

## CORPORATE COMPLIANCE PROGRAM AND ENHANCED COMPLIANCE OBLIGATIONS

FCPA/Anti-Corruption Compliance Program Element	Comment/Status
<b>I. CORPORATE COMPLIANCE PROGRAM</b>	
1. A clearly articulated corporate policy against violations of the FCPA, including its anti-bribery, books and records, and internal controls provisions, and other applicable counterparts (collectively, the "anti-corruption laws");	
2. Promulgation of compliance standards and procedures designed to reduce the prospect of violations of the anti-corruption laws and [the Company's] compliance code. These standards and procedures shall apply to all directors, officers, and employees and, where necessary and appropriate, outside parties while acting on behalf of [the Company] in a foreign jurisdiction, including but not limited to, agents, consultants, representatives, distributors, teaming partners, and joint venture partners (collectively, "agents and business partners");	
3. The assignment of responsibility to one or more senior corporate executives of [the Company] for the implementation and oversight of compliance with policies, standards, and procedures regarding the anti-corruption laws. Such corporate official(s) shall have the authority to report matters directly to [the Company's] Board of Directors or any appropriate committee of the Board of Directors;	
4. Mechanisms designed to ensure that the policies, standards, and procedures of [the Company] regarding the anti-corruption laws are effectively communicated to all directors, officers, employees, and, where appropriate, agents and business partners. These mechanisms shall include: (a) periodic training for all directors, officers, and employees, and, where necessary and appropriate, agents and business partners; and (b) accompanying certifications by all such directors, officers, and employees, and, where necessary and appropriate, agents, and business partners, certifying compliance with the training requirements;	
5. An effective system for reporting suspected criminal conduct and/or violations of the compliance policies, standards, and procedures regarding the anti-corruption laws for directors, officers, employees, and, where necessary and appropriate, agents and business partners;	
6. Appropriate disciplinary procedures to address, among other things, violations of the anti-corruption laws and [the Company's] compliance code by [the Company's] directors, officers, and employees;	
7. Appropriate due diligence requirements pertaining to the retention and oversight of agents and business partners;	
8. Standard provisions in agreements, contracts, and renewals thereof with all agents and business partners that are reasonably calculated to prevent violations of the anti-corruption laws, which may, depending upon the circumstances, include: (a) anti-corruption representations and undertakings relating to compliance with the anti-corruption laws; (b) rights to conduct audits of the books and records of the agent or business partner to ensure compliance with the foregoing; and (c) rights to terminate an agent or business partner as a result of any breach of anti-corruption laws, and regulations or representations and undertakings related to such matters; and	
9. Periodic testing of the compliance code, standards, and procedures designed to evaluate their effectiveness in detecting and reducing violations of anti-corruption laws and [the Company's] compliance code.	

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<b>II. ENHANCED COMPLIANCE OBLIGATIONS</b>	
<b>A. GENERAL</b>	
<p>1. [The Company] will:</p> <ul style="list-style-type: none"> <li>a. Maintain the appointment of a senior corporate executive with significant experience with compliance with the FCPA, including its anti-bribery, books and records, and internal controls provisions, as well as other applicable anti-corruption laws and regulations (hereinafter "anti-corruption laws and regulations") to serve as Chief Compliance and Risk Officer. The Chief Compliance and Risk Officer will have reporting obligations directly to the Chief Executive Officer and periodic reporting obligations to the Audit Committee of the Board of Directors.</li> <li>b. Maintain the appointment of heads of compliance with responsibility for each of its business units ("BU Compliance Leads") who have reporting obligations through the Chief Compliance and Risk Officer or General Counsel.</li> <li>c. Establish and maintain an "Executive Compliance Committee" to oversee [the Company's] corporate compliance program with respect to both the laws and regulations applicable to [the Company's] business and to [the Company's] Code of Conduct and related policies. The Executive Compliance Committee is chaired by the Chief Executive Officer, and includes appropriate senior leaders, such as the Chief Financial Officer, the General Counsel and senior leaders from compliance, finance, audit, human resources and [the Company's] business units.</li> </ul>	
<p>2. [The Company] has and will maintain gifts, hospitality, and travel policies and procedures in each jurisdiction that are appropriately designed to prevent violations of the anti-corruption laws and regulations. Specifically, [the Company] has implemented and will maintain the following enhanced anti-corruption policies and procedures:</p> <ul style="list-style-type: none"> <li>a. A Global Anti-Bribery and Anti-Corruption Corporate Policy and an International Anti-Bribery and Anti-Corruption Procedure (the "FCPA Procedure"), which are supported by implementing standard operating procedures by market, region or function as appropriate, and which provide detailed procedures for employees to follow when interacting with foreign government officials and conducting FCPA due diligence on consultants, technical advisors, researchers and grant recipients and, where appropriate, in commercial transactions with "agents and business partners" (as defined in Attachment C. I). The FCPA Procedure establishes procedures and specific limits governing the provision by [the Company's] employees of gifts, hospitality, international travel and site visits, meeting support, educational grants, charitable donations, and consulting fees, speaker fees, honoraria, and the like to foreign government officials. All of these procedures are in the local language when appropriate.</li> <li>b. A Global Policy on Interactions with Healthcare Professionals which is supported by implementing standard operating procedures by market, region or function, as appropriate, establishing ethical standards and procedures for [the Company's] employees to follow when interacting with physicians, nurses, and other such human healthcare professionals, including standards related to product samples, support for conferences, and practice-related items.</li> <li>c. At a minimum, these policies and procedures shall contain the following restrictions regarding foreign government officials, including but not limited to public health care providers, administrators, and regulators: <ul style="list-style-type: none"> <li>i. Gifts must be modest in value, appropriate under the circumstances, and given in accordance with anti-corruption laws and regulations, including those of the government official's home country;</li> <li>ii. Hospitality shall be limited to reasonably priced meals, accommodations, and incidental expenses that are part of product education and training programs, professional training, and conferences or business meetings;</li> <li>iii. Travel shall be limited to product education and training programs, professional training and education, and conferences or business meetings; and</li> <li>iv. Gifts, hospitality, and travel shall not include expenses for anyone other than the relevant officials, unless different standards are required by local law or regulation.</li> </ul> </li> </ul>	

