

2026

Cook Group Global Code of Conduct

Reflecting Our Values





Contents

- 03 User guide**
- 05 Message from leadership**
- 06 The Cook Group purpose**
- 07 The Cook Group Global Ethics & Compliance Program**
- 10 What are your responsibilities?**
- 12 The Cook quality standard**
- 13 Quality products and services**
- 14 Business documentation and records management**
 - Business expenses
 - Records Management Program
- 16 Data privacy**
- 18 Responsible use of artificial intelligence (AI)**
- 19 Company confidential information and intellectual property**
- 21 Research**
- 23 Cook as an ethical business partner**
- 24 Conflicts of interest**
- 25 Business interactions**
- 28 Third parties**
- 30 Advertising and promotion**
- 31 Antitrust and fair competition**
- 32 Cook as a good corporate citizen**
- 33 Global Anti-Bribery / Anti-Corruption Program**
 - Anti-bribery / anti-corruption
 - Anti-money laundering
- 35 Human rights**
- 36 International trade**
- 38 Insider trading**
- 40 Communication with the media**
- 40 Social media**
- 41 Providing information to the government**
- 42 Political activities and lobbying**
- 44 Cook as a responsible neighbor**
- 45 Community involvement**
- 47 Cook as a great place to work**
- 48 Employment practices**
- 49 Environmental health and safety**
- 51 Assets and property**
- 52 Reporting a concern**
- 53 Ethical decisions guide**
- 54 Appendix: Scenarios, Q&A, checklists, and decision aids**



User guide

Who is the Code for?

All employees of Cook Group Incorporated companies ("Cook") globally. There may be diversity in the types of businesses we operate. Whether we serve patients, guests, customers, passengers, tenants, or colleagues, we all share a culture and set of core values. Regardless of our industry or location, the expectation that we, as Cook employees, reflect Cook's values in our daily business activities applies to each one of us.

Company structure

Cook Group Incorporated

Cook Group Incorporated is made up of 5 different business lines:

**Resort
Business**

**Service
Business**

**Life Science
Business**

**Medical
Device
Business**

**Property
Management
Business**

User guide continued

How should I use the Code?

Read the Code thoroughly and keep it accessible. The Contents list is also clickable, taking you to the section you are looking for. The Code contains hypothetical situations (“Decision Time”) that are designed to help you apply the Code to your daily activities. There are also decision trees (“Navigating Your Way”) to help you make decisions that align with the Code.



How can the Code help you?

Our Code will help you understand the commitments we have made as a company and the expectations we set for all Cook employees. The Appendix contains a variety of comprehension aids designed to help you address situations you might face in your everyday work including guidance on how you should respond and your responsibilities.

What if I have a question that is not answered in the Code?

The [Ethics & Compliance \(E&C\) SharePoint](#)* has many resources for you. If you have questions, contact your manager or supervisor or the E&C representative at your location. The Cook Group Global Ethics & Compliance office can be reached at +001 812.331.1025.

Ethics & Compliance (E&C) Helpline

Our online E&C reporting website lists the local contact number for you to call, or you can report issues online (anonymously where permitted by law). Visit <https://cook.ethicspoint.com> and click on “Report” to find the local number.

Message from leadership

Dear colleagues,

As we continue to evolve as an organization, it's crucial that we continue to uphold our reputation of being a well-respected and ethical company. Part of what makes working at Cook special is how we approach each other, our communities, our customers, and those we partner with to deliver products and services. It's not just what we do, it's how we do it. Cook has conducted business with the highest integrity and ethical standards for over 60 years, and we are accountable for acting in alignment with our values.

The Code of Conduct lays the foundation for how we expect all employees to behave, regardless of where we are in the organization. The Code of Conduct is our compliance check: Are our actions allowed? Are we permitted to conduct business in this way? The Cook values are our ethics check: Are our actions ethical? Are we acting with integrity? Can we be proud of what we are doing?

As a reminder, if you are ever uncertain whether an action is ethical or if you have a question about embodying ethical conduct, you should talk to your manager or an Ethics & Compliance representative. Possible violations can also be anonymously reported through the E&C Helpline at CookHelpline.EthicsPoint.com.

Now, more than ever, building a great company requires an unwavering commitment to the highest ethical standards. Each of us plays a role in achieving our vision for the future, and all of us are accountable to reflect our values in our business activities and interactions.

Thank you for your service!



Pete Yonkman

President
Cook Group



Drew Northern

Chief Ethics
& Compliance Officer
Cook Group and
Cook Medical



The Cook Group purpose

We are a family of ethical and entrepreneurial companies that exists to empower people and communities to reach their full potential.

Our values:

Act with integrity

We use our high ethical standards and core values to guide our decisions and actions.

Demand quality

We hold ourselves to the highest quality standards because we know that everything we do has an impact on someone's life.

Be transparent

We are honest with each other and share information with the people who are impacted.

Give back

We believe in making our communities stronger by sharing our time, skills, and resources.

Treat everyone with respect

We respect each other and our business partners by being open to different ideas and perspectives and appreciative of each person's contributions.

Solve problems together

We approach innovation by first listening to understand and then creating a solution.

Continually improve

We learn from data, experience, feedback, and each other to constantly evolve and improve how we work.

The Cook Group Global Ethics & Compliance Program

The Cook Group Global Ethics & Compliance (E&C) Program is designed to help us conduct our business activities in a way that reflects our values and our commitment to following the laws and regulations that apply to our businesses around the world. We will refer to the Cook Group Global Ethics & Compliance Program as the “Program” throughout our Code. We have based our Program on applicable laws, regulations, regulatory guidance, industry guidance, and industry best practices (External Applicable Standards or EAS) for effective ethics and compliance programs:

Leadership and accountability

Cook Group leadership, including the boards of directors and executive management, is committed to supporting an effective Global Ethics & Compliance Program. The board of directors has given the Chief Ethics & Compliance Officer (CECO) the responsibility of creating the structure and content of the Program. The CECO, in collaboration with the Board Oversight Committee acting on behalf of the board, Program Advisory Council, and senior management, oversees the implementation of the Program throughout the company.

As employees, we are responsible for holding ourselves and each other accountable in conducting business according to the expectations, policies, procedures, and best practices identified by the company.

Board Oversight Committee: committee of the Cook Group Board of Directors with compliance oversight responsibilities on behalf of the board.

Program Advisory Council: group with functional expertise created to assist the Global E&C Team with Program implementation and integration.

The Cook Group Global Ethics & Compliance Program cont.

Written standards

The foundational document of the Program is this Code of Conduct, which we will refer to as the "Code." The Code describes how we are expected to behave as we conduct Cook business.

Cook Written Standards (CWS), such as policies and procedures, created by E&C and other functions address specific situations or areas of risk. CWS include documentation released within the [Cook Group Business Policy Management System \(BPMS\)](#).*

Training and education

Training helps employees understand CWS and External Applicable Standards (EAS). Understanding the policies, procedures, guidance, and EAS is essential so that we know how to comply with them. Cook provides appropriate training regularly to help you meet our ethics and compliance obligations.

Communication and awareness

Open lines of communication are important to a successful Program and to the identification and reduction of potential risks. Cook promotes an environment where we can feel comfortable raising concerns without the fear of retaliation and offers resources for doing so, anonymously if preferred and where permitted by law. Retaliation against employees who report concerns will not be tolerated.



The Cook Group Global Ethics & Compliance Program cont.

Auditing and monitoring

An effective Program incorporates auditing and monitoring of business activities as a means of ongoing evaluation. Cook monitors and audits the activities of our employees, companies, and business partners to evaluate the effectiveness of the Program and to identify opportunities for improvement.

Investigation and response

Misconduct hurts our reputation for reliability and trustworthiness in the industries where we operate. Cook investigates claims of misconduct. When we identify noncompliance or an area for improvement, we take appropriate corrective action.

Continuous improvement

Cook recognizes that ethics and compliance programs are dynamic because the environments in which we operate are frequently changing, so we review and update our Program as needed.

What are your responsibilities?

As Cook Group employees, we **each** have a responsibility to:

- Honor the company's core values and act ethically.
- Read, understand, and comply with the applicable Cook Written Standards (CWS), including this Code of Conduct.
- Report ethics violations and misconduct and cooperate fully with any Cook audits and investigations.
- Encourage other employees to comply with this Code by setting good examples with our own words and actions.
- Complete periodic training and acknowledgment of compliance with the Code.

In addition, we require our suppliers, contractors, and distributors—and others who do business on our behalf—to conduct Cook-related business activities in compliance with CWS and External Applicable Standards (EAS).

Note

This Code was designed to apply to all Cook's businesses. Some topics in the Code may not be specifically related to some of our industries, but the remainder of the Code still applies to those companies and employees.

Cook leadership responsibilities

Managers, directors, officers, and other leadership are expected to set the right tone and lead by example. We all learn respect for the Code of Conduct and CWS from our managers and leaders. Leaders should know the Code and CWS and are responsible for helping employees apply them to their daily work activities.

What are your responsibilities? continued

Leadership creates the right environment by:

- Communicating expectations to employees regularly.
- Setting the right example.
- Establishing realistic goals so that employees do not feel indirect pressure to compromise ethical standards.
- Discussing ethical and compliant conduct and the Program during performance reviews.
- Recognizing employees for ethical behavior.
- Encouraging reporting evidence of known or suspected violations of policy or law, in good faith.
- Fostering a work environment that encourages discussion of ethics and integrity concerns.
- Making employees feel comfortable about raising issues or concerns and reassuring employees that leadership is listening.
- Safeguarding the confidentiality of employees who report violations in good faith and protecting them from retaliation.

Enforcement and accountability

Violations of the Code may result in disciplinary action, up to and including termination, as described in the Employee Manual.

Waivers and amendments

Waivers or amendments to the Code or CWS will only be granted where warranted by circumstances and may only be granted by executive management.

The Cook quality standard

- Quality products and services
- Business documentation and records management
 - Business expenses
 - Records Management Program
- Responsible use of artificial intelligence (AI)
- Data privacy
- Company confidential information and intellectual property
- Research



Want to know more?

See [Appendix](#) for scenarios, Q&A, checklists, and decision aids related to this topic.

Quality products and services

Committed to quality.

Cook's reputation is built on the quality of our products and services. We strive to maintain the highest level of quality as defined by the relevant industry throughout our business. We pay close attention to how and where we get materials, how we manufacture products, and how we market, sell, and supply our products and services, including through our business partners. Our commitment to the health and safety of the people who use our products and services must always be at the forefront of everything we do. Never take shortcuts. Even small deviations can have unintended consequences for quality.

Delivering high quality is our goal every step of the way.

What you must do:

- Keep quality as your #1 priority.
- Take pride in your work and pay careful attention to detail, regardless of the task.
- Adhere to departmental and functional policies, procedures, and guidance documents every single time you perform a task.
- Ask questions.
- Complete required training in a timely manner.
- Speak up whenever you are concerned about quality.
- Immediately report any situation that may result in a quality or regulatory issue.
- Look for ways to improve quality within your job and our company.

Hyperlinked materials referenced in this Code may be accessible to external third parties only when permitted by Cook's internal controls and security protocols. Unless such access is explicitly authorized, these resources remain restricted.
**Please note: In order to access certain links, you will need to have remote access through your Cook account on GlobalProtect.*



Business documentation and records management

Create, maintain, retain, or dispose of records accurately.

All of Cook's businesses are regulated in some way, and our policy is to create, maintain, and retain accurate and complete records, either in hard copy or electronically, and to dispose of records in compliance with External Applicable Standards (EAS). As an employee, you have an obligation to legibly and accurately record complete information related to Cook's business activities in accordance with Cook policy, procedures, and guidance.

What you must do:

- Create good business records.
- Document transactions accurately.
- Document the legitimate business purpose for expenses.

What you must not do:

- Sign or falsify someone else's name, "white-out" or otherwise obscure or backdate information, or clock in for someone else. (Exception: de-identifying patient health information.)

Business expenses

Cook is committed to the highest standards of ethical behavior with respect to incurring and reporting business expenses. Cook will reimburse you for necessary, reasonable, and legitimate business expenses as outlined in the [Travel and Expense policy](#).*

You are required to use good judgment when incurring and reporting those expenses.

For example, you must not:

- Misuse Cook's funds.
- Falsify expense reports.
- Submit falsified records as proof of business expenses.
- Submit expense reports past the deadline.

Business documentation and records management continued

Record Management Program

An official record is any recorded information created, received, modified, maintained, archived, retrieved, or transmitted that supports Cook's business activities. This includes paper, email and text messages, photographs, electronic or digital records including voicemail, and other documents. The preservation of records and routine disposal of records that Cook no longer needs helps us better run our businesses and improve our operations.

