legitimate purposes
- Data minimization—only what is necessary
- Accuracy and timely updates
- Limited retention—only as long as needed
- Secure processing and protection against unauthorized access, loss, or damage
- Accountability—ability to demonstrate compliance to GDPR

For more details, we refer to our data protection guideline.

Third parties working with MRDE are contractually required to protect personal data and meet all relevant privacy and security standards.

### Do's

- **Collect data only for a specific, legitimate purpose**  
→ Always know why you're collecting personal data and ensure it's necessary.
- **Obtain proper consent when required**  
→ Make sure individuals understand what data is being collected and how it will be used.
- **Limit data collection to what is strictly necessary**  
→ Avoid gathering excessive or irrelevant information.
- **Keep personal data accurate and up to date**  
→ Regularly review and correct outdated or incorrect records.
- **Store data securely**  
→ Use password protection, encryption, and access controls to prevent unauthorized access.
- **Report any data breaches or suspicious activity immediately**  
→ Notify Healthcare Compliance or IT Security without delay.
- **Ensure third parties comply with privacy standards**  
→ Work only with vendors who meet MRDE's privacy and security requirements.

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## ✖ **Don'ts**

- **Don't collect personal data "just in case"**  
→ If you don't have a clear, lawful reason, don't collect it.
- **Don't share personal data without authorization**  
→ Always verify that sharing is permitted and necessary.
- **Don't leave sensitive data unattended or unsecured**  
→ Avoid storing personal data on unprotected devices or in public areas.
- **Don't use personal data for purposes beyond what was originally intended**  
→ Stick to the scope of consent and business need.
- **Don't ignore privacy concerns raised by colleagues or partners**  
→ Take all concerns seriously and escalate when needed.
- **Don't assume GDPR doesn't apply outside the EU**  
→ MRDE applies high privacy standards globally, regardless of location.

## 3 Fair Treatment of Employees

### 3.1 Engaging our Workforce

We foster an inclusive and diverse environment where everyone can thrive and bring their best selves to work. Every employee deserves to be treated with respect, appreciation, and dignity.

By genuinely caring for our people—supporting their health, safety, and well-being, and encouraging continuous learning—we lay the foundation for a motivated and engaged workforce that consistently delivers with excellence.

### 3.2 Non-Discrimination and Preventing Harassment and Bullying

We are committed to fair treatment, equal opportunity, and respect for all. We value diverse backgrounds, experiences, and perspectives, and foster a culture that encourages inclusion and welcomes new ideas.

Employees with disabilities are provided reasonable access and accommodations at MRDE facilities.

We do not tolerate discrimination or harassment based on age, religion, gender (including pregnancy and related conditions), political orientation, marital status, race, ethnicity, sexual



orientation, gender identity, national origin, union membership, or activity. Bullying and harassment are strictly prohibited.

These principles apply to all interactions—internal and external—where we represent MRDE.

If you feel harassed or witness inappropriate behavior, speak with your manager or Human Resources. You may also report concerns anonymously via our [internal reporting form](#).

All reports will be handled confidentially to the extent possible, and appropriate preventive or disciplinary action will be taken.



#### **Employee Action Points – Non-Discrimination & Harassment Prevention**

- **Treat everyone fairly and respectfully, regardless of background or identity.**
- **Support inclusion** by valuing diverse perspectives and encouraging open dialogue.
- **Ensure reasonable accommodations** are provided for colleagues with disabilities.
- **Do not engage in or tolerate discrimination, harassment, or bullying of any kind.**
- **Apply these principles in all professional interactions, both inside and outside the company.**
- **Speak up** if you experience or witness harassment or inappropriate behavior.
- **Report concerns** to your manager, HR, or anonymously via the internal reporting form.
- **Trust that all reports will be handled confidentially, and appropriate action will be taken.**

### 3.3 Safe and Healthy Work Environment

We are committed to providing a safe and healthy workplace for everyone accessing MRDE facilities.

Each of us is responsible for:

- Reporting accidents, incidents, or unsafe conditions to a supervisor or the designated facility host
- Complying with all health and safety standards, procedures, and applicable local laws and regulations
- Following the strictest applicable rule when multiple standards are in place

By staying vigilant and proactive, we help ensure a safe environment for all.

