CODE OF CONDUCT AND ETHICS OF THE ASOCIACIÓN GREMIAL DE DISPOSITIVOS MÉDICOS DE CHILE A.G. (CHILEAN TRADE ASSOCIATION OF MEDICAL DEVICES)
(ADIMECH A.G.)
PREAMBLE

ARTICLE ONE: PURPOSE AND SCOPE.

1.1. Introduction.

The ASOCIACIÓN GREMIAL DE DISPOSITIVOS MÉDICOS DE CHILE A.G., (“ADIMECH”) is a trade association that brings together innovative companies that manufacture, import and market medical devices in Chile. The purpose of this trade association is to promote the development, innovation, efficiency and competitiveness in the industry related to the manufacturing, import and marketing of medical devices including, among others, equipment, products, materials and supplies for medical, hospital and clinical use.

Innovation, access, quality and security, as well as ethics and transparency, are the strategic pillars of ADIMECH. Thus, it is essential to have a code of conduct advocating for and promoting ethical and transparent interactions between each of the member companies of this trade association (the “Companies”) and the “Healthcare Professionals”, understood as such persons or entities related to the provision of health services or to the delivery of products to patients, whether by purchasing, leasing, recommending, using, promoting, coordinating the procurement, purchasing or leasing of, or prescribing medical devices.

With this objective in mind, this document regulates the interactions between each Company (individually considered) and Healthcare Professionals. Thus, by virtue of this Code of Conduct, the Companies undertake to meet the highest standards of ethics and transparency in their interactions with Healthcare Professionals, and to strictly abide by the different legal and regulatory provisions applicable thereto.

Finally, when applying this Code of Conduct, as in any other area related to the interactions between each of the Companies and Healthcare Professionals, the former will take special care to strictly complying with antitrust regulations. In this sense, it is noted that, although this Code does not regulate interactions between the Companies, by subscribing to it they agree to take all necessary precautions so that under no circumstances may their interactions with Healthcare Professionals imply the transfer of commercially sensitive information between competitors, whether these be healthcare professionals, hospitals and clinics, and/or the Companies themselves.

Likewise, and bearing in mind that an ethical and transparent interaction improves and allows for a safe and effective access by patients to medical technologies, fostering innovation and the continuing development of new medical technologies, the Companies encourage Healthcare Professionals, healthcare institutions, government officials and
others working or interacting with the Companies to respect these principles and adhere to this Code of Conduct and Ethics (the “Code”).

1.2. Principles.

The principles ruling the relations between one Company and Healthcare Professionals are the following:

(i) Integrity: Meaning that all parties shall be treated honestly, honorably and fairly, demanding an ethical, dignified and respectful conduct in all spheres of action.

(ii) Independence: Meaning that interactions with Healthcare Professionals and other stakeholders shall not deviate medical decision-making, ensuring that any decisions made shall be done in the best interest of patients and respecting the autonomy of all parties involved.

(iii) Legitimate intention: Meaning that all undertakings are done for correct and legitimate reasons, strictly abiding by the law and the spirit and values of these principles.

(iv) Responsibility: Meaning the willingness of the Companies to be responsible for their actions and interactions with all interested parties, always considering that their focus is on healthcare and tending toward the real benefit of the patient.

ARTICLE TWO: COMPLIANCE WITH THIS CODE OF CONDUCT AND ETHICS.

2.1. Addressees.

This Code is addressed to all persons working in the Companies, regardless of their position or labor situation, as well as to all ADIMECH employees, in their interactions with Healthcare Professionals.

The Companies shall be responsible for respecting and complying with, and for making their respective addressees respect and comply with, the provisions of this Code, as well as to know and apply them in their daily functions, disseminating them to the external actors with whom they relate.
2.2. Ethics Committee.

ADIMECH’s Ethics Committee (the “Committee”) shall be the body in charge of safeguarding the implementation of the Code and shall serve as consultative body for members.

The Committee shall meet once a year for the purpose of updating, modifying and/or revising the Code as part of the process of permanent improvement.

It shall also meet whenever a member of ADIMECH summons it or when there is a situation that warrants the review and analysis by the Committee. The Committee’s decision shall be communicated to the Board of ADIMECH in order for it to, pursuant to the bylaws, adopt the corresponding measure or measures.

For purposes of this Code, the Companies shall abide by and comply with the following criteria:

(i) They shall fully adhere to, comply with and respect each and every one of the provisions of the Code.

(ii) Senior and upper management and/or the directive body of each Company shall ensure compliance therewith.

(iii) Each Company shall appoint a senior executive responsible for supervising compliance with the Code in such Company.

(iv) ADIMECH’s members shall develop and/or adopt policies, guidelines and practical, useful and significant tools in keeping with the Code.

(v) They shall provide permanent training to their employees concerning the Code, with ADIMECH’s assistance.