Cook's Global Records Management Program is designed to provide you with guidance for the retention, storage, and disposal of our records. The Records Management Program also includes historical archiving (contact the Archiving department at Cook global headquarters in Bloomington, Indiana) and Legal Hold procedures (contact the Legal Function). Please refer to your region's or industry's Records Retention Schedule for required retention periods. Contact your department or function record coordinator with questions. For further information, refer to the [Records Management policy](#).*

What you must do:

- Create and maintain records in accordance with the Records Management Program procedures and Records Retention Schedule for your industry and region.
- Review your documents in accordance with your company's record review process.
- Preserve all documents deemed to be an archive and those placed on legal hold by the Cook Group Legal Function even if the document retention period expires during the hold.



Data privacy

Respect the privacy of employees, customers, patients, and our business partners.

Employees in every Cook business play an important role in protecting privacy and data protection, as do our business partners and service providers. Our privacy and data protection policies guide us in protecting personal data, such as employee or resort guest information, credit card numbers, date of birth, and patient health information.

While we perform our necessary job responsibilities, we often come into contact with regulated personal data that requires us to follow security measures on which we have received training.

Examples of regulated personal data in various industries include:

- Hotel guest name, address, phone, date of birth, email, Social Security number, or credit card information.
- Employee name, address, phone, email, date of birth, salary information, training or discipline records, worker's compensation information, medical leave information, or national identifier such as a Social Security number.
- Patient's name, address, phone, email, date of birth, medical diagnosis or treatment information, account number, or payment information.

Cook Distribution Center



Hyperlinked materials referenced in this Code may be accessible to external third parties only when permitted by Cook's internal controls and security protocols. Unless such access is explicitly authorized, these resources remain restricted.
**Please note: In order to access certain links, you will need to have remote access through your Cook account on GlobalProtect.*

Data privacy continued

What you must do:

- Refer to the Cook Data Classification Chart to understand the security required for different data types.
- Complete all required company Privacy and Data Protection trainings.
- Understand legal and contractual obligations on the use of regulated personal data.
- Only access and use regulated personal data that you need to perform your job duties.
- Collect, use, transfer, disclose, maintain, and securely destroy regulated personal data as outlined in the [Records Management policy](#)* and in compliance with applicable data privacy laws.
- Safeguard regulated personal data by using Cook IT-approved technology tools, such as encryption.
- If you have questions about regulated personal data, seek guidance from your local IT manager or the Cook Group Privacy team.

*Hyperlinked materials referenced in this Code may be accessible to external third parties only when permitted by Cook's internal controls and security protocols. Unless such access is explicitly authorized, these resources remain restricted. *Please note: In order to access certain links, you will need to have remote access through your Cook account on GlobalProtect.*

RESOURCES:

- [Data Privacy - Handling Class 1 and Class 2 Data policy](#)*
- [Cook Data Classification Chart](#)*
- Global Privacy Office (Bloomington)
privacy@cookmedical.com
- EMEA Privacy Office (Limerick)
DataProtectionEurope@cookmedical.com
- APAC Privacy Office (Hong Kong)
DataProtectionAPAC@cookmedical.com

For Data Privacy policies and employee resources, please visit the [Data Privacy SharePoint](#).*

Cook Global Headquarters, Bloomington, Indiana



Responsible use of artificial intelligence (AI)

Cook is committed to the ethical, transparent, and accountable development and use of artificial intelligence (AI) in alignment with our mission to improve patient lives. We recognize that AI has the power to enhance innovation, quality, and efficiency, but also carries responsibilities to safeguard individuals, uphold human rights, and maintain trust with our business partners. All employees, contractors, and business partners who develop, procure, or use AI tools must ensure that such technologies are used in ways consistent with our values of integrity, quality, transparency, and respect, and that they comply with all applicable laws to which Cook is subject, in particular privacy, data protection, and medical device regulations.

Our approach to Responsible AI is guided by the following principles:

- Safety first
- Transparency and explainability
- Fairness and bias mitigation
- Accountability and oversight
- Privacy and data security
- Sustainability and continuous improvement
- Innovation-forward Responsible AI
- Data governance

We expect everyone at Cook to understand and apply these principles and related Cook policies in their daily work. This includes using company-approved AI tools responsibly, protecting confidential, privileged information and personal data (Class 1 and Class 2 at Cook), identifying and promptly reporting potential AI-related risks or concerns, and seeking guidance when in doubt. Through shared accountability, we uphold Cook's reputation as a company that supports innovation in ways that are lawful, ethical, and worthy of the trust our employees, customers, and business partners place in us.

For more details, refer to the [Responsible Artificial Intelligence policy](#).*



Company confidential information and intellectual property

Protecting our information protects our reputation.

One of Cook's most valuable assets is our confidential information. Confidential information is information that is not publicly available and includes, but is not limited to, protected health information, credit card information, sensitive employee data, research and development projects, engineering drawings, trade secrets, business plans, manufacturing formulas and processes, supplier or customer contract terms, pricing, sales figures, bids, quotes, pricing proposals, responses to tenders, nonpublic financial results, or any other information that might be useful to Cook's competitors or harmful to Cook if disclosed.

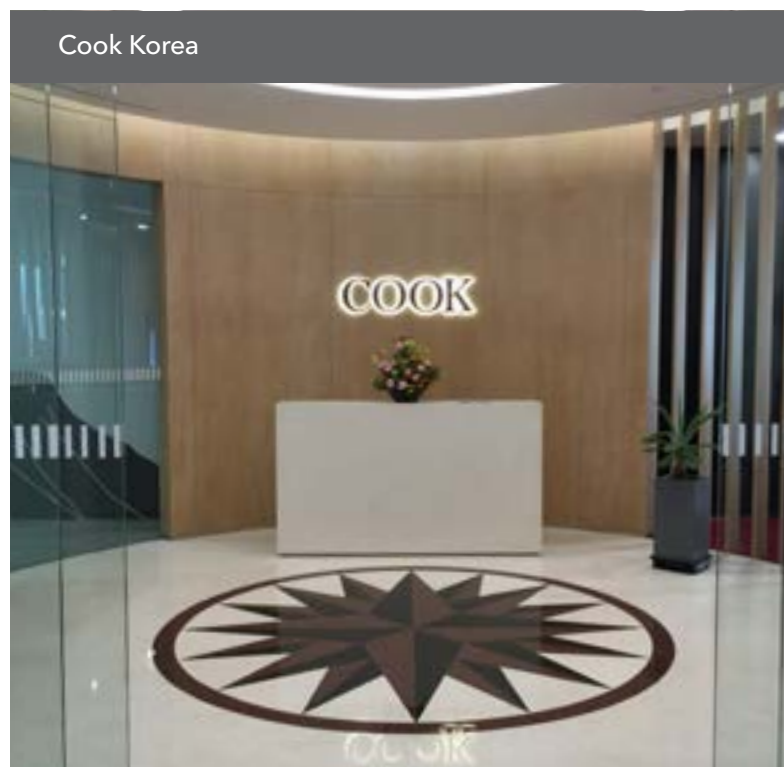
Intellectual property refers to the rights in ideas. For example, the law protects inventions in the form of patents, written works in the form of copyright, brand names and logos in the form of trademarks, and trade secrets.

Each of us must safeguard Cook's confidential information and intellectual property and prevent unauthorized

disclosure or use. Confidential information and intellectual property should not be shared with competitors.

Your obligation to protect our confidential information and intellectual property even applies after you have left your job at Cook.

Cook also respects the intellectual property and confidential information of our customers and their patients, employees, suppliers, vendors, guests, and others with whom we do business.



Company confidential information and intellectual property continued

What you must do:

- Refer to the Cook Data Classification Chart to understand the security required for different data types.
 - Be aware of confidential information in the area in which you work.
 - Understand the legal and contractual limitations on the use of confidential information.
 - Collect, use, disclose, maintain, secure, and dispose of confidential information in compliance with applicable data privacy laws and regulations.
 - Securely share confidential information with other employees only when required for their job.
 - Do not share confidential information externally without the appropriate written consent. The appropriate agreement, nondisclosure, or consent forms can be obtained from the Cook Group Privacy team at privacy@cookmedical.com.
- Properly store and transport confidential information (e.g., encrypt, password protect, secure in locked area, etc.).
 - Never use unencrypted email to transfer personally identifiable information (PII), personal health information (PHI), or credit card information.
 - Immediately report unauthorized use, disclosure, or loss of confidential information to your supervisor and local IT manager.

RESOURCES:

Legal Service Request Portal
on the Cook Legal SharePoint

For Data Privacy policies and
employee resources, please visit the
[Data Privacy SharePoint](#).*

Research

Market research provides insight and directs our businesses and our solutions forward.

Given the variety of Cook industries, different types of research are conducted. There are common standards that apply. Some research helps us understand customer needs and feelings about our products and services (e.g., marketing surveys of customers, suppliers, or guests). Some research helps us improve the science behind our medical products.

Transparency is vitally important to our research and helps us avoid interactions that might improperly influence the outcomes. We recognize the importance of accurate data and data analyses and are committed to providing research results related to our products and services, whether positive or negative, in a timely and accurate fashion.

Medical device and life sciences industries

When we conduct clinical research, our top priority is treating participants safely with dignity and respect and in accordance with local human subject protection laws and regulations. Informed consent is obtained from our study participants, and we strive to protect them from unnecessary risk while helping them understand the nature and purpose of our research and any associated risks.

Hyperlinked materials referenced in this Code may be accessible to external third parties only when permitted by Cook's internal controls and security protocols. Unless such access is explicitly authorized, these resources remain restricted.

**Please note: In order to access certain links, you will need to have remote access through your Cook account on GlobalProtect.*



Research continued

What you must do:

- Comply with External Applicable Standards (EAS) and accepted ethical and professional standards.
- Protect the life, safety, health, privacy, and dignity of those participating in the research.

When research is conducted for Cook or published on our behalf, we partner with researchers who have experience performing the type of research we need. We require these partners to share our high standards and investigators to disclose their connection to Cook. We are committed to a complete and accurate disclosure of financial or other relationships related to our research activities.



*Hyperlinked materials referenced in this Code may be accessible to external third parties only when permitted by Cook's internal controls and security protocols. Unless such access is explicitly authorized, these resources remain restricted. *Please note: In order to access certain links, you will need to have remote access through your Cook account on GlobalProtect.*



Cook as an ethical business partner

- Conflicts of interest
- Business interactions
- Third parties
- Advertising and promotion
- Antitrust and fair competition



Want to know more?

See [Appendix](#) for scenarios, Q&A, checklists, and decision aids related to this topic.

Conflicts of interest

Don't let personal interests affect business decisions.

A conflict of interest occurs when our personal activities or interests—or those of someone close to us—conflict with the best interests of Cook. Business decisions should be made based on Cook's needs rather than potential personal gain or the interests of family or friends. You are expected to use good judgment and avoid situations that can lead to an actual conflict or the appearance of a conflict.

Here are some situations where a conflict of interest may arise:

- You or a relative have financial interests, a job, or a position on the board of directors with any Cook competitor, distributor, or vendor.
- A family member, domestic partner, or other person with a close personal relationship works in your department or on your management team or is otherwise managed by you.
- You have a second job or business of your own that may conflict with your responsibilities to Cook.
- You take advantage of personal opportunities based on information obtained through Cook.

The following scenarios may present a conflict of interest. If any of these or similar scenarios pertain to you, please contact your manager or Human Resources.

- Cook employee dating a customer or vendor.
- Cook employee spouse works for a competitor.
- Customer invites Cook employee to participate in an all-expense paid overseas charity event (e.g., medical mission trip).
- Cook employee invited to sit on a board of directors.
- Vendors invite Cook employees to outings (golf, skiing, etc.).
- Employee dating employee (manager/subordinate).

You are responsible for disclosing any perceived, apparent, or actual conflicts to management to determine whether a conflict exists. Your manager or supervisor will determine the appropriate actions to take and document the decision.

Business interactions

Good business requires good judgment—we follow the rules regarding business interactions and build partnerships on honesty and trust, not favors.

When we do business on Cook's behalf, we must act in a fair and impartial manner. This means using common sense to avoid even the appearance that a business interaction has influenced or may influence a business decision or purchase. Cook conducts business in many industries, and participating in inappropriate business interactions could harm Cook's business and reputation and may even violate External Applicable Standards (EAS).

Anti-bribery principles forbid offering or providing anything that directly or indirectly benefits any person in order to gain a business advantage for Cook (see the [Anti-Bribery Anti-Corruption policy](#)* for more information). Therefore, we have established guidelines related to business interactions. Our policies, procedures, and guidance related to reporting business interactions are in place to help ensure that we do not provide any benefit that could interfere with professional judgment.

Strict compliance with applicable local regulations is also required. When there is a conflict between Cook policy and local regulation, we must comply with the stricter requirement.

At times, it may be difficult to determine when a business interaction crosses a line. Remember that accepting gifts may lead the giver or receiver to believe they have "undue influence" or that bribery is acceptable, so we must be mindful of the message we are sending when giving gifts.

