

The purpose

This policy sets out Smiths approach and controls to manage bribery and corruption risks.

The policy

2.2. Anti-Corruption

The [Company](#) seeks to abide by the highest ethical standards at all times.

The Company and its [Employees](#) (which includes those working on behalf of the Company, such as contractors and 'hired-in' workers) must comply with [Anti-Corruption Laws](#).

The accepting, offering, soliciting and authorising of [Bribes](#) is strictly forbidden. This applies to Bribery with and between individuals, corporate organisations, [Governments](#), [Government Officials](#) and [Foreign Public Officials](#). Bribes, corruption and improper payments are not restricted to cash payments.

2.3. Raising Concerns

If Employees have any concerns that conduct may be improper and breach Anti-Corruption Laws, they must refer the concern to:

- Their supervisor or line manager; and either
- Their [Division's](#) legal team;
- [Ethics & Compliance](#); or
- The [Speak Out line](#).

Employees must report actual, potential, or suspected corruption in the Company or by any individual or organisation with whom the Company does business. Failure to do so may result in liability for the Company and for the Employee.

Please see the [Related Documents](#) section for links to [Ethics & Compliance](#), the [Speak Out line](#) and [Speak Out Policy](#).

2.4. Non-Retaliation

The Company operates a strict non-retaliation policy: any Employee who in good faith reports any possible misconduct or unethical behaviour through any of the above channels must not be victimised or subject to any form of retaliation.

Any Employee found to be retaliating against another Employee for reporting a concern, or deterring any Employee from making such a report, may be subject to disciplinary action up to and including dismissal.

Please see the [Related Documents](#) section for links to anti-retaliation elements of the [Reporting and Internal Investigations Policy](#).

2.5. Consequences of Non-Compliance

Violations of [Anti-Corruption Laws](#) can cause criminal, civil and regulatory penalties including fines and/or jail, and even the perception of impropriety can damage the reputation of the Company and its Employees.

Anti-Corruption Policy 3.33

Business Controls | 3.33 | Smiths Group Policies

Mandatory Policy

If an Employee violates Anti-Corruption Laws or this Policy, it may result in disciplinary action, including termination of employment.

Please see the [Related Documents](#) section for links to the Reporting and Internal Investigations Policy.

2.6. Third Parties

In relation to third parties (including suppliers, [Associated Persons](#), customs brokers and freight forwarders), managers are required to:

- Conduct due diligence. This means researching the third party's background to ensure that it does not have a compromised reputation for doing business the wrong way or otherwise pose risks to the Company;
- Ensure that an appropriate contract is signed with the third party which incorporates anti-corruption contractual provisions appropriate for the particular business transaction; and
- Continue to monitor the third party's behavior for the duration of the contract.

Divisional legal teams will provide guidance on the due diligence and contracting issues.

Please see the [Related Documents](#) section for links to sources of further information including the Ethics & Compliance team and Policies like Ethical Behaviour of Suppliers, Agreements With Agents, Distributors and Other Intermediaries, Appointment Of External Advisers, Agreements with Customs Brokers and Freight Forwarders and Vendor Management.

2.7. Financial Records and Payments

The Group Chief Financial Officer must put Policies and Procedures in place to ensure that:

- The Company keeps its books, records and accounts in reasonable detail, accurately and such that they fairly reflect all transactions and dispositions of assets;
- Payments to third parties are not used for Bribery or to breach [Anti-Corruption Laws](#); and
- The Company maintains the necessary internal controls for the review and approval of payments to Employees and third parties, including but not limited to:
 - Commissions (calculations and awards);
 - Expense reports; and
 - Other reimbursements.

Please see the [Related Documents](#) section for links to the Financial Reporting and Control and Travel and Travel Expenses Policies.

2.8. Gifts, Meals and Hospitality

Gifts, meals and hospitality in the business context can be appropriate. The Company expects the use of good judgment and moderation when giving or receiving entertainment or gifts.

Please see the [Related Documents](#) section for links to the Gifts, Meals and Hospitality Policy.

2.9. Invitations to Government Officials

From time to time, [Government Officials](#) are formally invited to meet Company personnel at Company facilities, trade shows, and other locations. Such invitations must only be given for legitimate business purposes. Employees must ensure that any invitation given by the Company to a Government Official (or any payment/reimbursement of associated travel costs)

Anti-Corruption Policy 3.33

Business Controls | 3.33 | Smiths Group Policies

Mandatory Policy

could not reasonably be perceived as an unlawful inducement to influence that Government Official in his or her decision making.

Please see the [Related Documents](#) section for links to the [Invitations to Government Officials Policy](#).

2.10. Facilitation Payments

Facilitation payments (or 'speed money', 'grease money', etc.) are [Bribes](#) and are prohibited except in circumstances where there is a genuine and reasonable belief that an Employee's safety or welfare, or that of their colleagues or family, would otherwise be at risk.

Please see the [Related Documents](#) section for links to the [Facilitation Payments Policy](#).

2.11. Charitable Donations

The Company is committed to the communities in which it does business and permits reasonable donations to charities. Employees must ensure that donations given in Smiths name are given in accordance with the Charitable and Political Donations Policy.

Please see the [Related Documents](#) section for links to the [Charitable and Political Donations Policy](#).

2.12. Political Contributions

The Company does not make political donations or contributions to political parties, politicians or candidates for political office unless performed in accordance with the Charitable and Political Donations Policy.

Please see the [Related Documents](#) section for links to the [Charitable and Political Donations and Invitations to Government Officials Policy](#).

2.13. Anti-Facilitation of Tax Evasion

The Company is committed to paying all taxes due under local in all territories in which it operates, will not tolerate the facilitation of tax evasion by any [Associated Person](#).

