

WOM Supplier Code of Conduct

Conduct guidelines for suppliers

Preamble

W.O.M. WORLD OF MEDICINE GmbH (WOM) is a pioneer and global leader in the field of minimally invasive surgery. As a medical device company with an international focus, we have been developing and producing innovative products that make surgeries as easy on patients as possible for over 40 years.

How WOM is perceived by the public, customers, and business partners is characterized by the appearance, actions, and behavior of each one of us. Each participant is co-responsible for meeting our social responsibilities and achieving our corporate objectives, while high ethical and legal standards are the basis for our strategic considerations as well as our daily business activities.

The WOM Code of Conduct for Suppliers is based on the principles of internationally recognized standards of responsible corporate management. These include, for example, the Global Compact of the United Nations (UN), the Guidelines for Multinational Enterprises issued by the Organization for Economic Cooperation and Development (OECD), as well as the labor and social standards of the International Labour Organization (ILO). This commitment also must find expression in the relations we maintain with business partners.



Dr. Clemens Scholz
CEO



WOM

A Novanta Company

WOM Supplier Code of Conduct

Conduct guidelines for suppliers

1. Application Scope

This code of conduct applies to all locations and business units of our suppliers. The code applies also to other business partners of WOM. As defined by this code of conduct, business partners from whom we expect compliance with our standards laid down herein are all third parties active for, on behalf of, or together with WOM. These include, among others, distributors, consultants, agents, subcontractors, minority partners, trade representatives, and freelancers. The suppliers and business partners (hereinafter only suppliers are mentioned without the content being limited to suppliers together with their subcontractors/business partners) are requested to agree to this Supplier Code of Conduct or an adequate convention as well and to support compliance by their subcontractors/business partners with the best efforts possible.

Regulations and Laws

Our suppliers comply with applicable regulations and laws of the countries in which they are active. Compliance with the relevant legal regulations by our suppliers is the foundation for a long-term and trusting cooperation. Therefore, suppliers agree to obtain knowledge about all laws relevant for their company and its business activities and all regulations and other official rules and guidelines of the countries in which the suppliers operate, and agree to ensure full and permanent compliance.

Communication

Any company that is subject to this code is responsible to communicate its requirements to all its employees and suppliers. Especially vulnerable groups (e.g., children and young people) will receive special attention.

2. Supplier Conduct toward Employees

We believe lawful and non-discriminatory conduct toward employees is essential for their motivation and satisfaction and thus for a permanently high quality of performance and service. We and the suppliers are convinced that the observance of minimum standards is here essential. The suppliers prove their commitment through compliance with the following requirements:

a. Non-discrimination/equal opportunities

All employees are treated strictly according to their skills and qualifications concerning all employment-based decisions including - but not limited to - hiring and promotion, remuneration, fringe benefits, training, dismissals, and terminations.

b. Harassment

The suppliers create work environments that are characterized by openness and mutual respect for all employees. The employees are not exposed to any physical punishment or any other physical, sexual, psychological or verbal harassment or abuse.

c. Working time

Unless the national rules specify lower maximum working times, and except in extraordinary business circumstances, employees of the suppliers are not required to regularly work more than 48 hours in a given standard work week or a total weekly working number of hours of more than 60 hours (including overtime). Employees are granted the equivalent of at least one (1) day off for every seven (7) days worked.



WOM

A Novanta Company

WOM Supplier Code of Conduct

Conduct guidelines for suppliers

d. Remuneration

Remuneration, including wages, overtime, and fringe benefits, is made in the amount set forth in the applicable regulations and laws or higher. The remuneration for full-time employment must be sufficient to meet the basic needs of the employee. The suppliers agree to always stay sufficiently informed about the applicable legal regulations and to ensure the paid remuneration is equivalent to at least these requirements and in particular to observe the laws on minimum wages.

e. Occupational safety and health

To avoid accidents and personal injury, the suppliers in their capacity as employers provide safe and healthy working conditions, as well as, where appropriate, secure residential accommodations corresponding to the respectively applicable health and safety rules and regulations, which comply with the applicable legal provisions as minimum criteria.

f. Freedom of association and right for collective bargaining

The suppliers as employers recognize and respect the legal right of their employees concerning the freedom of association and the right for collective bargaining.