Business interactions continued

What is a gift?

A gift is anything of value—including marketing items like t-shirts with logos, gifts like flowers and fruit baskets, or services like the use of a car—if the recipient is not expected to pay for the item.

What is a legitimate business meal?

A legitimate business meal is any meal where the purpose of the meal is to discuss Cook business.

What is entertainment and recreation?

Entertainment and recreation is attendance at any event—such as a sporting event, concert, or play—where the recipient is not expected to pay for the entrance fee or ticket.

You may participate in a business interaction when the interaction:

- Complies with Cook Written Standards (CWS).
- Conforms to local law and reasonable and ethical practices of the industry.
- Involves the payment of reasonable expenses directly related to a business purpose (such as attending a seminar or conference related to your responsibilities on Cook's behalf), provided that you first obtain your supervisor's approval.
- Does not create any actual conflict of interest or divided loyalty.

Hyperlinked materials referenced in this Code may be accessible to external third parties only when permitted by Cook's internal controls and security protocols. Unless such access is explicitly authorized, these resources remain restricted.
**Please note: In order to access certain links, you will need to have remote access through your Cook account on GlobalProtect.*

Cook Global Headquarters, Bloomington, Indiana



Business interactions continued

You may not:

- Accept cash or cash equivalents like gift cards.
- Participate in illegal business interactions that violate External Applicable Standards.
- Ask for or accept gifts or services such as the use of a car while visiting another city.
- Accept anything as a condition for something in return. (A gift or other interaction that either obligates or appears to obligate you to do or provide something in return is improper.)
- Accept anything that could cause the giver to violate his or her own company's or institution's standards or policies.

Business interactions in connection with occasional events related to an existing contract, such as program review meetings or dinners, are understandable and absent facts indicating otherwise, do not violate this policy.

You may not knowingly participate in business interactions that violate the policies or standards of conduct of the partner's organization.

Interaction with healthcare professionals (HCPs) is governed by the [Healthcare Professional Interactions policy](#).*

Resources can be found on the [HCP Interactions SharePoint](#).*

Exceptions to the business interactions related to Cook Written Standards must be discussed with, approved, and documented by the relevant Ethics & Compliance Function.

Third parties

Hold third parties to our high standards.

Third parties who work with us, including suppliers, vendors, distributors, consultants, temporary contract workers, and agencies, are contractually obligated to follow External Applicable Standards, ethical business practices, and Cook Written Standards requirements for labor, health and safety, environmental protection, and management systems. Third parties working with Cook should have the appropriate contracts in place before beginning work.

When identifying potential third parties to work with, we take steps to mitigate risk by conducting due diligence and background checks to better know our business partners and gain a better understanding of the market.

What you must do:

- Give third parties a chance to compete fairly for our business.
- Consider whether there are any potential conflicts of interest before working with a third party.
- Never ask, suggest, or lead a third party to do anything illegal or improper. We cannot ask others to do what we are not allowed to do ourselves.

Hyperlinked materials referenced in this Code may be accessible to external third parties only when permitted by Cook's internal controls and security protocols. Unless such access is explicitly authorized, these resources remain restricted.
**Please note: In order to access certain links, you will need to have remote access through your Cook account on GlobalProtect.*

K-Tube, Poway, California



Third parties continued

Assortment of components from suppliers



After beginning a working relationship with a third-party person or organization, be alert to any warning signs of unethical or other inappropriate conduct. If you have questions or concerns, always seek guidance from your manager, Legal, or Ethics & Compliance representative.

When purchasing goods or services, remember that Cook only pays the actual provider of the goods or services. All invoices involving the sale of goods or services must accurately and clearly list the items purchased or sold and their price, discounts, rebates, or goods provided at no cost.

In addition, except in rare cases with pre-approval from Legal, Cook cannot make payments to a provider of goods or services in a country other than the one where the provider is located, maintains a place of business, or has provided the services.

*Hyperlinked materials referenced in this Code may be accessible to external third parties only when permitted by Cook's internal controls and security protocols. Unless such access is explicitly authorized, these resources remain restricted. *Please note: In order to access certain links, you will need to have remote access through your Cook account on GlobalProtect.*

Advertising and promotion

Promote our businesses with honesty and integrity.

Advertising of Cook products and services must be truthful, and specific claims we make must be fair and substantiated. Cook's policy is not to engage in deceptive advertising or unlawful promotional activity. Our policies also require that any materials we create to market and sell our products and services must be reviewed and approved before they are released.

Cook employees and their agents should avoid criticizing competitors' products, services, or employees.

Additional requirements for the medical device and life sciences industries

The marketing and sale of medical products must follow the regulations of each country where the product is sold. All Cook companies that market and sell medical products, all Cook employees, and all distributors of Cook medical products must commit to market and sell Cook medical products only for their approved intended uses as determined by the regulators in the countries where the medical product is registered and available for sale.

Before including any of the following in marketing materials, consult the relevant policy or discuss with Legal or your Ethics & Compliance representative:

- Advertising and promotional allowances (for example, rebates and discounts).
- Comparisons of company products to our competitors' products.
- Use of company trademarks and trade names other than Cook trademarks and trade names.

We are also prohibited from promoting products prior to approval or for a use that has not been approved by the appropriate regulatory authorities. "On-label claims" are those supported by the product's approved labeling (also called "instructions for use" or "IFU").

Hyperlinked materials referenced in this Code may be accessible to external third parties only when permitted by Cook's internal controls and security protocols. Unless such access is explicitly authorized, these resources remain restricted.

**Please note: In order to access certain links, you will need to have remote access through your Cook account on GlobalProtect.*

Antitrust and fair competition

Success comes when we compete fairly.

Cook policies are designed to support free and fair competition. Our continued success depends on our ability to compete effectively in the marketplace in all of the industries in which we participate. We are committed to complying with the competition laws in the countries where we do business. Antitrust and fair competition laws are designed to protect customers and patients and prevent unfair business practices by forbidding monopolies, price fixing, undercut pricing, and other practices that restrict fair trade.

While we seek business-related information about our competitors, we do so through legal and ethical means, such as reviewing public documents. Do not encourage others to disclose confidential information about another company. Furthermore, do not spread rumors about other companies or unfairly speculate about the quality of their products or services.

Fountain at Cook Global Headquarters, Bloomington, Indiana



Cook as a good corporate citizen

- Global Anti-Bribery / Anti-Corruption Program
 - Anti-bribery / anti-corruption
 - Anti-money laundering
- Human rights
- International trade
- Insider trading
- Communication with the media
- Social media
- Providing information to the government
- Political activities and lobbying



Want to know more?

See [Appendix](#) for scenarios, Q&A, checklists, and decision aids related to this topic.

Global Anti-Bribery / Anti-Corruption Program

Anti-bribery / anti-corruption

Win business the right way—not by buying it.

We actively oppose fraud, bribery, and corruption. Anti-bribery, anti-corruption, and “anti-kickback” laws require a commitment from each of us to prevent improper influence in all of our business activities. Become familiar with these laws, including the US Foreign Corrupt Practices Act, the UK Bribery Act, and other relevant laws that potentially apply to Cook’s business activities around the world. **Bribery is illegal everywhere.**

We expect the highest ethical standards in all of our business activities. In addition to observing External Applicable Standards, you must uphold Cook’s ethical standards and follow Cook Written Standards, even when they are stricter than local customs or practices.

Everyone at Cook must ensure that services performed by third parties on Cook’s behalf are carried out in a way that meets our expectations and is in compliance with External Applicable Standards and Cook Written Standards.

We must take reasonable steps to know third parties before engaging them, pay fair market value for the services they provide, and accurately document all payments.

Bribery and corruption restrict economic and social development, contribute to poverty, hunger, disease, and crime, create unfair business environments, and harm customers. Therefore, countries take steps to prevent such practices. You must not offer, promise, make, approve, provide, request, agree to receive, or accept any payments, gifts, or anything of value for the purpose of gaining or keeping an unlawful business advantage.

This guidance applies whether you are working directly or indirectly through third parties and is consistent with the US Foreign Corrupt Practices Act, the UK Bribery Act, and other international anti-corruption laws that relate to preventing bribery and corruption.

Cook Australia, Brisbane



Global Anti-Bribery / Anti-Corruption Program *continued*

Anti-money laundering

Safeguard the integrity of all financial transactions.

Money laundering is a process that criminals, terrorists, and others use to move funds from illegal activities through legitimate businesses to make the funds appear legitimate. We are committed to conducting business in a way that prevents this practice.

What you must do:

- Be alert; know our customers and how they use our products and services.
- Only conduct business with vetted reputable third parties who are engaged in legitimate business activities.
- Report suspicious activity to the Global Ethics & Compliance office.

For more information, reference the [Anti-Bribery Anti-Corruption policy](#).*

Cook Ireland, Limerick



Human rights

Promote dignity and basic individual rights.

Cook strives to ensure that our actions do not harm fundamental human rights either directly or through the actions of our business partners. We aim to be a positive social role model and promote basic human rights by following applicable labor, wage, and hour laws.

We use screening practices so as not to knowingly conduct business with any individual or company in our supply chain that participates in physical punishment, forced or prison labor, child labor, exploitation of workers, or human trafficking. We expect third-party vendors, suppliers, and other business partners to share our commitment. We take steps to ensure that slavery and human trafficking are not taking place anywhere within our organization or our supply chain.

We are also committed to the responsible sourcing of conflict minerals, defined as tin, tantalum, tungsten, and gold, based on the laws that require disclosure of their use, and we expect everyone we do business with to adopt similar standards related to the sourcing of conflict minerals.

What you must do:

- Respect and abide by all applicable employment laws in the locations where you operate.
- Do not engage in any acts of human rights abuse or conduct business with those who do.
- Speak up if you see or suspect possible labor law or human rights violations.

For more information, refer to the [Global Labour Standards policy](#).*

Hyperlinked materials referenced in this Code may be accessible to external third parties only when permitted by Cook's internal controls and security protocols. Unless such access is explicitly authorized, these resources remain restricted.
**Please note: In order to access certain links, you will need to have remote access through your Cook account on GlobalProtect.*

West Baden Hotel dome



International trade

We respect the laws governing international trade.

Many countries where Cook does business have laws controlling the export and import of technology (information and software), personal information, medical devices, and other goods. Governments may also impose trade restrictions, including sanctions, against certain countries, companies, organizations, or individual persons. Cook is committed to compliance with trade regulations that impact our business. Violations of these laws put Cook's ability to service customers at risk and may result in fines and penalties.

Trade regulations are complex. Examples of important regulatory areas that we must observe include:

Country sanctions (destination controls)

The United States, countries in the European Union, and some other countries impose sanctions and trade limits on other countries and regions. For current sanctions, see the [Trade Compliance SharePoint](#).*

Restricted parties (end-user controls)

Sanctions and restrictions targeting certain individuals, groups, or organizations that have been identified as terrorists, those supporting terrorism, drug traffickers, etc., are administered through various restricted party lists.

Prohibited activities (end-use controls)

These controls prohibit transactions with "end-users" involved in chemical or biological weapons development, ballistic missile development, or sensitive nuclear activities—even if the item transacted is not apparently connected with that activity.

US dual use commodity and technology (including "deemed exports")

Certain products, software, equipment, and related technologies may be restricted by the US government and require export license authorization, even when shipped to a customer in a friendly country for peaceful use. Under US law, transfer of technology (technical data and software) to a foreign national while present in the United States is "deemed" to be an export to the foreign national's country and may require export license authority.

International trade continued

Export diversion “red flag”

A “red flag” is a warning that an export may involve an end-destination, end-user recipient, or end-use other than stated. These warnings typically take the form of information, verbal or written, which raises doubts about the consistency or accuracy of details concerning any aspect of an export. “Red flags” require resolution before proceeding.

US anti-boycott restrictions

These rules prohibit participation in any unauthorized country boycott, including the Arab League boycott of Israel, and impact foreign subsidiaries of US-owned companies.

Classification (tariff codes)

Imported goods must be classified under the destination’s tariff schedule coding system to correctly determine import duty rates (a tax collected on imported goods) and support other customs and statistical requirements.

Hyperlinked materials referenced in this Code may be accessible to external third parties only when permitted by Cook’s internal controls and security protocols. Unless such access is explicitly authorized, these resources remain restricted.

**Please note: In order to access certain links, you will need to have remote access through your Cook account on GlobalProtect.*

Customs valuation

Commercial documents supporting import entry or export filings must reflect the sale transaction value of the goods, or the cost of the goods if not sold. Adjustments to value for reductions of customs duty or taxes are not allowed.

For help with any of these areas, see the [E&C SharePoint*](#), and/or contact your Ethics & Compliance representative or the Global Trade Compliance office at Cook Group.