The Company has a zero-tolerance approach to tax evasion and the facilitation of tax evasion, including intentionally and dishonestly engaging in or helping a third party (whether a customer, supplier, service provider, contractor, agent, government or public body, adviser or any other stakeholder) to engage in tax evasion anywhere in the world.

Please see the [Related Documents](#) section for links to the [Anti-Facilitation of Tax Evasion Policy](#).

2.14. Training

From time to time, Employees may be required to complete anti-corruption training and/or confirm their commitment to, understanding of, and compliance with this Policy.

SCOPE

Anti-Corruption Policy 3.33

Business Controls | 3.33 | Smiths Group Policies

Mandatory Policy

This Policy applies to all [Employees](#), [Divisions](#) and [Company](#) legal entities worldwide owned directly or indirectly by the Company.

4. DEFINITIONS

For the purposes of this Policy:

Associated Persons means anyone who acts on behalf of the Company or otherwise performs any services for or on behalf of the Company in any capacity whatsoever. A typical example is a sales agent, but advisers, distributors, consultants, brokers and joint venture partners, for example, may also be associated persons.

Anti-Corruption Laws means:

- All anti-corruption laws and regulations relevant to the Company's operations, for example the US Foreign Corrupt Practices Act and UK Bribery Act;
- Relevant Company Policies and Procedures; and
- The Company Code of Business Ethics.

Bribe (and **Bribery**) means when one person offers, pays, asks for or accepts a payment, gift, favour, or a financial or other advantage from another to influence a business outcome improperly, or to induce or reward improper conduct. Bribery (whether involving government officials, commercial entities, or Associated Persons) can be direct or indirect. It includes facilitation payments even though in some countries facilitation payments are legal.

Company means all of Smiths Group plc's legal entities worldwide (owned directly or indirectly), including all its Divisions.

Division means the Company's corporate centre and any associated division, subsidiary, business unit, or site of the Company.

Employees means all Company employees, including all complementary/contingent/'hired-in' workers and all third parties acting for and on behalf of the Company, wherever they are located.

Ethics & Compliance means the Company's Ethics & Compliance office which is responsible for overseeing the ethics and specific elements of the compliance functions of the Company.

Foreign Public Official means:

- Any officer or employee (including any person nominated or appointed to be an officer or employee) of a Government or department, agency, or instrumentality of a Government (including a Government-controlled enterprise);
- Any person acting in an official capacity on behalf of a Government or any department, agency, or instrumentality of a Government;
- Any officer or employee of a company or business owned in whole or part by a Government;
- Any officer or employee of a public international organisation, such as the World Bank or the United Nations;
- Any officer or employee of a political party or any person acting in an official capacity on behalf of a political party; and/or
- Any candidate for political office.

Government means an agency, instrumentality, subdivision or other body of any national, state or local government, including hospitals or other health facilities which are owned or operated by a

Anti-Corruption Policy 3.33

Business Controls | 3.33 | Smiths Group Policies

Mandatory Policy

government, and including regulatory agencies or government-controlled businesses, corporations, companies or societies.

Government Official means:

- Any official or employee of a Government, including any political party, administrative agency, or Government-owned business;
- Any person acting in an official capacity on behalf of a Government entity;
- Employees or agents of a business that is owned or controlled by a Government;
- Any person or firm employed by, or acting for or on behalf of, any Government;
- Any political party official, employee or agent of a political party, or candidate for political office (or political party position); and
- Any family member or other representative of any of the above.

Definitions

For further guidance see the [Glossary](#) for definitions of terms.

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Anti-Corruption Policy 3.33

Business Controls | 3.33 | Smiths Group Policies

Mandatory Policy

employee) of a Government or department, agency, or instrumentality of a Government (including a Government-controlled enterprise);

- Any person acting in an official capacity on behalf of a Government or any department, agency, or instrumentality of a Government;
- Any officer or employee of a company or business owned in whole or part by a Government;
- Any officer or employee of a public international organisation, such as the World Bank or the United Nations;
- Any officer or employee of a political party or any person acting in an official capacity on behalf of a political party; and/or
- Any candidate for political office.

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- Any official or employee of a Government, including any political party, administrative agency, or Government-owned business;
- Any person acting in an official capacity on behalf of a Government entity;
- Employees or agents of a business that is owned or controlled by a Government;
- Any person or firm employed by, or acting for or on behalf of, any Government;
- Any political party official, employee or agent of a political party, or candidate for political office (or political party position); and
- Any family member or other representative of any of the above.

For further guidance

Should you have any queries, please speak to the Ethics & Compliance team.

Relevant documents

- Policies:
 - 1.2 Conflicts of Interest
 - 2.1 Code of Business Ethics
 - 2.2 Reporting and Internal Investigations
 - 2.3 Ethical Behaviour of Suppliers (and Appendix 1 - Supplier Code of Business Ethics)
 - 2.5 Speak Out
 - 3.04 Agreements with Agents, Distributors and Other Intermediaries
 - 3.05 Facilitation Payments
 - 3.06 Gifts, Meals and Hospitality
 - 3.07 Invitations to Government Officials
 - 3.08 Appointment of External Advisers
 - 3.09 Charitable and Political Donations
 - 3.18 Travel and Travel Expenses
 - 3.22 Agreements with Customs Brokers and Freight Forwarders
 - 4.1 Financial Reporting and Control

Anti-Corruption Policy 3.33

Business Controls | 3.33 | Smiths Group Policies

Mandatory Policy

- 4.11 Vendor Management Policy
- 7.6 Anti-Facilitation of Tax Evasion

The above listed policies can be found on the intranet here: [Smiths Group Global Policies](#)

- Other
 - Speak Out: <https://speakout.smiths.com/>
 - Ethics & Compliance: [Ethics and Compliance - Home \(sharepoint.com\)](#)