3. Forced Labor

Any form of forced labor, including forced labor in prisons and debt bondage, may not be used under any circumstance.

4. Child Labor

Child labor is not used under any circumstance. Unless local laws do not specify higher age limits, no person of school-age or younger than 15 years may be employed (subject to the exemption rules of the ILO Convention 138). Employees under 18 years of age may not be used for hazardous ac-

tivities and may be excluded from night work, taking into account their training requirements.

5. Environmental Protection

Environmental protection and conservation of ecological resources are important concerns for us. We constantly improve the eco-friendly and energy-saving production of our products and handle natural resources responsibly. Certification according to DIN EN ISO 14001 since 2008 confirms the activities of WOM in this area. This must include the production at the locations of the suppliers. The suppliers comply with all environment-related regulations relevant to their operation and keep environmental burdens as low as possible in the course of the business activities. The goal is a certification of our suppliers according to DIN ISO 14001.

6. Proper Business Practices and Integrity

Suppliers base their actions on universal ethical values and principles, in particular integrity, lawfulness and respect for human dignity, openness, and non-discrimination of religion, belief, gender, and ethnicity. Suppliers promote in a suitable and appropriate manner transparency, integrity, and responsible management and control in the company.

a. Bribery and corruption

Suppliers will refrain from any form of corruption and bribery, especially offering, promising, or granting of an advantage to ensure an action or outcome contrary to rules and regulations, especially payments to obtain illegal advantages, as well as the request and acceptance of gifts to ensure an action or outcome contrary to rules and regulations.

b. Country of origin/Conflict minerals

WOM takes its responsibility in global trade very seriously.



WOM Supplier Code of Conduct

Conduct guidelines for suppliers

The suppliers assure WOM that the supplied materials or products contain no conflict minerals. This is done on the basis of the Global Compact of the United Nations (www.unglobalcompact.org) and the established principles of the US Congress (Dodd-Frank Act). The Dodd-Frank Act interprets the term „conflict minerals“ as the raw materials tantalum, tin, gold, and tungsten, if the mining, production, and trade with these raw materials is used for the financing or other support of armed groups in the DR of the Congo or neighboring countries (Angola, Burundi, Republic of Congo, Rwanda, Zambia, Sudan, Tanzania, Uganda, Central African Republic). We work closely with the supply chain to avoid supporting suppliers from conflict areas.

c. Fair competition and purchasing

Regulations to ensure fair competition are an essential element of a free market economy. Almost all countries have laws for this purpose.

This involves in particular:

The prohibition of agreements among competitors about prices, division of territories, production quantities, or other parameters relevant for competition, forbidden binding pricing of distribution partners, the prohibition of abuse of a dominant market position, and control of company mergers to prevent the emergence of dominant market positions. Of particular relevance are collusions between market participants, which aim at restricting competition, an action prohibited in almost all jurisdictions. Already informal talks, informal gentlemen agreements, or even concerted practices are prohibited, if these are to coordinate, agree, or implement a measure or action restricting competition. Already the appearance of the aforementioned must be avoided. In talks with competitors, no confidential information about prices and upcoming price changes or customer and supplier relations may be exchanged. Exceptions apply if information is exchanged within a specific project, such

as a planned acquisition or creation of a joint venture, after a confidentiality and competitive conduct agreement has been concluded.

d. Protection of intellectual property

Our business partners and suppliers respect and protect intellectual property of any kind. All products of intellectual work are called intellectual property regardless of its commercial value. These include, among others, literary works, music, movies, television programs, graphic works, and software. Intellectual property is protected by law (e.g., by copyright, trademark, design or patent rights) as a trade secret or business know-how. The distribution or exhibition of copyrighted works without permission and the unauthorized reproduction or distribution of copies of intellectual property are considered infringement of protected intellectual property, regardless whether this is done in physical or digital form. Protection of intellectual property is for WOM as an OEM of key importance and is therefore also expected from our business partners and suppliers.

e. Confidentiality obligations/IT security

In everyday business, IT systems and data processing are used regularly. Here, suitable security precautions (passwords, approved technologies, and licensed software) are required, which ensure the protection of intellectual property and personal data. The disregard for necessary security measures can have serious consequences such as loss of data, theft of personal data, or violation of copyright law. Since digital information spreads quickly, can be copied readily, and is virtually indestructible, we will consider very carefully the contents of e-mails, attachments, downloaded files, and stored voice messages. WOM agrees to use IT systems for business activities. The protection and safeguarding of their IT systems is expected from our suppliers as well.