Cook Winston-Salem, North Carolina



Insider trading

Do not trade on inside information.

In the course of your work with Cook, you may come to know nonpublic information related to business partners or other companies and their business activities. Protect nonpublic information and never use it to make decisions about buying or selling securities. Insider trading refers to the illegal practice of buying or selling stock (of any company related to our business, including our customers, vendors, suppliers, or competitors) while having “material nonpublic information” about a company’s business activities.

- “Material” information is information that a reasonable investor would think is important when making a decision about buying, holding, or selling a company’s securities. Information that affects the price of another company’s stock is typically “material.”
- Information is considered “nonpublic” until it is made publicly available (in a press release, shareholder communications, or public filing with the relevant regulatory body, for example) and the public and the financial markets have had time to read and understand the information.

Cook Global Headquarters lobby



Insider trading continued

Some examples of inside information are financial results, earning projections, changes in senior management, new product launches, or information about plans to buy or sell other companies. Inside information may also include information about new products being developed or changes in business strategies.

Insider trading is illegal and unethical under US federal and other local securities laws.

What you must do:

If you have “material nonpublic” information about a company, do not:

- Buy or sell stock, options, bonds, or other debt instruments of that company.
- Tell or “tip” anyone else by giving the nonpublic information to them.

BE AWARE:

As part of doing your job, you may receive material or nonpublic information about Cook or other companies. You must keep this information confidential and may not trade in the stock of other companies based on your knowledge.

*Hyperlinked materials referenced in this Code may be accessible to external third parties only when permitted by Cook's internal controls and security protocols. Unless such access is explicitly authorized, these resources remain restricted. *Please note: In order to access certain links, you will need to have remote access through your Cook account on GlobalProtect.*



Communication with the media

Only authorized individuals speak for Cook.

Cook will respond to legitimate media inquiries in a cooperative and responsible manner. Our reputation in the communities where we are located depends on having appropriate channels for discussion and providing accurate, timely, and consistent information. We only authorize specific employees to speak to the media. Those authorized will be notified by Corporate Marketing & Communications. All inquiries from the media should be directed to Corporate Marketing & Communications in your country or region. This policy applies even in crisis situations or situations where our company has been in the news.

Hyperlinked materials referenced in this Code may be accessible to external third parties only when permitted by Cook's internal controls and security protocols. Unless such access is explicitly authorized, these resources remain restricted.

**Please note: In order to access certain links, you will need to have remote access through your Cook account on GlobalProtect.*

Social media

Take care in your online activity.

Social media is changing the way employees work and engage with each other, clients, and partners. We have made a strategic decision to embrace social media. We continue to advocate, however, that our employees use social media in a responsible, lawful, and professional manner which includes, among other things, following relevant data protection laws. To assist employees in avoiding the negative aspects of social media, we have a social media policy. Below are some guidelines to be followed from that policy:

- You are personally responsible for the content that you publish on any social media platform. If you talk about your job or our business on a social media platform, you must use a disclaimer such as: "These are my personal views and not those of Cook."
- Do not post about Cook products or brand names or post images of products on any social platform, including private / closed groups.
- Respect the privacy and confidentiality of others, including patients, customers, and Cook employees.

Providing information to the government

Understand our obligations.

Cook is committed to obeying the law, both in letter and in spirit, in the various countries where we do business. Cook employees and agents (any company or person acting on our behalf) are required to respect and obey External Applicable Standards and respond to legitimate requests for information accurately and in a timely fashion. Cook management must be informed immediately about any government, regulatory, or media inquiry in order to properly and completely respond. If you are contacted by an outside individual or agency, please contact management or the Cook Group Legal Function immediately.

Cook Aviation, Bloomington, Indiana



Additional requirements for the medical device and life sciences industries

In some countries, we are required by law to provide information to the national governments on certain financial interactions that we have with healthcare professionals. These countries and rules include, but are not limited to:

- United States—Open Payments Act
- France—The French Sunshine Act (The Loi Bertrand legislation)
- Denmark—The Danish HCP Affiliation/ Sunshine Act
- Korea—Korean Sunshine Act
- Japan—Transparency Guidelines for the Medical Device Industry and its Relationships with Medical Institutions and Other Organizations

New laws are being passed every year. In order for us to meet these reporting requirements, you must be transparent in all interactions with HCPs and document all financial interactions with HCPs accurately.

Political activities and lobbying

Engage in political activities responsibly.

“Political activity” is activity directed toward the success or failure of a political party, candidate for public office, or a political group.

It is Cook’s policy that Cook employees understand and comply with External Applicable Standards, including those requirements that govern political interaction with government officials, political candidates, political parties, and political action committees. These legal obligations may differ from one country to another and even within different parts of the same country. If you have questions or require additional guidance, contact your local Ethics & Compliance representative for direction.

“Lobbying” includes activities to influence the legislative, administrative, or other policies of a governmental entity.

Cook supports the principle of responsible corporate participation in federal, state, and local public policy debates on matters affecting the business of the company. Participation in public policy formation is viewed by Cook as an element of corporate social responsibility.

As permitted by law, corporate resources may be used to support lobbying activities, including staffing and expenses of the Cook government relations and public policy organizations and employees who engage in lobbying activities. Corporate resources may be used through the Global Government Affairs Function to hire consultants to support lobbying, pay dues for associations and membership organizations that engage in lobbying, and support lobbying coalitions created to advocate for specific public policy outcomes.

West Baden Hotel entrance



Political activities and lobbying continued

Cook employees should not attempt to represent Cook's position or stance on issues in the public arena without contacting your local Ethics & Compliance representative for direction.

Though there are a few exceptions, in most countries nearly all personal gifts of any kind to a public official or staff and/or their spouses from employees of a company like Cook are prohibited even when they are not reimbursed by the company. The rules cover any gifts that have monetary value including travel, meals, entertainment, tickets to sporting events, green fees at a golf course, etc. They do not cover political contributions made in accordance with federal election laws in the US. If you have any questions about this prohibition, contact your local Ethics & Compliance representative for direction.

Cook closely monitors External Applicable Standards related to lobby registration and reporting requirements, including tax laws and regulations relating to lobbying, to enable compliance by Cook, its officers, and employees. As required by law, Cook will file documentation detailing its lobbying activities with appropriate national, federal, state, and local government entities.

Hyperlinked materials referenced in this Code may be accessible to external third parties only when permitted by Cook's internal controls and security protocols. Unless such access is explicitly authorized, these resources remain restricted.
**Please note: In order to access certain links, you will need to have remote access through your Cook account on GlobalProtect.*

RESOURCES:

[Political Interactions with Covered Officials policy*](#)

West Baden Hotel dome





Cook as a responsible neighbor

Community involvement

Community involvement

Support the people in the communities where we live and work.

Cook Group consistently strives to be a good neighbor in the communities where our companies are located. We recognize the opportunity and obligation we have to help our communities develop and thrive, and we take a proactive approach to this each and every day.

From the very beginning, the Cook family instilled the company with a strong philanthropic core. Following one of the family's passions, we have helped restore, preserve, or repurpose dozens of architecturally significant buildings. These include: French Lick and West Baden resorts in southern Indiana; the Fountain Square Mall, Grant Street Inn, and the Graham Plaza in Bloomington, Indiana; and part of the downtown square in Canton, Illinois (Bill Cook's hometown). These projects have all helped revive the economies and activities in the communities our employees call home.

We have also been involved in other social, educational, environmental, and cultural projects and programs designed to enhance our communities.

West Baden Hotel renovation



Community involvement continued

Some of these community partnerships include:

- Supporting fundraising events for nonprofit organizations.
- Helping establish a health clinic for low-income individuals and families.
- Building support for community exercise facilities.
- Sponsoring arts and culture events.
- Partnering with schools and colleges to offer continuing education for our employees.
- Connecting Cook employees to a volunteer tutoring program for children.
- Supporting medical mission trips by providing medical supplies and expertise to aid patients in developing countries.
- Sponsoring local sports associations for children.
- Providing support to a local orphanage during the holiday seasons.

Our impact on people's lives isn't limited to the products and services we provide. When we help lift a community, we also help lift our own employees and their families. Being a good neighbor means helping to make our communities places where each of us wants to live and work.

William Cook Europe (WCE)





Cook as a great place to work

- Employment practices
 - A respectful workplace
- Environmental health and safety
- Assets and property
- Reporting a concern



Want to know more?

See [Appendix](#) for scenarios, Q&A, checklists, and decision aids related to this topic.

Employment practices

Treat each other with respect and dignity.

Cook Group strives to be the type of company where people want to work. We value inclusion and base our hiring decisions, employee development, promotions, and compensation on an individual's qualifications, skills, and performance. We do not base these decisions on personal characteristics, such as gender, gender identity, race, ethnicity, color, national origin, religious affiliation, age, sexual orientation, pregnancy status, marital or family status, veteran status, ability, or any other protected class.

We protect employees from unfair, unethical, or unsafe working conditions and do not engage in bonded, forced, or child labor.

We believe that teams of people who trust, respect, value, and honor varying approaches, solutions, and contributions will improve the products we create or the services we offer. Therefore, we seek to create an inclusive work environment where employees, regardless of their backgrounds, can contribute fully.

In turn, we expect you to treat others with the same level of respect and dignity that you would like shown to you. Remember, we do not tolerate any form of discrimination.

A respectful workplace

We do not tolerate behavior that creates an offensive, hostile, or intimidating work environment. We strive to maintain a positive workplace where you may do your job without fear of harassment.

Bullying or harassment can be verbal, physical, or visual and take many forms. If you believe you are the target of harassment or suspect that someone else is being harassed, bring your concerns forward with confidence that Cook will listen. Cook does not tolerate retaliation against anyone who raises a concern in good faith.

You may also use the [E&C Helpline](#) to report your concerns.

Environmental health and safety

Safeguarding our environment is a shared responsibility.

We all have a right to work in a safe and healthy environment. Unsafe practices can lead to serious consequences, such as personal injury or injury to coworkers and others. We strive for a workplace that protects the health and safety of our employees and the people with whom we do business. Cook policies have been developed to:

- Protect employees, neighbors, and the environment.
- Manage environmental health and safety issues, utilizing company-wide collaboration, leadership involvement, and management standards and systems.
- Recognize, eliminate, and prevent workplace hazards and environmental risks that may be associated with our products, services, and operations.
- Promote environmentally sustainable practices and communities.

Our future is dependent on the sustainable development of healthcare for our customers and patients and the environment. For more details, please refer to the [Social Impact & Sustainability SharePoint](#).*

Cook Advanced Technologies, West Lafayette, Indiana



Environmental health and safety continued

What you must do:

- Follow applicable environmental, health, and safety policies, procedures, guidance, and External Applicable Standards.
- Conduct yourself in a safe and responsible manner.
- Be observant and aware of your surroundings and take reasonable precautions appropriate to the situation.
- Promote a safety culture; work to reduce workplace hazards and environmental impacts.
- Report any situation that jeopardizes the safety of our workplace, including threatening behavior or physical conduct that could result in harm to people or property.

Working under the influence of drugs (illegal, legal/prescription) and alcohol can pose a safety hazard and affect your safety as well as the safety of others.

We do not allow employees to use or be under the influence of drugs or alcohol at work or while conducting Cook business (unless the responsible consumption of alcohol is authorized in connection with a company-sponsored event). The sale, distribution, and possession of illegal drugs are also prohibited on company property.

Weapons are not allowed in Cook company facilities, unless authorized by the global security department.

*Hyperlinked materials referenced in this Code may be accessible to external third parties only when permitted by Cook's internal controls and security protocols. Unless such access is explicitly authorized, these resources remain restricted. *Please note: In order to access certain links, you will need to have remote access through your Cook account on GlobalProtect.*



Assets and property

Be good stewards of our resources.

Cook's assets and property are intended to be used only for Cook business unless an exception applies, e.g., Cook vehicles provided to employees. Assets and property include everything from physical property (such as computer equipment), to intellectual property, trade secrets, and expertise. We all must use good judgment to protect Cook assets from loss, theft, misuse, and waste. Our assets include, but are not limited, to:

- Facilities and equipment. These assets must be well maintained and secured against theft and misuse.
- Our reputation. Although a less-tangible asset, our reputation for quality products and services, community involvement, and ethical business relationships is one that has been built over many years. Each of us has a duty to behave and speak in ways that protect and enhance Cook's reputation.

What you must do:

- Use company property appropriately and efficiently, following company policy and guidance and regulations.
- Spend company money wisely.
- Protect company property from theft, loss, unauthorized access or use, or waste.
- Refrain from using company property for personal gain.

Following local Cook policy, with respect to appropriate times and places, information systems (such as email and phones) may be used for occasional, reasonable personal use. However, this use must never compromise the security of Cook information. Remember that Cook may monitor, access, review, and disclose any information contained on Cook property, systems, or devices, unless restricted by local law. We may ask you to return company property at any time.