(vi) They shall have the internal control and audit mechanisms aimed at ensuring the implementation and fulfillment of the Code, in addition to secure procedures allowing their employee’s to present concerns, encouraging this to take place.
ARTICLE THREE: EDUCATION AND TRAINING ON PRODUCTS AND MEDICAL TECHNOLOGIES CARRIED OUT BY THE COMPANY(IES)

In order to guarantee the proper development, evolution and use of medical devices, while ensuring the patient's safety and greater access to new technologies, the interaction between the Companies and Healthcare Professionals is essential, in order for the latter to improve and acquire the necessary knowledge to that end.

In this context, the Companies are committed to education and training on the safe, proper and effective use of their products, therefore they shall make efforts to educate and train Healthcare Professionals in the use of available products and medical technologies, including the delivery of complete and balanced information concerning the risks and benefits of their products and/or the use of medical technologies. In this regard, the Companies agree to comply with the following principles when offering and performing education and training programs for Healthcare Professionals.

(i) Programs and events shall take place in adequate and suitable venues for the effective communication of the information. These venues may include medical, training, conference or other centers, such as hotels or other facilities commercially available to hold meetings. In the case of practical training programs, training personnel shall be properly prepared and have the adequate expertise to execute the program.

(ii) To the extent there are objective reasons justifying the need to travel outside the ordinary place business in order to participate in an educational and/or practical training program, Companies may pay moderate and reasonable travel and accommodation expenses for Healthcare Professionals attending these programs. Companies shall not pay for meals, snacks, travel or other expenses of Healthcare Professionals’ guests or of any other person who does not have a direct and legitimate professional interest in the information being provided.

(iii) Companies shall document the educational and training purposes of the programs and events they carry out, and they shall also set forth criteria and standards for the selection of the Healthcare Professionals to be invited to such programs and events. Attendees may not receive any type of payments, gifts or compensation for their attendance.
ARTICLE FOUR: SUPPORT FOR ATTENDING EDUCATIONAL CONFERENCES ORGANIZED BY THIRD PARTIES.

Medical-scientific conferences foster knowledge and innovation, strengthening the training and education of Healthcare Professionals. These conferences are, in general, sponsored by trade associations, medical societies and/or renown providers of permanent medical/scientific education.

The Companies shall develop objective, reasonable and transparent decision-making criteria concerning the granting of support for these activities, in order to ensure that the programs are strictly educational, provided by independent entities, and that the financial support is not an incentive to purchase, recommend or prescribe a treatment or technology in particular. The fact of attending an educational event shall be understood only as the means for obtaining useful and valuable information and knowledge that may contribute with improving treating patients and the exercise of clinical practice.

The Companies may support these conferences in different manners:

(i) **Subsidies for the conference.** The Companies may offer subsidies or grants to the organizer of a conference or to an independent institution to enable the attendance of Healthcare Professionals and/or students of healthcare related carriers who are part of that institution.

Subsidies or grants shall only be given to independent organizations (with no ownership ties with one or more of the Companies) that have a genuine educational purpose, and also a reliable and proven reputation.

Invitations to the sponsored events and conferences must be given by the institution receiving the subsidy or grant and not by the Companies, and the former shall also decide which Healthcare Professionals and/or students, members thereof, shall be invited to attend the conference.

The Companies may not directly or personally support Healthcare Professionals in order for them to attend conferences, courses or other similar activities.

(ii) **Meals and snacks.** The Companies may provide funds to the organizer of the conference for the latter to supply meals and snacks to the attendees. Also, the same Companies may offer meals and snacks to the attending Healthcare Professionals, to the extent such meals and snacks are provided to all attendees, and in accordance with the criteria set forth by the conference’s organizer and by the entity validating the educational activity (if applicable).
All meals and snacks shall be of a reasonable and modest cost, and their time and form of delivery shall depend on the purpose of the conference.

(iii) **Publicity and demonstrations.** The Companies may purchase publicity, rent stands for their demonstrations and promote their products in the venue of the event, during the days on which the conference takes place and pursuant to the organizers’ standards and criteria.

All support shall be documented in a contract stating the purpose of the conference, the activities included therein, the type of support offered, and the criteria used in deciding to grant the support.

**ARTICLE FIVE: PROMOTIONAL, SALES AND OTHER COMMERCIAL MEETINGS.**

The Companies may hold sales, promotional and other commercial meetings with Healthcare Professionals to discuss, for example, the features of their products or technologies, sales conditions or other matters of a contractual nature.

It is considered appropriate to pay reasonable travel expenses of those who attend, when necessary, as well as to provide occasional and modest meals and snacks concerning such meetings. It is not allowed to pay for meals, snacks, travel or accommodation for guests of the healthcare professionals or of any other person who does not have a direct and legitimate interest in the meeting.

