



Puresmile Orthodontics and Dentistry Anti-bribery Policy
November 2019

1. PURPOSE AND OBJECTIVES

The adverse economic and social consequences of bribery and corruption are a major deterrent to development, everywhere in the world.

Puresmile Orthodontics and Dentistry has zero-tolerance for bribery. Puresmile Orthodontics and Dentistry has been engaged for many years in fostering throughout its organization, but also in its relationships with external stakeholders, an ethical culture aiming at reaching the highest standards in terms of responsibility and business integrity. The purpose of this Policy is to establish guidance for Puresmile Orthodontics and Dentistry Employees and Third Parties interacting with Puresmile Orthodontics and Dentistry to comply with applicable Anti-corruption and Anti-bribery Laws and Regulations, as well as to promote a culture of ethics and integrity.

This policy also aims at protecting the reputation of Puresmile Orthodontics and Dentistry, the corporation, as well as that of its Employees' and at avoiding potential civil and criminal wrongdoings and penalties.

2. SCOPE

This Policy is global in scope and applies to Puresmile Orthodontics and Dentistry worldwide, all Puresmile Orthodontics and Dentistry Employees and Third Parties engaged in activities with Puresmile Orthodontics and Dentistry.

3. DEFINITIONS AND ACRONYMS

3.1 DEFINITIONS

Anti-corruption and Anti-bribery Laws and Regulations: Any applicable law or regulation addressing corruption and/or bribery, including, but not limited to section 299 StGB, (Germany, 2016) which prohibits the giving and taking of bribes in commercial practice. It is prohibited to offer, promise or grant a benefit to an employee and/or to an agent of a business as consideration for an unfair preference with regard to the purchase of goods or services in Germany or abroad.

We also observe the Fight Against Corruption and the Modernization of the Economy (Sapin 2 Law), the U.S. Foreign Corrupt Practices Act (FCPA) and the U.K. Bribery Act (UKBA), as well as applicable international conventions, including, but not limited to, the Organization for Economic Co-operation and Development Anti-Bribery Convention and the United Nations Convention against Corruption.

Anything of value: may include, but is not limited to:

- Cash,
- Gifts,
- Entertainment, accommodations and meals,
- Travel expenses,
- Services,



- Employment offers,
- Loans,
- Donations or contributions, and
- Any other transfer of value, even if nominal in value.

Code of Ethics: the Puresmile Orthodontics and Dentistry Code of Ethics.

Facilitating Payments: Payments to any Government Organization or Government Official, made in order to expedite or secure performance of non-discretionary, routine governmental actions (e.g., processing a visa, customs invoice, or other governmental paper)

Government or Government Organization: any department, any administration, any agency controlled in whole or in part by the government, any public international organizations and their agencies or instrumentality of a government (including a government-controlled enterprise), and any organization considered to be a government department or administrative office under any local law.

HealthCare Professional: An individual, member of the medical, dental, pharmacy or nursing professions or any other person who in the course of his or her professional activities may prescribe, purchase, dispense, administer or recommend a Puresmile Orthodontics and Dentistry product. Examples include physicians, pharmacists, nurses, investigators (may include such individuals in training e.g. students). Healthcare Professionals working in a Government or in a Government Organizations are considered as Government Officials.

Joint-Venture / Partnership: means an entity in which Puresmile Orthodontics and Dentistry has the direct or indirect ownership of fifty percent (50%) or less of the equity having the power to vote on or direct the affairs of the entity are considered as Third Parties.

Person: Any Government Official(s), Puresmile Orthodontics and Dentistry customer(s) or business relation(s).

Government Official: Individuals, in the following categories:

- Any officer or employee (including any person nominated or appointed to be an officer or employee even if part-time) of a Government or a Government Organization;
- Any person acting in an official capacity on behalf of a Government or a Government Organization;
- Any officer or employee of a company or business owned in whole or part by a Government or a Government Organization;
- Any officer or employee of a public international organization, 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.

Puresmile Orthodontics and Dentistry: The Puresmile Orthodontics and Dentistry parent company with its headquarters in Paris - France and any corporation or business entity which, directly or indirectly, controls, is controlled or is under common control of the Puresmile Orthodontics and Dentistry parent company. The term 'control' means direct or indirect ownership of more than fifty percent (50%) of the equity having the power to vote on or direct the affairs of the entity.



Puresmile Orthodontics and Dentistry employee: Any employee of the company, whether full time or part time, temporary or trainee and any other employee category according to local regulation.

Third Parties: any individuals, companies, associations, partnerships, or other entities retained to act on behalf of or for the benefit of Puresmile Orthodontics and Dentistry. The term includes, but is not limited to agents, consultants, lobbyists, suppliers, distributors, resellers.