Reporting a concern

Live Cook's values.

Every Cook employee is responsible for ethics and compliance. You are encouraged to report violations or suspected violations of Cook Written Standards or External Applicable Standards to management or through the [E&C Helpline](#).

Non-retaliation policy

Non-retaliation means that if you report a concern in good faith, adverse consequences for reporting the concern, such as being fired, demoted, assigned a less desirable position, suspended, or having benefits reduced or withheld will not be tolerated. Any suspected incidents of retaliation should be reported to Human Resources. For more information, reference the [Non-Retaliation policy](#).*

BE AWARE

What does reporting in "good faith" mean?

"Good faith" means that you honestly believe there may be a violation and that you are not making a false report.

E&C Helpline

Toll-free numbers and dialing instructions can be found through the [E&C Helpline](#).

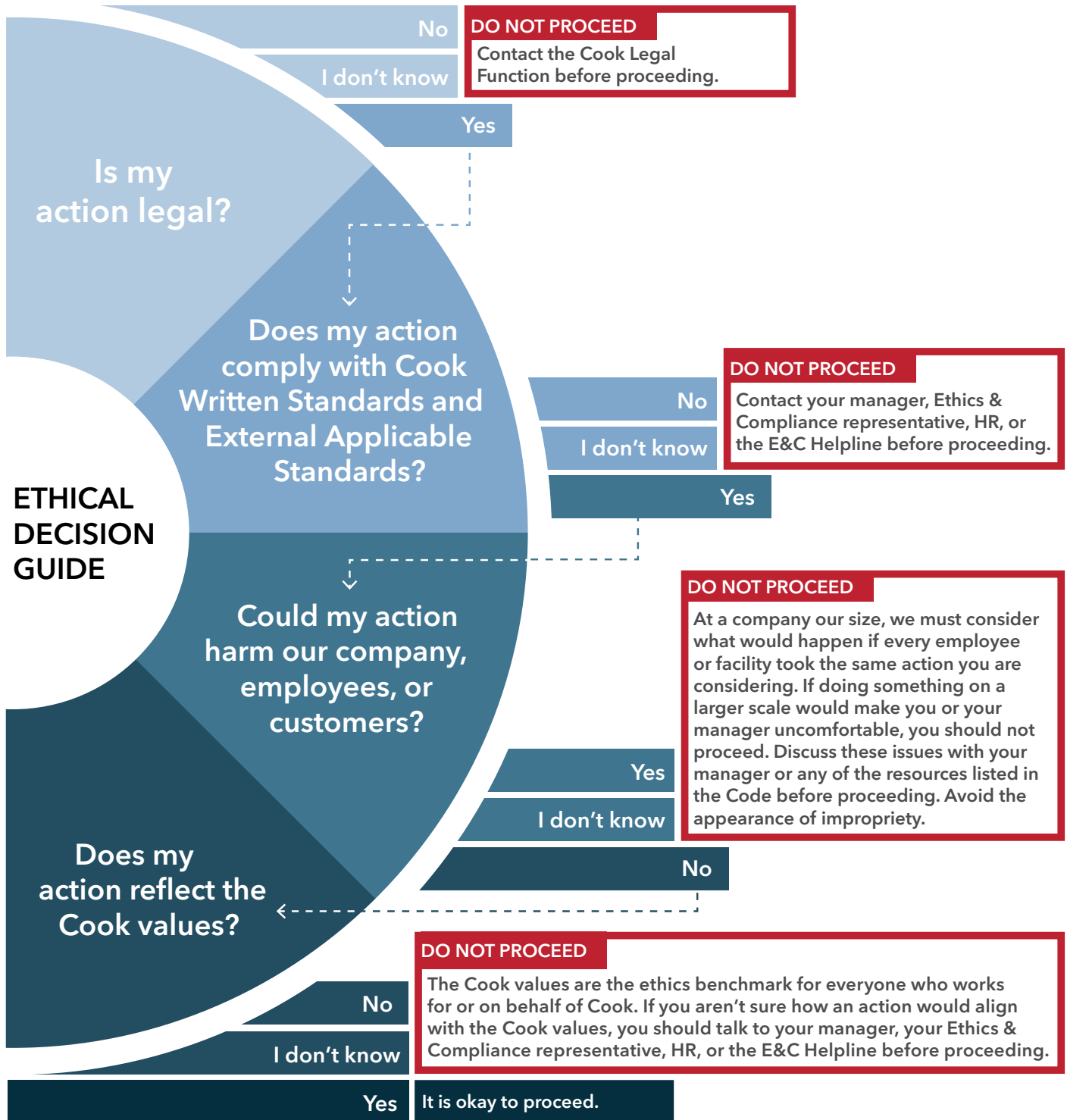
Hyperlinked materials referenced in this Code may be accessible to external third parties only when permitted by Cook's internal controls and security protocols. Unless such access is explicitly authorized, these resources remain restricted.

**Please note: In order to access certain links, you will need to have remote access through your Cook account on GlobalProtect.*

Cook Medical, Indianapolis, Indiana



Ethical decisions guide



Appendix:

Scenarios, Q&A, checklists, and decision aids

- Quality products and services
- Business documentation and records management
- Data privacy
- Company confidential information and intellectual property
- Research
- Conflicts of interest
- Business interactions
- Third parties
- Advertising and promotion
- Antitrust and fair competition
- Global Anti-Bribery / Anti-Corruption Program
- International trade
- Communication with the media
- Social media
- Political activities and lobbying
- Employment practices
- Environmental health and safety
- Assets and property

Quality products and services

(Medical and non-medical)

Decision time

Following procedures

The employees in my area do not always follow the procedure documents when completing certain tasks. In fact, one employee has even developed a shortcut that he encourages others to use. I do not want my coworkers to know that I raised this issue, but I am concerned about quality. What should I do?

Raise the issue right away with your supervisor or manager, or use the [E&C Helpline](#) (where you can remain anonymous where permitted by law). Failure to report the problem could result in nonconforming product or services, regulatory problems, or other serious issues. Your report will be kept as confidential as possible under the circumstances.

Decision time

Product complaints

What should I do if I receive a complaint about a Cook product from one of my customers?

If you become aware of a problem that happened while using a Cook Medical or Life Sciences product, you must report the issue right away to the assigned individuals or groups within Cook. Your region's Customer Support & Distribution team can tell you how to report the complaint. Cook must report such events with any of our products within 24 hours of learning about them, even if we are not sure there is a cause-and-effect relationship between the product and the "event" or even if the product with the problem is not ours.



Quality products and services continued

(Medical and non-medical)

Decision time

Internal quality control inspections

I am concerned that one of our new employees appears not to be completing the required number of quality inspections. What should I do?

Raise the issue right away with your supervisor or manager, or use the [E&C Helpline](#) (where you can remain anonymous where permitted by law). Failure to report the problem could result in nonconforming product or services, regulatory problems, or other serious issues. Your report will be kept as confidential as possible under the circumstances.

Decision time

Quality of materials or service items

What should I do if I am concerned about the quality of some of the food or service items I received for a big catering job at the resort?

You should always report any quality concerns to your supervisor or manager. Or you may use the [E&C Helpline](#) (where you can remain anonymous where permitted by law).

Hyperlinked materials referenced in this Code may be accessible to external third parties only when permitted by Cook's internal controls and security protocols. Unless such access is explicitly authorized, these resources remain restricted.
**Please note: In order to access certain links, you will need to have remote access through your Cook account on GlobalProtect.*

Cook Canton, Illinois



Business documentation and records management

Decision time

Verifications

I am a manufacturing supervisor. In preparing for a manufacturing operation, we are required to verify that the equipment we'll be using is clean and ready for use. When I went into the manufacturing area, the operator informed me that the equipment was clean and ready. Without inspecting the equipment myself, I signed the "Verified by" statement in the manufacturing record. Was that okay?

No, you did not actually perform an independent inspection to verify that the equipment was clean and ready for use. You should not have signed the documentation until you completed your own inspection.

Decision time

Expenses

One of my direct reports recently returned from a business trip. In reviewing his expense report, I noticed that his hotel receipt contains personal as well as business-related expenses, but the amount entered on his expense report reflects the total amount of the receipt. Should I be concerned?

Yes. Travel expenses incurred while performing necessary business activities are business expenses and reimbursable. However, personal expenses incurred while traveling are not business expenses and are not reimbursable. You should address the discrepancy with the employee and tell him to correct the expense report.

Note: If you have a company credit card, you should not charge personal expenses to it.

Business documentation and records management continued

Decision time

Resort rewards points

I suspect that one of my coworkers at the resort is not assigning a hotel guest's rewards points to the guest's account, but instead to his own brother's account. I can't prove that he did this, and even if he did, he may have only done it once or in error. Should I come forward and report my suspicions?

Yes. Each of us is trusted to conduct business honestly and accurately and maintain the integrity of our books and records—including those that relate to our reward programs. You should come forward, report what you saw, and allow others at Cook to determine if something improper occurred. If you have a concern, it's better to address it early before it happens again.

Decision time

Hotel reservations for a conference

I am attending a conference for work. The conference is being held at a Marriott property but my rewards program is with Hilton. Can I reserve a hotel room at the Hilton down the road so I can get the reward points?

It depends. If the Hilton is the same price or less than the conference hotel, then yes, it would be okay to reserve a room at the Hilton and walk to the conference. If the Hilton is more expensive than the conference hotel, then you must reserve your room at the conference hotel.

Business documentation and records management continued

Decision time

Document disposal

My department has not reviewed the contents of our file cabinets in several years. We scheduled a records review day and want to be sure we dispose of documents properly. Where can I go for help?

Refer to the [Records Management policy](#)* on disposal of records, and ask your department records coordinator or the Ethics & Compliance department at Cook for the current Records Retention Schedule. Be sure to identify any records that may be on Legal Hold and make sure they are retained according to the requirements of the Legal Hold. The Cook Group Legal department can provide information on Legal Holds.



Data privacy

Decision time

Transferring data between countries

My project requires data transfers from one country to another. What should I do?

Many countries have their own data privacy regulations, and specific local requirements might need to be met before or during the data transfer. Follow your department policies and procedures for secure data transfer. Please contact the Cook Global Privacy office for help with your project before you start.

Cook Family Health Center

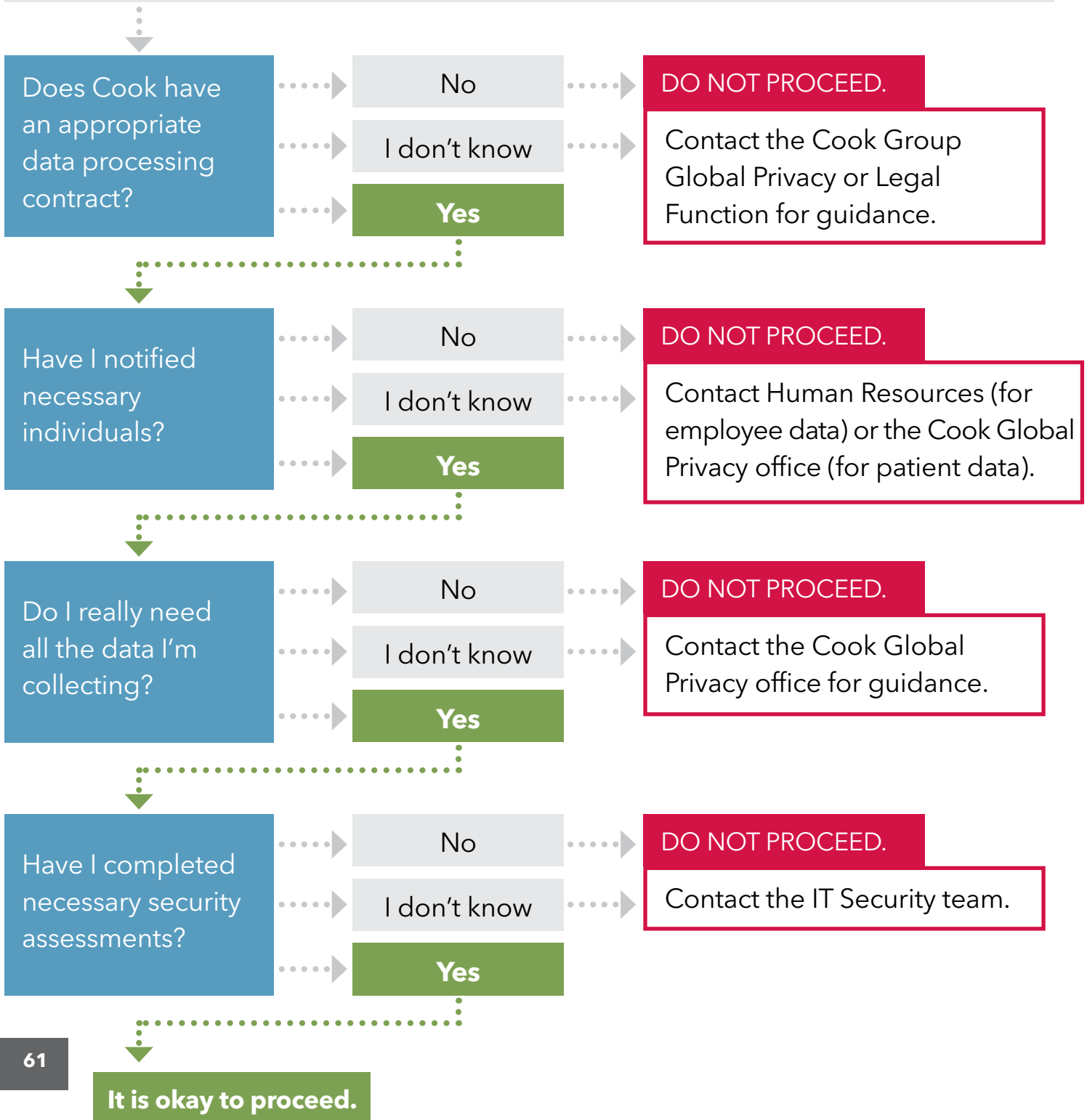




Data privacy continued

NAVIGATING YOUR WAY

Always follow your departmental policies and procedures. To collect, store, use, and disclose personal information and patient's protected health information, ask yourself:





Company confidential information and intellectual property

Decision time

Accidental sharing of confidential information

What do I do if I send confidential information to the wrong person?