**ARTICLE SIX: CONSULTING SERVICES WITH HEALTHCARE PROFESSIONALS.**

In their consulting agreements entered into by any of the Companies with Healthcare Professionals, Companies shall respect the principle of good faith and the principles stated below:

(i) The agreements on consulting services shall respond to the legitimate interests or needs of the Company.

(ii) The consultant’s selection criteria shall be based on his or her qualified and documented competence, which shall be consistent with the retained services. The choice of the consultant must be independent from the Company’s sales area, which may propose but not influence nor decide on the choice of the consultant, avoiding at all times incurring in situations that could create a conflict of interest. Companies shall guarantee the implementation of these processes and controls.
(iii) All consulting agreements shall be formalized in writing, detailing the retained services, method and terms of payment.

(iv) The consultant shall expressly state in the consulting agreement that he/she has no conflicts of interest.

(v) Companies may include in their consulting agreements provisions concerning the reimbursement of expenses incurred during the provisions of the services such as transportation, meals and accommodation, which shall in all events meet the reasonability and austerity criteria set forth in this Code.

(vi) Any type of hospitality such as meals, coffee, snacks or others, provided in connection with an activity including the presence of consultants, shall be modest and occasional, and directly related to the agenda or main purpose of the meeting. No entertainment or recreational activities for those attending these types of activities shall be allowed.

(vii) The place where the meeting with a consultant will take place shall be suitable and favorable for the exchange of scientific and/or commercial information, with adequate infrastructure to that end (auditoriums, conference centers, meeting rooms, educational centers, etc.). Hotels or other facilities may be included to the extent they comply with these requirements.

(viii) No payments for services shall be made without due receipt of the performance documentation or evidence that the hired services have been duly rendered, as agreed.

(ix) Consulting agreements involving the development of intellectual property shall be subject to the applicable legal regulations, and also to the aforementioned principles. Payments that must be made to the Healthcare Professional as compensation for the services rendered shall be fixed on the basis of factors that allow to maintain objectivity in the medical decision-making process and prevent the possibility of a conflict of interest.

**ARTICLE SEVEN: PROHIBITION TO ORGANIZE ENTERTAINMENT AND RECREATIONAL ACTIVITIES.**

All commercial interactions with Healthcare Professionals shall be of a professional nature and the purpose thereof shall be to enable the exchange of scientific or medical information that benefits patient care and treatment. The Companies shall not organize
entertainment or recreational activities, nor provide funds for or pay such type of activities, regardless of the commercial value thereof, or if they have a secondary nature in relation to the purpose of education or exchange of scientific or medical information.

ARTICLE EIGHT: MODEST MEALS ASSOCIATED WITH HEALTHCARE PROFESSIONALS.

Interactions between a Company and Healthcare Professionals may be carried out on the occasion of a breakfast, lunch or dinner. However, breakfasts, lunches and dinners shall be modest, and meet the following requirements, in addition to the other principles set forth in this Code:

(i) The place where the breakfast, lunch or dinner occur shall be suitable to allow scientific, educational or commercial debate. They may only take place in the Healthcare Professional's commercial address to the extent it is appropriate to carry out the meeting and there are reasons that justify meeting in such place.

(ii) The breakfast, lunch or dinner shall: (a) have a secondary role with respect to the presentation of scientific, educational or commercial information; (b) take place in a manner that favors the presentation of such information; and (c) not be part of an entertainment or recreational activity.

(iii) The Company may only offer a breakfast, lunch or dinner to such healthcare professionals that actually and necessarily must attend the meeting. A representative of the Company shall always be present. Guests of Healthcare Professionals or any person who does not have a direct professional interest in the information to be shared in the meeting cannot attend the meeting.

ARTICLE NINE: PROHIBITION TO PROVIDE GIFTS.

Occasionally, a Company may give healthcare professionals articles that fulfill an educational purpose, of a modest nature and whose market value does not exceed the equivalent in pesos of US$200. Offering articles that may be used by the Healthcare Professionals (or third parties) for non-educational purposes or for purposes not related to patients (for example, delivery of electronic devices, tablets or similar items) is prohibited.

Giving gifts, money, instruments equivalent to money (such as gift cards), wine, show tickets, electronic devices or other similar items to Healthcare Professionals or to members of their families is prohibited.
Promotional items may be given to Healthcare Professionals, which may include the Company’s brand or that of a specific product, only to the extent that: (i) the unit value of the items does not exceed UF 0.2; and (ii) these items entail stationary items that may be used in the daily professional practice.

ARTICLE TEN: RESEARCH AND EDUCATION AND TRAINING SCHOLARSHIPS AND PHILANTHROPIC DONATIONS.