WOM

A Novanta Company

WOM Supplier Code of Conduct

Conduct guidelines for suppliers

f. Privacy policy/Data protection

The responsible handling of personal data as well as compliance with the applicable national and international data protection regulations is matter of course for WOM and is expected from our suppliers as well. Personal data is only collected, stored, or processed insofar as this is legally permissible. These tasks are always subject to the necessary data protection and privacy measures, as well as in full respect of the rights of those concerned.

g. Support for terror and war/money laundering

WOM is committed to preventing and fighting the financing of terrorism and terroristic activities and money laundering. We carry out only transactions in which our partners have been properly identified. In order to prevent participation in transactions for money laundering, we require all employees to analyze the underlying transactions behind our activities and transactions critically and document any suspicions and report them accordingly. We expect the same care from our business partners and suppliers.

h. Conflicts of interest

In our daily business, we may face situations in which the company's interests are contrary to the personal interests of our employees. A conflict of interest can make it difficult to come to an impartial decision that is in the best interest of the company. Employees of WOM who are affected by a potential or actual conflict of interest are obliged to quickly inform their supervisors or management of this to bring about a quick clarification. WOM expects the same approach from suppliers and their employees.

i. Government as customer and dealing with authorities

Business relations with public authorities often are subject to very strict requirements. In dealing with governments and authorities, we always act sincerely and transparently and in compliance with applicable law. This applies, for example, to contacts with authorities in the daily business

(obtaining licenses, permits, or contracts), to political advocacy or governmental request (request for information, governmental investigations, proceedings). We expect the same approach from our business partners and suppliers.

j. Export control

As a globally operating company, WOM is active in numerous countries around the world with production sites and sales offices worldwide. Cross-border trade in accordance with applicable law is therefore a matter of course for WOM. Here, WOM adheres to all export control and customs regulations that apply in the countries of operations.

7. Operational Continuity

Suppliers must be prepared for operational disruptions of any kind (e.g., natural disasters, terrorism, computer viruses, illnesses, pandemics, infectious diseases), and especially prepare disaster plans to protect both their employees and the environment, to the extent possible, against the effects of possible disasters that arise in the domain of operations.

8. Product Safety

The safety and reliability of our products determine our success. In particular, our ability to innovate and our speed of innovation make huge demands on all employees who are responsible for product safety and quality management. Product safety begins with the development, accompanies the procurement and production process, and is an essential aspect in the production of our products at the customer and with service. The suppliers observe all applicable product safety legislation and standards, in particular standards of safety, labeling and packaging of products, and the use of hazardous substances and hazardous materials. The experiences of customers of the suppliers must be collected and taken into account to facilitate the safe handling and optimum use of the product.



WOM

A Novanta Company

WOM Supplier Code of Conduct

Conduct guidelines for suppliers

9. Conclusion

The WOM Supplier Code of Conduct is part of all contractual arrangements with WOM suppliers and business partners as outlined by I. of this code. In case of suspected breach of or noncompliance with the Supplier Code of Conduct, the supplier and business partner supports WOM in the elucidation of the facts. In case of breach of or noncompliance with the Supplier Code of Conduct, WOM reserves the right for an appropriate response, which depends on the gravity of the offense. These include in particular, but not exclusively, the request for immediate remedy of the breach or noncompliance, the claim for damages, or termination of the contract. In the event of a serious breach of or noncompliance with the WOM Supplier Code of Conduct, WOM reserves the right to extraordinary termination of the contract.

10. Contacts

The Purchasing Team, the Legal Department and the Compliance Officer are available in resolving issues and in cases of doubt.



WOM

A Novanta Company