Confidential information is considered sensitive and must be protected. If such information has been compromised in any way, you should immediately report the incident to your supervisor and local IT manager.

Decision time

Competitor information

I found a competitor's price list at their unattended booth alongside their other brochures. Can I use this information?

No. Cook's policy is to respect the confidential information of others. If the price list is not publicly available, we cannot use the information.

Decision time

Use of personal email or computer

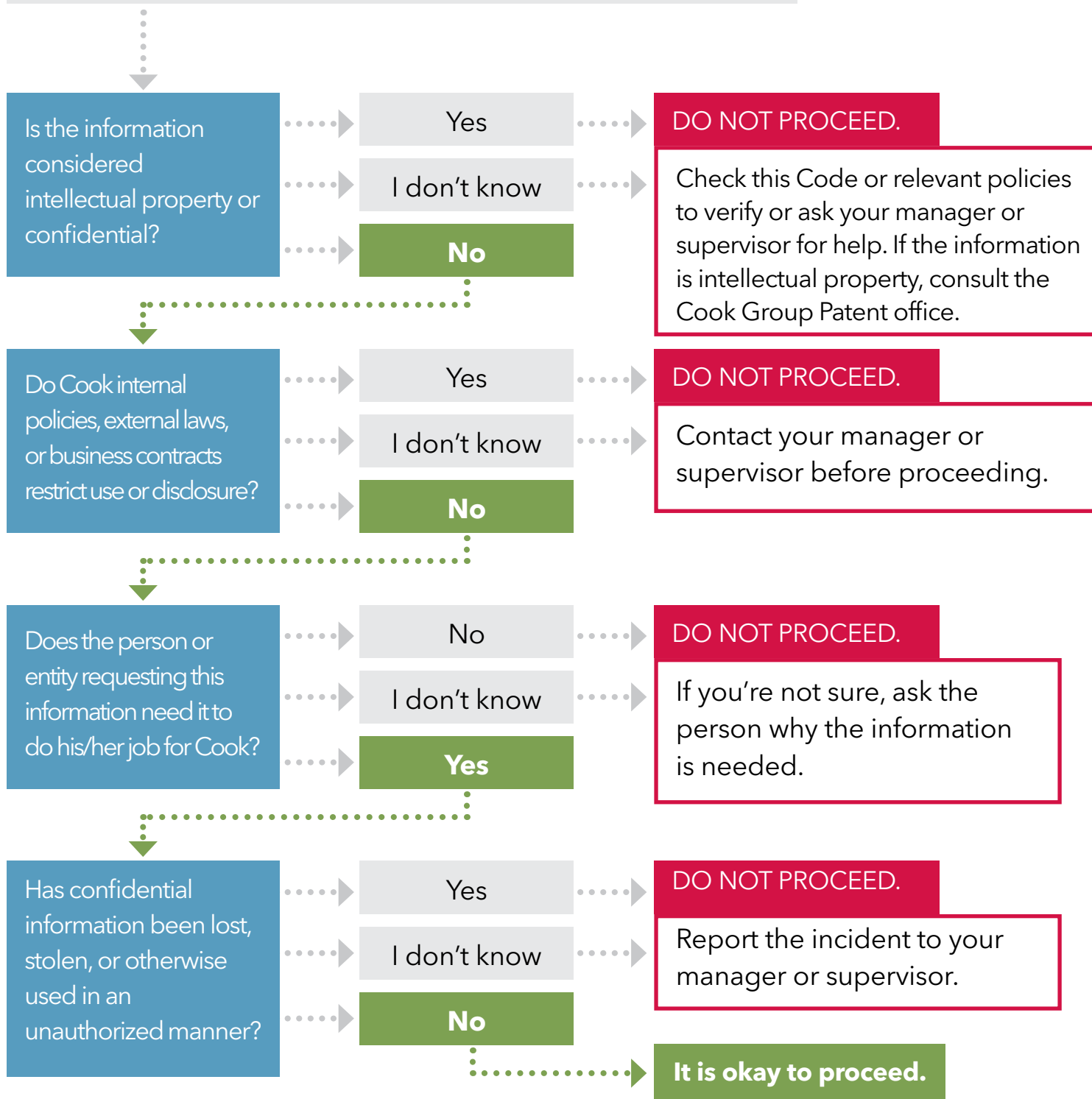
May I send Cook confidential information to my personal email account so that I can work from home on my computer?

No, but you may bring your Cook-assigned and encrypted laptop home and use the company's virtual private network (VPN) to access the data. In addition, you should be sure that any mobile devices or storage devices, such as USB flash drives, that you use to access Cook information, are encrypted, secured with a strong password, and never left unattended.

Company confidential information and intellectual property continued

NAVIGATING YOUR WAY

Before obtaining or releasing confidential information, ask yourself:



Research

Decision time

Conducting clinical research internationally

We are considering conducting a Phase III clinical trial in a country where we will not be selling our product. Is this okay?

No, international standards governing clinical trials discourage conducting research in markets where the product will not be made available.

Decision time

Conducting market research

The Market Research team is considering conducting market research to better understand our customers' needs. May we provide a nominal payment to the participants for their time?

You should check with your local Ethics & Compliance representative. In general, yes, a nominal fee in return for a needed service would be acceptable, but some countries or regions have regulations governing this type of activity. An agreement outlining the arrangement is needed. Remember that in the medical device and life sciences industries, there may be transparency requirements related to disclosure of this type of transfer of value.

Decision time

Clinical studies and customers

I am a sales rep for Cook Medical and there is a clinical study going on in one of my customer hospitals. Because I support this hospital and know these products well, I am well situated to determine which patients should be included in the study. Is this okay?

The study's principal investigator and Clinical Research make patient participation determinations. In order to maintain the integrity of the research, a Cook Medical sales rep should only get involved if a physician has a product question or asks for some guidance as a case is reviewed, but the ultimate decision is made by the physician.

Hyperlinked materials referenced in this Code may be accessible to external third parties only when permitted by Cook's internal controls and security protocols. Unless such access is explicitly authorized, these resources remain restricted.
**Please note: In order to access certain links, you will need to have remote access through your Cook account on GlobalProtect.*

Conflicts of interest

Decision time

Hiring vendors

I am hiring a landscaper for a Cook property. In response to an open request, I received a proposal from a landscaping business in which my cousin has a significant but passive interest. The landscaper has a good reputation, has offered a fair price, and satisfies all requirements.

What should I do?

You should not select a landscaper until you have discussed the potential conflict of interest with your manager. Your manager may decide to transfer the decision to someone else or take other measures to reduce the potential that the conflict could even be perceived as affecting the decision.

Decision time

Working outside Cook

I have been offered a part-time job on the weekends consulting for a friend's business. My friend's company does not compete with the Cook company I work for or any other Cook company. May I accept the job?

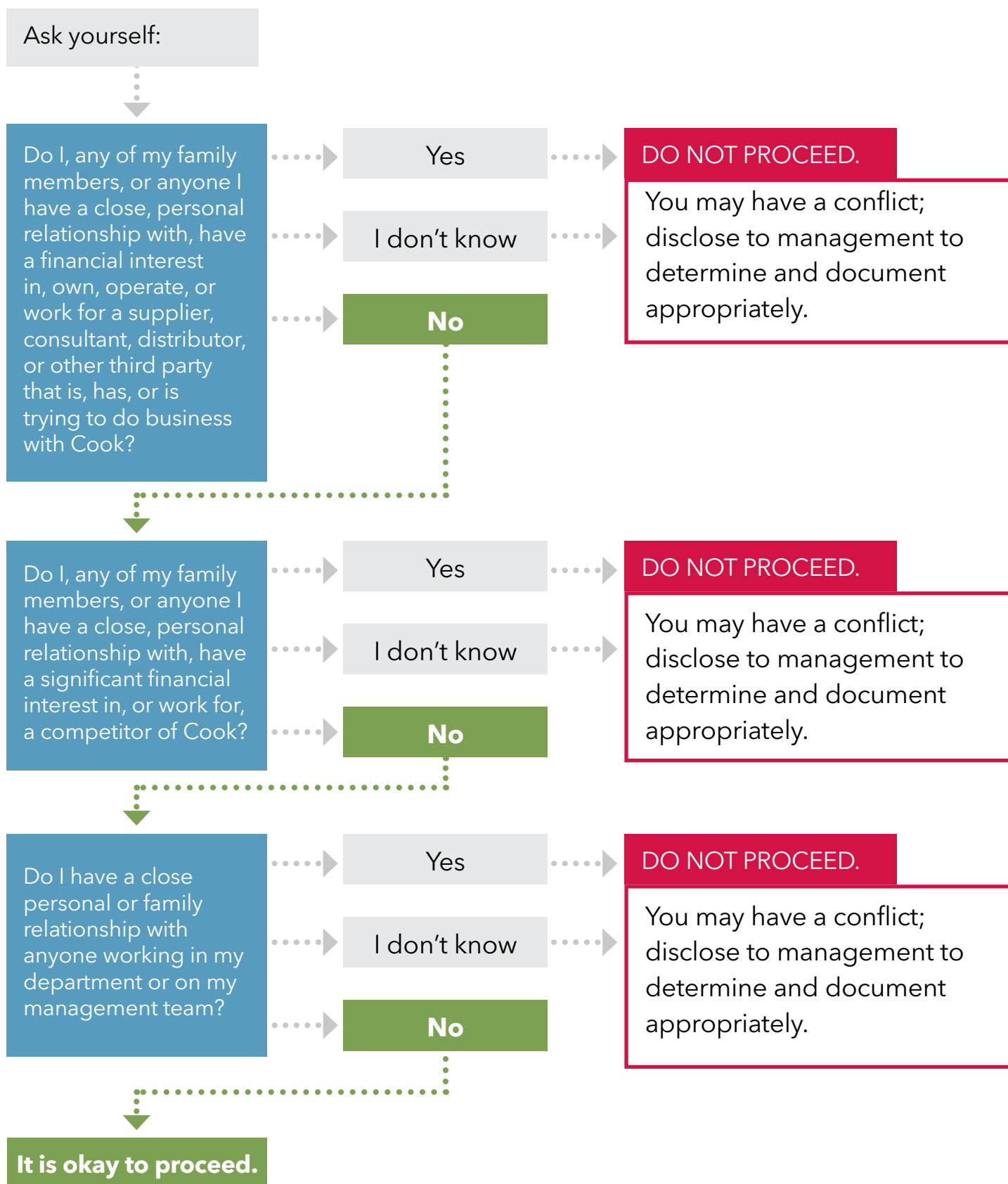
Even though your friend's business does not compete with Cook, you should talk to your manager about the job before accepting to make sure there is no conflict of interest. He or she will determine whether your friend's business provides any products or services to Cook or any of Cook's competitors, customers, suppliers, or vendors and whether the job interferes with your responsibilities to Cook.

Grant Street Inn, Bloomington, Indiana



Conflicts of interest_{continued}

NAVIGATING YOUR WAY





Business interactions

Decision time

Gifts from suppliers

I received a gift from a supplier and am not sure if I can accept it. What should I do?