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<b>B. COMPLAINTS, REPORTS, AND COMPLIANCE ISSUES</b>	
<p>1. [The Company] has committed and will continue the commitment of significantly enhanced resources for the international functions of the Compliance Division that have reporting obligations through the Chief Compliance and Risk Officer or General Counsel, including the following:</p> <ul style="list-style-type: none"> <li>a. An international investigations group charged with responding to and investigating anti-corruption compliance issues reported on a global basis and ensuring that appropriate remedial measures are undertaken after the completion of an investigation;</li> <li>b. An anti-corruption program office providing centralized assistance and guidance regarding the implementation, updating and revising of the FCPA Procedure, the establishment of systems to enhance compliance with the FCPA Procedure, and the administration of corporate-level training and annual anti-corruption certifications; and</li> <li>c. A mergers and acquisitions compliance function designed to support early identification of compliance risks associated with complex business transactions and to ensure the integration of [the Company's] compliance procedures into newly acquired entities.</li> </ul>	
<p>2. [The Company] shall maintain its mechanisms for making and handling reports and complaints related to potential violations of anti-corruption laws and regulations, including, when appropriate, referral for review and response by internal audit, finance, legal, compliance and other personnel as appropriate, and will ensure that reasonable access is provided to an anonymous, toll-free hotline as well as to an anonymous electronic complaint form, where anonymous reporting is legally permissible.</p>	
<p>3. [The Company], through its Executive Compliance Committee, will ensure that the Compliance and Legal Divisions review and respond to FCPA and corruption issues promptly and consistently.</p>	
<b>C. RISK ASSESSMENTS AND PROACTIVE REVIEWS</b>	
<p>1. [The Company] has conducted and will continue to conduct a risk-based program of annual proactive anti-corruption reviews of high-risk markets. These FCPA proactive reviews are designed to identify anti-corruption compliance issues, examine compliance procedures and controls as implemented in the field and identify best practices to be implemented in additional markets. On the basis of those assessments, as needed, [the Company] will modify compliance implementation to minimize risks observed through the FCPA proactive review process.</p>	
<p>2. Specifically, [the Company] will identify markets which are at high risk for corruption because of their business and location, and will select at least five of those markets to receive FCPA proactive reviews during that year. High risk markets shall be identified based on [the Company's] risk assessment process in consultation with the Chief Compliance and Risk Officer, taking into account multiple risk factors including, but not limited to: a high degree of interaction with foreign government officials; the existence of internal reports of potential corruption risk; a high corruption risk based on certain corruption indexes; and financial audit results. Each FCPA proactive review shall include, at a minimum:</p> <ul style="list-style-type: none"> <li>a. On-site visits by an FCPA review team comprised of qualified personnel from the Compliance and, when appropriate, Legal Divisions who have received FCPA and anti-corruption training;</li> <li>b. Where appropriate, participation in the on-site visits by qualified auditors;</li> <li>c. Review of a representative sample, appropriately adjusted for the risks of the market, of contracts with and payments to individual foreign government officials or health care providers, as well as other high-risk transactions in the market;</li> <li>d. Creation of action plans resulting from issues identified during FCPA proactive reviews; these action plans will be shared with appropriate senior management, including when appropriate the Chief Compliance and Risk Officer, and will contain mandatory remedial steps designed to enhance anti-corruption compliance, repair process weaknesses, and deter violations; and</li> <li>e. Where appropriate, feasible, and permissible under local law, review of the books and records of a sample of distributors which, in the view of the FCPA proactive review team, may present corruption risk.</li> </ul>	