3.2 ACRONYMS

None

5 REQUIREMENTS

5.1 PROHIBITED INTERACTIONS

Puresmile Orthodontics and Dentistry, Puresmile Orthodontics and Dentistry Employees and Third Parties are prohibited from giving, promising to give or offering to give Anything of Value, to any Person for the purpose of influencing any act or decision of the Person, and/or the entity the Person represents, in order to secure an improper advantage or to otherwise obtain or retain business for Puresmile Orthodontics and Dentistry.

The above prohibition also applies to indirect provision of Anything of Value to any Person, including but not limited via the use of intermediaries or relatives of the Person. Puresmile Orthodontics and Dentistry, Puresmile Orthodontics and Dentistry Employees and Third Parties are prohibited from making, offering to make, or authorizing a payment to any person or entity (e.g., suppliers, agent, distributor or intermediary) with knowledge that all or part of the payment will be offered or given to a Person to secure an improper advantage or to obtain or retain business. The prohibition set forth in this Policy also applies should Puresmile Orthodontics and Dentistry Employees use their own personal funds or assets. Puresmile Orthodontics and Dentistry prohibits Facilitating Payments, even when legally permitted.

5.2 PERMITTED INTERACTIONS

In order to promote a culture of ethics and integrity, as well as, to comply with all applicable Anti-corruption Anti-bribery Laws and Regulations, Puresmile Orthodontics and Dentistry has implemented a comprehensive set of policies and standards defining clear rules that must be complied with by all Puresmile Orthodontics and Dentistry Employees and, when applicable, by Third Parties. These policies and standards govern certain activities to ensure they are implemented for genuine and legitimate business reasons and include specific provisions aiming at preventing bribery and corruption.

These policies and standards include:

- Organization of and Contribution to Events
- Global Procurement
- Donations and Other Contributions to Organizations
- Service Engagement with Scientific External Experts
- Conducting Anti-Bribery Due Diligence on Third Parties
- Responsible Lobbying
- Entertainment of Third Parties
- Accepting and/or Providing Gifts or Reminder Items



- Reportable Consulting Agreements
- Conflict of Interest of Employees
- Interaction with Patients, Patient Advocate and Groups
- Advisory Boards composed of Scientific External Experts

This set of policies and standards is continuously assessed, updated and complemented if needed, to ensure adequacy with the evolution of the legal and regulatory framework, as well as, of the risk associated with the Puresmile Orthodontics and Dentistry activities.

These policies and standards are not meant to be exhaustive in addressing all the circumstances that may arise. If a particular situation is not covered or the provisions of the policies and standards are not clear to a Puresmile Orthodontics and Dentistry Employee, the latter must consult his or her manager and or the Legal and Ethics & Business Integrity Department.

5.3 ANTI-BRIBERY DUE DILIGENCE ON THIRD PARTIES

As detailed in the Operational Standard “Conducting Anti-Bribery Due Diligence on Third Parties”, Puresmile Orthodontics and Dentistry conducts “risk-based” anti-bribery Due Diligence on Third

Parties to avoid or to mitigate the risk of Third-Party corrupt conduct.

Furthermore, appropriate anti-corruption and anti-bribery due diligence must be conducted, in accordance with relevant business practices and Puresmile Orthodontics and Dentistry policies and procedures, in advance of making any investment in a non-Puresmile Orthodontics and Dentistry business entity or entering into any Joint-Venture/ Partnership agreement.

6 RESPONSIBILITIES

6.1 GENERAL RESPONSIBILITIES

Fostering a culture of integrity throughout the organization and clearly communicating on Puresmile Orthodontics and Dentistry’s expectations contribute to reduce the risk of bribery and corruption. Managers are responsible to contribute to the understanding by all members of their teams of what bribery is, as well as, how to prevent it.

Each Puresmile Orthodontics and Dentistry Employee is responsible to comply with this Policy.

Each Puresmile Orthodontics and Dentistry Employee has a duty to prevent breaches of this Policy by reporting any questionable situation according to the Puresmile Orthodontics and Dentistry Code of Ethics

6.2 FINANCIAL AND ACCOUNTING CONTROLS

In accordance with all relevant rules, regulations and internal procedures, Puresmile Orthodontics and Dentistry requires that all books, records, and accounts are kept in reasonable detail to accurately and fairly reflect all transactions and dispositions of assets and that adequate internal controls are maintained to provide reasonable assurance that management is aware of, and directing, all transactions ethically and in compliance with applicable Puresmile Orthodontics and Dentistry Policies and Standards.

6.3 CONSEQUENCES OF NON-COMPLIANCE WITH THIS POLICY

Violations of Anti-corruption and Anti-bribery Laws and Regulations may result in civil



and criminal penalties for Puresmile Orthodontics and Dentistry and Puresmile Orthodontics and Dentistry Employees, in addition to disciplinary actions against Puresmile Orthodontics and Dentistry Employees.

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