### 3.4 Use of Social Media and Mobile Messaging Applications

Any platform that enables digital communication, content sharing, and public commentary is considered to be social media under this Code.

We must remember that the internet is a public space, and our online behavior can reflect on MRDE. We are expected to act respectfully and responsibly, knowing that our conduct may influence how the company is perceived by the public.

Employees are welcome to publicly share authorized content. When doing so, we must disclose our relationship with MRDE to ensure transparency. Always use good judgment and be mindful of the content you create or share.

Use of mobile messaging apps, such as WhatsApp and Telegram for business purposes is prohibited.

#### **Do's**

- **Use respectful and professional language online**  
→ Your tone and content should reflect MRDE's values, even in informal settings.
- **Disclose your relationship with MRDE when sharing authorized content**  
→ Transparency builds trust and avoids confusion.
- **Share only content that has been approved or is publicly available**  
→ Stick to official communications for external use.
- **Think before you post or message**  
→ Consider how your content might be perceived by colleagues, customers, or regulators.
- **Secure your devices and accounts**  
→ Use strong passwords and avoid sharing sensitive company information via unsecured apps.
- **Report any misuse or suspicious activity involving MRDE's name or content**



→ Help protect the company's reputation and digital presence.

### ✗ **Don'ts**

- **Don't post confidential or proprietary information**  
→ This includes internal documents, patient data, or unreleased product details.
- **Don't engage in arguments, offensive comments, or controversial debates online**  
→ Even personal accounts can reflect on the company.
- **Don't use mobile messaging apps for business unless approved and secure**  
→ Stick to company-sanctioned platforms for work-related communication.
- **Respect privacy law when sharing content**  
→ Always respect GDPR and other applicable laws.
- **Don't assume deleted posts are gone forever**  
→ Online content can be archived, screenshotted, or retrieved—post with care.



## 4 Financial Integrity and Protecting our Assets

### 4.1 Accuracy of Company Records and Integrity of Business Activities

As a medical technology company, our success depends on trust—in our products, services, and how we conduct business. Financial integrity is a key part of that trust.

We ensure:

- Products and services are sold and purchased based on quality and fair pricing—not on gifts, favors, or personal relationships.



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- Sales and expenses are recorded accurately and in the correct accounting periods, following generally accepted accounting principles.
- Company funds and assets are never used for illegal purposes, including bribes or improper contributions. All spending or transfers of value towards healthcare professionals, healthcare organizations and government officials will be properly disclosed, where required.
- Records, physical and electronical, are maintained accurately, securely, and for the required retention period. False, artificial or misleading entries for any reason must not happen.

## 4.2 Use of Company Assets

We use company devices and assets—such as phones and laptops—to access the MRDE network and business information. We protect our information by setting strong passwords, never sharing them, and following IT security guidance for all downloads and software installations. We do not store company data on unapproved cloud services, as this could compromise the security and integrity of our records.

For MRDE employees, please refer to the Information security and IT use guideline.

### **Employee Action Points – Use of Company Assets**

- **Use only authorized company devices** (e.g., phones, laptops) to access MRDE systems and data.
- **Set strong, unique passwords** for all company accounts and devices.
- **Never share passwords** with anyone.
- **Follow IT security protocols** for downloading files and installing software.
- **Avoid using unapproved cloud services** to store or share company data.
- **Report any suspected security breaches** or unauthorized access immediately.

## 4.3 Intellectual Property and Confidential Business Information

We protect MRDE's intellectual property—including copyrights, patents, trademarks, research, inventions, and trade secrets—as invaluable assets. We always secure this information, avoid discussing it in public places, and store it only in authorized, secure locations. When sharing with external parties, we use approved platforms and require appropriate safeguards, such as non-disclosure agreements. Internal documents shall only be shared externally, when cleared by the respective document owners. If we suspect theft or misuse of intellectual property, we promptly report it to company management.



Intellectual property of the company needs to be protected from unauthorized individuals and all usage of intellectual property needs to be adequately secured.