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3. [The Company] has implemented and will continue to implement an FCPA trend analysis that requires various operational functions to track and review certain categories of interactions with foreign government officials and due diligence on agents and business partners.	
<b>D. ACQUISITIONS</b>	
1. [The Company] has ensured and will continue to ensure that, when practicable and appropriate on the basis of a FCPA risk assessment, new business entities are only acquired after thorough risk-based FCPA and anti-corruption due diligence was conducted by a suitable combination of legal, accounting, and compliance personnel. When such anti-corruption due diligence is appropriate but not practicable prior to acquisition of a new business for reasons beyond [the Company's] control, or due to any applicable law, rule, or regulation, [the Company] has conducted and will conduct anti-corruption due diligence subsequent to the acquisition and report to the Department any corrupt payments or falsified books and records as required by Attachment C.3.	
2. [The Company] will ensure that [the Company's] policies, standards and procedures regarding anti-corruption laws and regulations apply as quickly as is practicable, but in any event no more than one year post-closing, to newly-acquired businesses, and will promptly: <ol style="list-style-type: none"> <li>a. Train directors, officers, and senior managers, and those employees working in positions involving activities covered by [the Company's] policies regarding anti-corruption and compliance with the FCPA, and, where necessary and appropriate, agents and business partners; and</li> <li>b. Include all newly-acquired businesses in [the Company's] regular anti-corruption auditing schedule.</li> </ol>	
<b>E. RELATIONSHIPS WITH THIRD PARTIES</b>	
1. When appropriate on the basis of a FCPA risk assessment, [the Company] will conduct risk-based due diligence of sales intermediaries, including agents, consultants, representatives, distributors, and joint venture partners. Such due diligence will be conducted prior to the retention of any new agent, consultant, representative, distributor, or joint venture partner and for all such sales intermediaries will be updated no less than once every three years.  At a minimum, such due diligence shall include: <ol style="list-style-type: none"> <li>a. A review of the qualifications and business reputation of the sales intermediaries;</li> <li>b. A rationale for the use of the sales intermediary; and</li> <li>c. A review of relevant FCPA risk areas.</li> </ol>	
2. Where due diligence of a sales intermediary raises a serious red flag, the relevant information shall be reviewed by personnel from the compliance or legal divisions who have received FCPA and anti-corruption training.	
3. Where necessary and appropriate and where permitted by applicable law, [the Company] has included and will include standard provisions designed to prevent violations of the FCPA and other applicable anti-corruption laws and regulations in agreements, contracts, and renewals thereof with agents and business partners, including: <ol style="list-style-type: none"> <li>a. Anti-corruption representations and undertakings relating to compliance with the anti-corruption laws and regulations;</li> <li>b. Rights to conduct audits of the books and records of the agent or business partner that are related to their business with [the Company]; and</li> <li>c. Rights to terminate the agent or business partner as a result of any breach of anti-corruption laws and regulations or representations and undertakings related to such anti-corruption laws and regulations.</li> </ol>	

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<b>F. TRAINING</b>	
<p>1. [The Company] has provided and shall provide:</p> <ul style="list-style-type: none"> <li>a. Biennial training on anti-corruption laws and regulations to directors, officers, executives, and employees working in positions involving activities covered by [the Company's] policies regarding anti-corruption and compliance with the FCPA;</li> <li>b. Enhanced FCPA training for all internal audit, financial, compliance and legal personnel involved in FCPA proactive reviews or anti-corruption due diligence related to the potential acquisition of new businesses, if not already qualified and experienced; and</li> <li>c. When appropriate on the basis of a FCPA risk assessment, provide FCPA and anti-corruption training to relevant agents and business partners, at least once every three years.</li> </ul>	
<p>2. [The Company] has implemented and shall maintain a system of annual certifications from senior managers in each of [the Company's] Business Units, Divisions, and operational functions (at the market or regional level, or the reasonable equivalent) as appropriate, confirming that their standard operating procedures adequately implement [the Company's] anti-corruption policies, procedures and controls, including training requirements, that they have reviewed and followed up on any issues identified in FCPA trend analyses, and that they are not aware of any FCPA or other corruption issues that have not already been reported to the Compliance Division or the Legal Division.</p>	