You will need to determine the nature of the gift and the value of the gift. If the value is not modest, you should return the gift to the supplier, explaining that Cook policy does not permit employees to receive expensive gifts. On the other hand, if the gift is modest and reasonable and meets the other criteria described in our policies, you may be able to accept the gift. If the nature of the gift permits, the best approach would be to share the gift with the employees in your department. In either case, transparency is important, so you should notify your manager or Human Resources about the gift so the gift can be handled according to your company or location policy.

Decision time

Discounts from vendors

A company that I use to arrange events for Cook offered me a discount on catering services for my family party. May I accept the discount?

Personal discounts that are offered to you because of your position with Cook are considered an unacceptable gift when offered to you individually and must be refused. However, if this discount is available to all Cook employees, the discount may be acceptable. Talk to your manager or Ethics & Compliance representative if you need help on a specific case.

Note: If your job includes choosing contractors, deciding where to do business, creating plans or specifications that result in the placement of business, or participating in contract negotiations, you must be very careful to avoid actions that create the appearance of favoritism or unfair influence, or that may negatively affect Cook's reputation for impartiality and fair dealing. The best choice in such situations is to decline any courtesies offered by a supplier when Cook is involved in choosing or renewing a supplier.

Hyperlinked materials referenced in this Code may be accessible to external third parties only when permitted by Cook's internal controls and security protocols. Unless such access is explicitly authorized, these resources remain restricted.

**Please note: In order to access certain links, you will need to have remote access through your Cook account on GlobalProtect.*

Business interactions continued

Decision time

Transportation for customer

I need to book a flight for one of my customers to attend a Cook Medical product training workshop, but am not sure if this needs to be reported, as I am not making any cash payment to them. What should I do?

Any travel arrangements for healthcare professionals must be made through Cook Travel or a Cook-designated travel agency. Travel paid for by Cook is a transfer of value that must be tracked and reported depending on the country or region's transparency and disclosure laws and requirements.



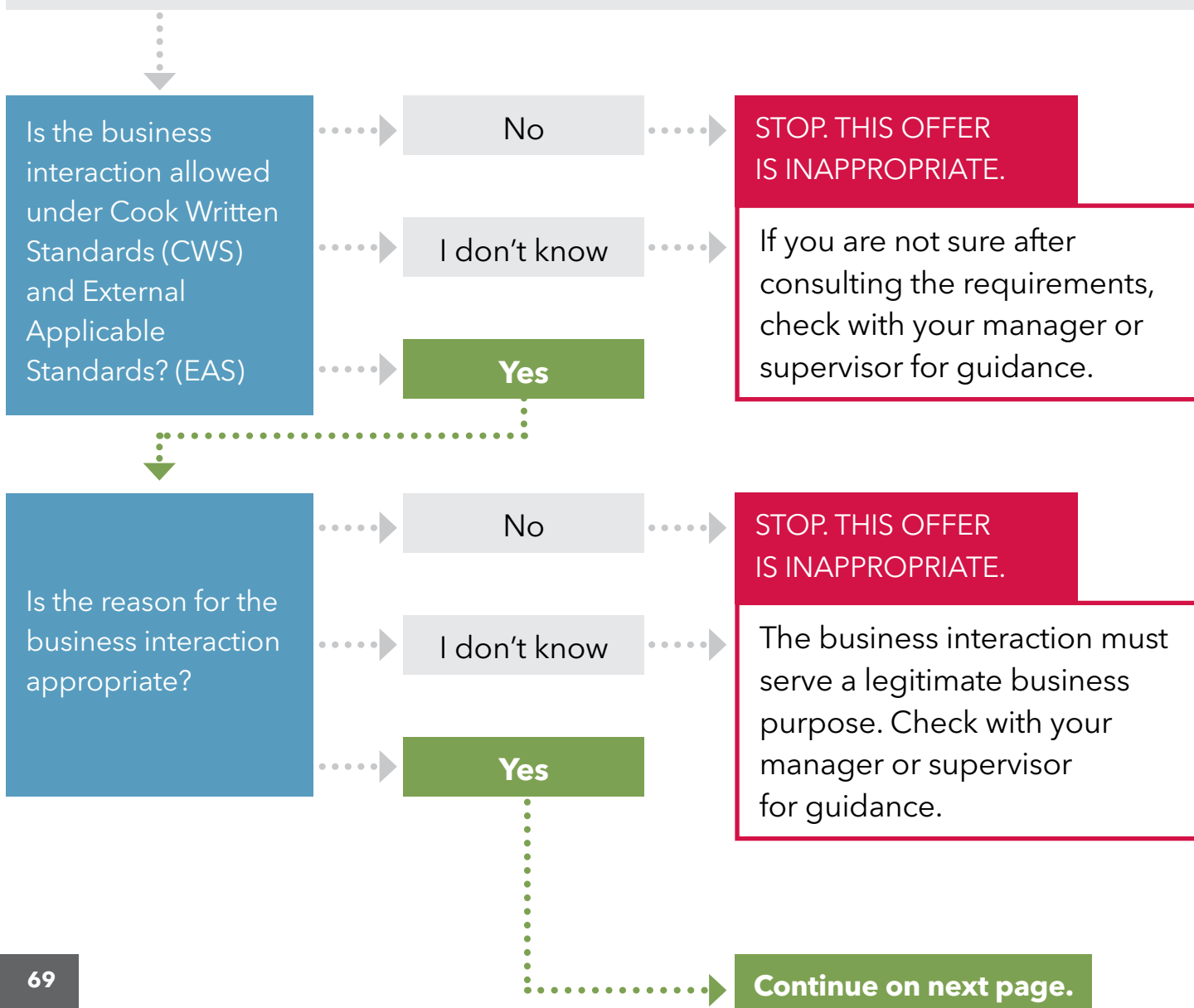
Business interactions continued

NAVIGATING YOUR WAY

When government employees or healthcare professionals (e.g., doctors, nurses, technicians, and procurement specialists) are involved, always consult Ethics & Compliance policies before initiating or participating in a business interaction.

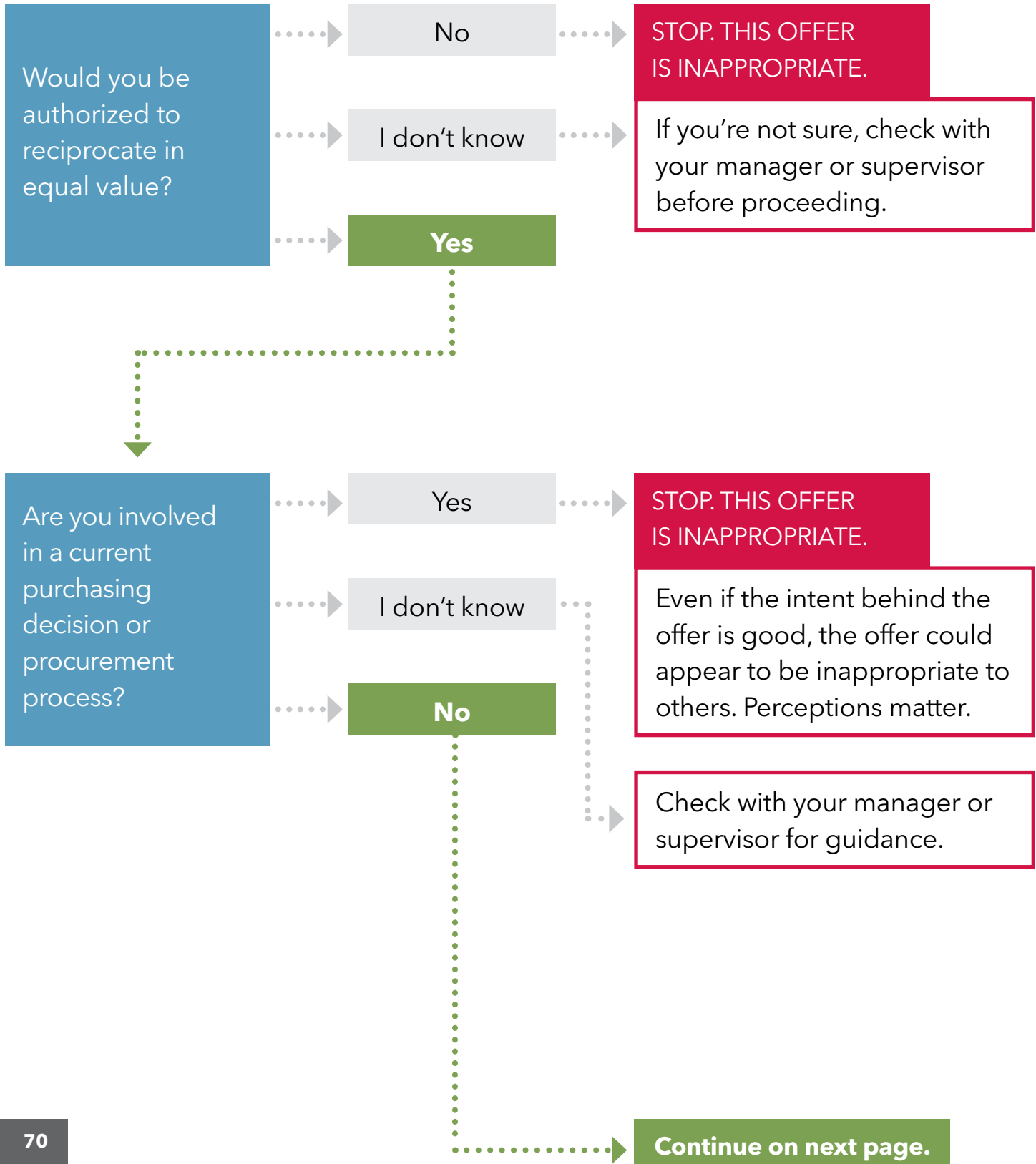
Remember, if Cook policies conflict with local law, the strictest applies.

For all others, participating in business interactions is generally permissible under certain conditions. Ask yourself:



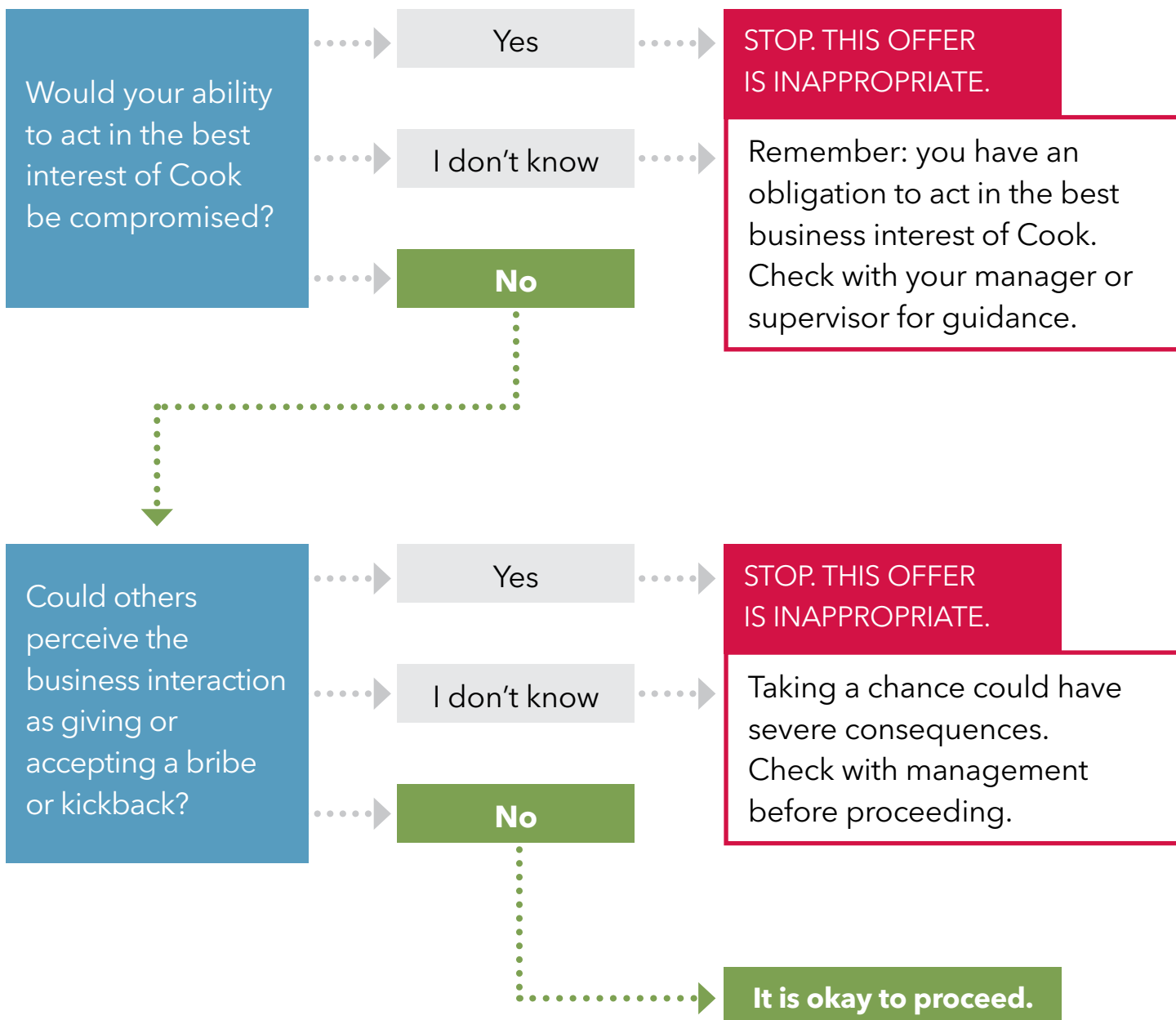
Business interactions continued

NAVIGATING YOUR WAY



Business interactions continued

NAVIGATING YOUR WAY



Third parties

Decision time

Payments to third parties

One of Cook's third-party sales agents has requested that we pay its commissions to a different company located in a different country. Is this allowed?