#### 4.4 Use of Generative Artificial Intelligence

We recognize the potential of Generative Artificial Intelligence (GEN AI) to enhance our work and drive innovation. However, we carefully evaluate the risks, including content accuracy and data security, before using GEN AI tools. We always consult our IT and security experts for guidance and use GEN AI only when necessary, considering both data protection and our environmental responsibility. We limit usage to what is essential and remain mindful of GEN AI's energy impact, upholding our commitment to quality, careful consideration, and integrity.

#### 4.5 Respect for Trade Secrets and Confidential Information

We respect trade secrets and confidential information—ours and those of others. We only gather competitor information from public sources and never through improper means, through inducement, improper incentives, and in order to obtain an unfair advantage. We do not involve competitor employees in discussions to obtain sensitive data. All our statements to industry peers are truthful and reflect who we are and how we engage with stakeholders and competitors.



# 5 Conflicts of Interest

## 5.1 What is a Conflict of Interest and When Does it Occur?

We conduct our business ethically and transparently, handling any actual or potential conflicts of interest with care. A conflict of interest arises when personal or organizational interests—financial or otherwise—could influence, or appear to influence, our business decisions or responsibilities.

Personal conflicts occur when our objectivity is affected by personal relationships or activities. Even the appearance of a conflict can put MRDE at risk, so we always prioritize the company's interests over personal gain.

Organizational conflicts arise when MRDE's relationships or activities—such as affiliations with government entities or collaborations—could bias our actions or stakeholder relationships. We never use sensitive information to gain an unfair advantage.

Conflicts of interest may not always be obvious and can develop unintentionally. If we are unsure, we seek guidance from Human Resources or Healthcare Compliance. We report any conflict to our manager and document the respective risk mitigation with the relevant departments.

## 5.2 Gifts, Entertainment, Hospitality, Travel and Other Items of Value

We avoid conflicts of interest by keeping our relationships with suppliers, vendors, and customers honest and objective. We do not solicit or accept gifts, payments, loans, or services from customers, suppliers, or competitors. When allowed by local laws and regulations, and only in exceptional cases, modest gifts or hospitality, which do not influence our business decisions, may be accepted or given.

We respect cultural norms, such as expressions of politeness through gifts, but only when they do not conflict with local laws, regulations, or our internal policies. We adapt our responses when necessary to protect MRDE's integrity.

We use good judgment, accepting only items of nominal value and always avoiding anything excessive. If offered something beyond nominal value, we consult our manager and Healthcare Compliance.

## 5.3 Outside Business Interests

We may engage in activities outside our working hours, provided these do not interfere with our obligations to MRDE or affect our performance. We ensure that outside interests do not influence our decision-making, and we do not use company assets or time for personal activities.



## 5.4 Family Members and Close Personal Relationships

We maintain professional and objective business relationships, especially when close personal friends or family members are involved. We do not participate in hiring, supervising, or promoting family members or close friends. If a potential conflict of interest arises, we promptly disclose it to Human Resources and document appropriate risk mitigation measures.

## 5.5 Conflict of Interest Examples

### Are these conflicts of interest?

#### 1. Scenario: Hospitality

A medical affairs representative is invited by a hospital's chief surgeon to a private dinner after a product demonstration. The surgeon hints that the hospital's purchasing decision could be influenced by the company's willingness to sponsor an upcoming medical conference.

#### Analysis:

Accepting lavish hospitality or offering sponsorships that could influence purchasing decisions is a conflict of interest and may violate anti-bribery laws. Employees should politely decline and report the situation to Healthcare Compliance.

#### 2. Scenario: Family Relationships

An employee discovers that their cousin has joined the

procurement team at a hospital that is a major client. The employee is asked to participate in contract negotiations with that hospital.

#### Analysis:

Personal relationships with customer decision-makers can create a conflict of interest or the appearance of one. The employee should disclose the relationship to Compliance and recuse themselves from the negotiation process.

#### 3. Scenario: Outside Employment

A product manager is approached by a competitor to provide consulting services on weekends. The manager believes this will not interfere with their current job.

#### Analysis:

Working for a competitor, even outside regular hours, creates a direct conflict of interest and risks confidential information being shared. Employees must not engage in outside employment with competitors.