- **Research Grants**: A Research Grant means any monetary or other contribution that a Company grants to support and/or promote independent medical research with scientific merit. These research activities shall have a clear objective with a view to providing scientific and clinical information that improves clinical care and treatment of patients, so that the result of such research is a real contribution of value to the entire community.

- **Education Grants**: An Education Grant means any monetary or other contribution that a Company grants to support and/or encourage the educational formation of medical students, licensed medical residents in training, or any other related to healthcare, who participates in the advanced studies programs of an educational institution or entity, whether public or private. The Companies are prohibited from granting individual Education Grants for the training or education of healthcare professionals, and the training or educational institution must provide the grants on the basis of objective, non-discriminatory and transparent selection and award criteria.

- **Charitable Donations**: A Charitable Donation means any monetary or other contribution that a Company makes to a non-profit organization, institution or foundation, with a charitable or philanthropic purpose unrelated to research or to the research or education of a healthcare professional. This type of donations may comprise patient education programs, support for free medical care, support for public education programs or sponsorship of events in which the proceeds are used exclusively for charitable purposes.

The benefited organizations must be legally incorporated and validly existing legal entities, with a reliable and proven reputation, all of which must be duly accredited by such legal entities with the relevant documentation. Once such accreditation has been made, the donation shall be made to the organization, pursuant to the law, and documented in a manner describing the nature of the donation given, ensuring that there are no incentives to prescribe, recommend, purchase, supply or administer a specific product and that there are no incentives interfering with the healthcare professional’s independence.
In the context of continuing medical education, Companies will be allowed to assist doctors and other healthcare professionals in obtaining information and knowledge that will contribute to better clinical practice.

In this sense, any Company may grant research or education grants and/or make charitable donations, in money or in kind (“Grants”), as a manner of contributing to activities developed for the benefit of health, to the extent there is no type of consideration to the entity that gives the Grant and that such grants or donations do not have an illicit incentive or pursue an illicit purpose.

In no event shall a Grant be offered, granted or promised to be offered or promised with the purpose of encouraging the prescription, dispensing, supply, purchase, recommendation and/or use of any product; and/or causing the Company granting the Grant to obtain any undue advantage, directly or indirectly, or in any other manner that may interfere with the ethics and independence of the prescription and treatment practices of a Healthcare Professional.

In this regard, every Company shall ensure:

(i) Compliance with and adherence to objective, non-discriminatory and transparent criteria for the giving of Grants.

(ii) That Grants are not delivered in consideration to the volume or the value of the sales made or expected by the recipient.

(iii) That they are not being granted as an unlawful incentive.

(iv) That the process of giving Grants is duly documented.

ARTICLE ELEVEN: PRODUCTS UNDER EVALUATION AND DEMONSTRATION.


Companies may, pursuant to applicable laws and regulations, provide free samples of products under evaluation (“Samples”) and demonstration products (“Demos”) to Healthcare Professionals in order for them to become familiarized with the product and/or for education purposes, to the extent that these do not interfere with the independence of the Healthcare Professional and their ultimate purpose is to benefit patients.

The provision of Samples and Demos shall not unduly promote the purchase, lease, recommendation or prescription of the Company’s products providing the Samples or Demos nor shall be understood as compensation for a service.
In order to fulfil this purpose, the Companies shall implement control systems or internal policies that support the issuance and the proper use of the Samples and Demos.

11.2. Samples and Demos.

(i) **Samples**: Samples must be given gratuitously, and the frequency and amount of the delivery thereof shall not exceed the amount reasonably necessary for the proper evaluation of the products under the given circumstances. They shall have a phrase identifying them as such and differentiating them from the products for sale.

(ii) **Demos for learning and education**: Companies may carry out Demos in order for Healthcare Professionals to learn and educate themselves on the use of the relevant equipment. These products are not intended for use in patients or clinical use and must have some sign or distinguishing mark identifying them as such (e.g. “Not for human use”). They are also not intended for sale or other transfer.

(iii) **Demos for practical evaluation**: Demos are given with the purpose of having Healthcare Professionals make a proper evaluation thereof. Therefore, use on patients is allowed. Companies will retain ownership of the Demos (unless purchased by the Healthcare). The loan shall be duly documented in advance and must also be delivered for a reasonable period of time, generally referring to a period of six months. Companies shall ensure that the Demos are returned to them at the end of the evaluation period if they are not purchased.

Each Company shall have internal policies in place that support the issuance, proper use and recovery of these Demos.

ARTICLE TWELVE: INTERACTIONS WITH PATIENTS AND PATIENT ASSOCIATIONS.

All interactions of a Company with patients or with patient associations shall be subject to current regulations and to the highest ethical standards. Especially, but not limited to, regulations and/or restrictions applicable to matters of advertising, personal data protection and consumer protection must be respected. Interactions with patient associations shall be consistent and coherent with the objective of that organization. The independence and impartiality of the patient organization shall be respected.

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