No. Payments to companies other than the one that provided the goods or services to us is not allowed, just as payments made in a country other than where the provider is located are not allowed. A request like this may be a warning sign of potential improper conduct. For example, the third party might be trying to create an improper account or reserve of funds for bribes, divert money for improper payments, conceal transactions, or avoid taxes.

Decision time

US sanctions

I have received an order from one of my distributors in Africa for products that are destined for a country that I believe is under US sanctions. What should I do?

Consult your Legal or Ethics & Compliance representative to verify whether the destination country is in fact included on the sanctions list, and if so, inform your distributor that we cannot fulfill this order. The Sanctions List is located on the [Trade Compliance SharePoint](#).*



Advertising and promotion

Decision time

Product request

A healthcare professional in an Asian country read about Cook Medical products on our website and wants to order a certain product in a country where the product is not approved. What should I do?

Cook cannot send a product to a country where the product is not registered or approved. The local sales team should work with the healthcare professional to determine if there is an alternative to the requested product.

Decision time

Property service request

We have a potential new tenant who needs to move into a space in our new building by a certain date. Even though it may be close, can I assure them that the building renovations will be complete by then in order to get the sale?

No. We must be careful not to overpromise. You can let the individual know that we will work hard to make their desired deadline, but that we are unable to guarantee a specific date.



Antitrust and fair competition

Decision time

*Sharing information
with competitors*

A friend who works for a competitor wants to exchange price information for informational purposes only. Is this okay?

No, this is not okay. Exchanging price information could be considered evidence of price fixing.

Decision time

*Sharing information
with competitors*

What do I do if I'm at a trade association meeting and a competitor starts talking about how we should agree as a group on what to charge for our products or services or how we could divide potential customers among us so we can all benefit?

Remove yourself from the conversation and report the situation to the Legal or Ethics & Compliance department as soon as possible.



Global Anti-Bribery / Anti-Corruption Program

Decision time

Local common practices

I was told that in a particular country, a common practice is to pay a small “gratuity” to a customer prior to their purchase of a Cook product. Should I pay the gratuity so that I don’t lose the business?

No, you should not pay a “gratuity.” Bribes have many names in many languages but that does not make them legal. We do not engage in business that is available only through improper or illegal payments. If you are unsure whether a requested payment is legal or you become aware of gifts, bribes, gratuities, kickbacks, secret payments, or incentives given to anyone, including customers or agents, employees, or family members of customers, you should contact your Ethics & Compliance representative immediately.

Decision time

How to tell lawful payments from bribes

How do I tell the difference between a prohibited payment and a lawful payment to get a service performed more quickly, like when I want to apply for a travel visa or seek customs clearance on a “fast-track” basis?

Two important factors that distinguish lawful payments from bribes are transparency and whether the payment is always available to everyone. Fees for legitimate “fast-track” options are normally published, have a set rate, represent the value for real additional services provided, and are accompanied by clear, standard documentation, such as an application form and a receipt from the organization. If you are unsure whether a payment to get services performed more quickly is permitted, you should contact your manager or Ethics & Compliance representative.



Global Anti-Bribery / Anti-Corruption Program *continued*

Decision time

Agents of Cook

I think someone working on Cook's behalf is providing bribes to a customer to gain sales. Do I need to worry about this activity since the agent is providing the bribes and not Cook? Also, I don't think the supplier is a foreign official, so do I need to worry about the US Foreign Corrupt Practices Act (FCPA)?

Discuss this matter immediately with Legal or your Ethics & Compliance representative. If the agent is acting on Cook's behalf and Cook knows, should know, or thinks we know the agent is engaging in this type of behavior, Cook can be held responsible for the agent's actions. Also, while the FCPA focuses on whether the payment is made to a foreign official, Cook's policy and other anti-bribery laws are much broader than the FCPA and prohibit any payment or offer of payment made to anyone for the purpose of gaining an improper business advantage, directly or indirectly.

Decision time

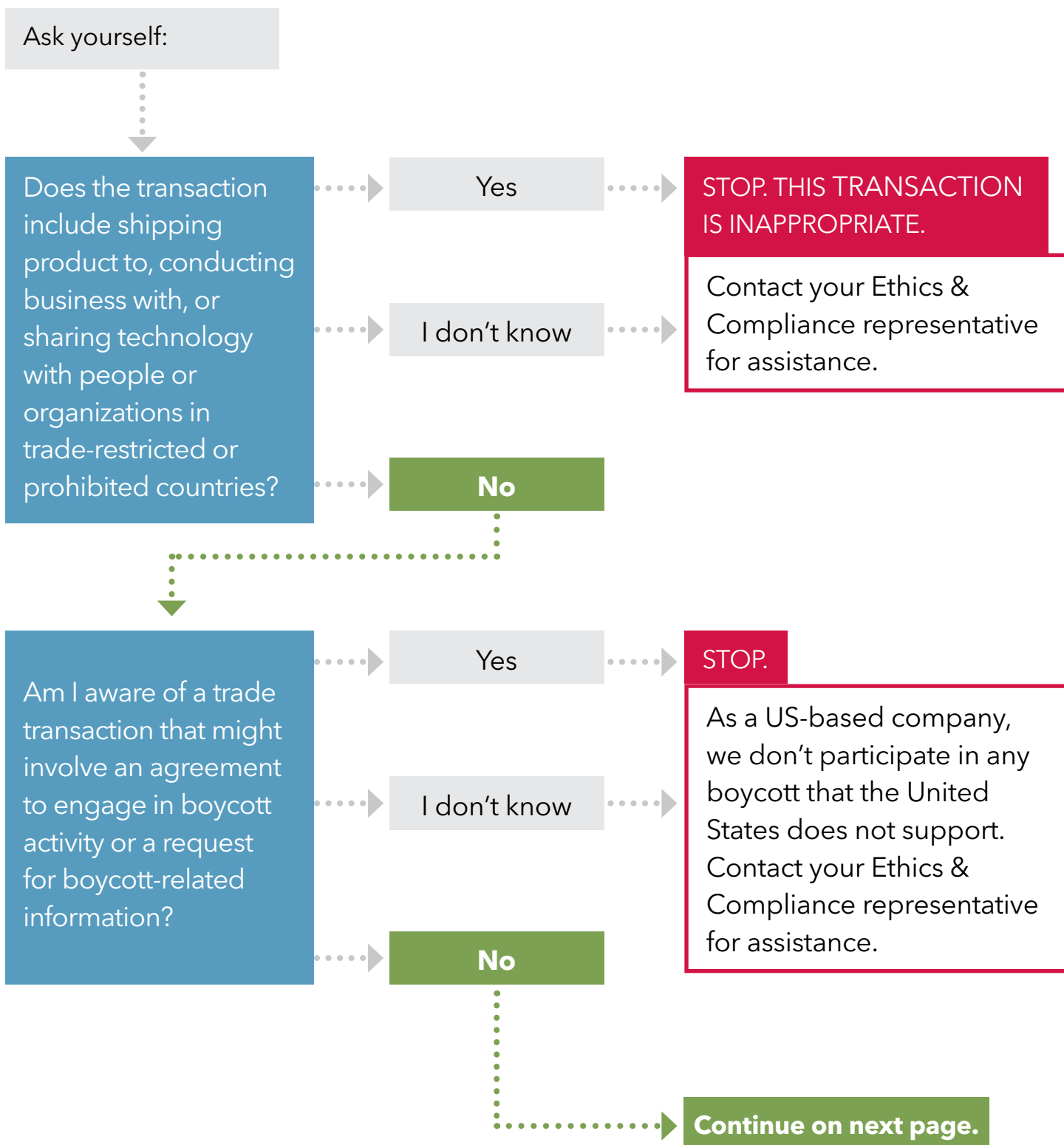
Unfair labor practices

I recently learned that a prospective business partner has a reputation for engaging in questionable labor practices, but I am not involved in the selection process. What should I do?

Whenever you learn about an activity that violates our policies or our commitment to fair labor practices, you have a responsibility to raise your concerns. Speak to your manager or your Ethics & Compliance representative.

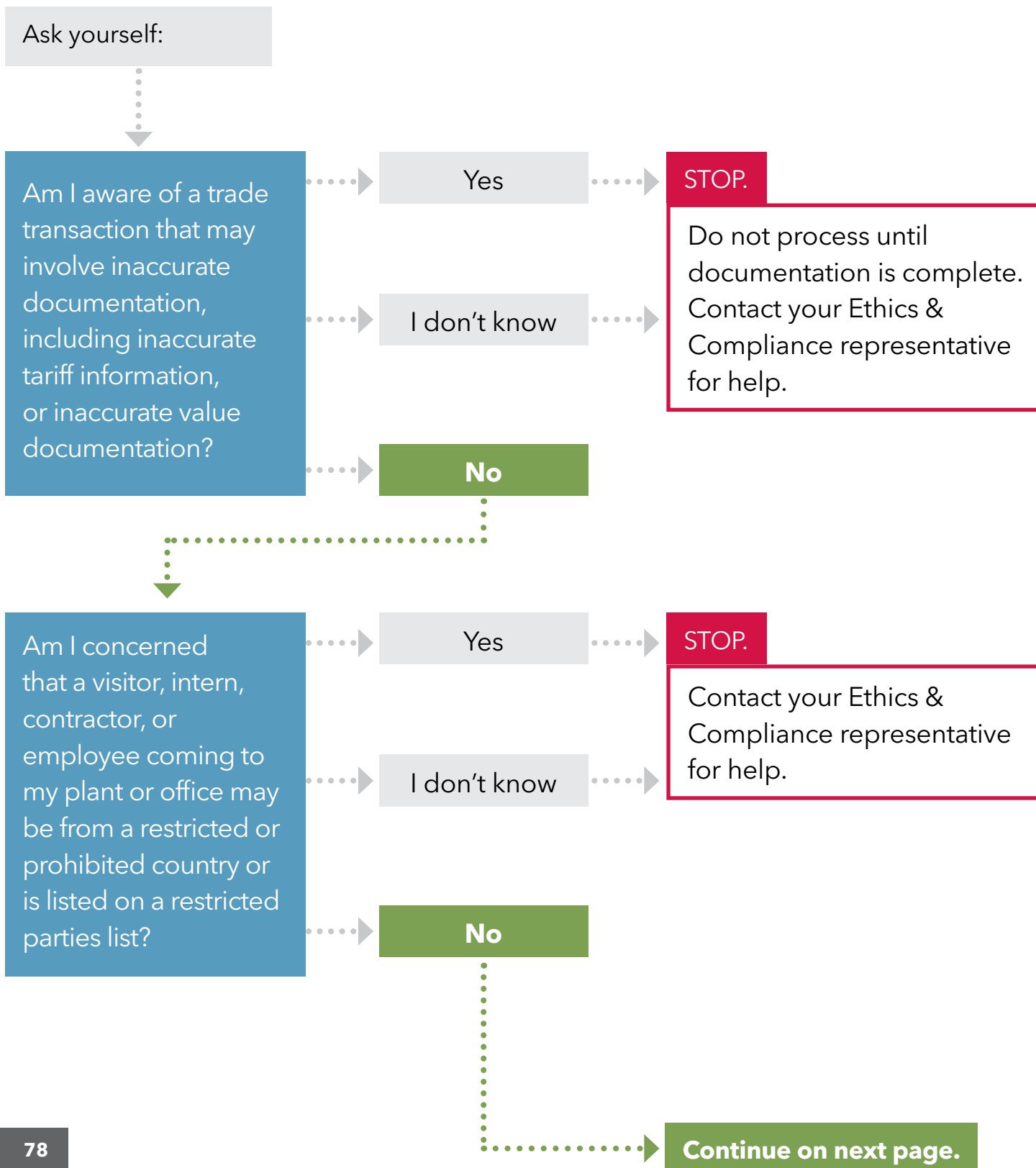
International trade

NAVIGATING YOUR WAY



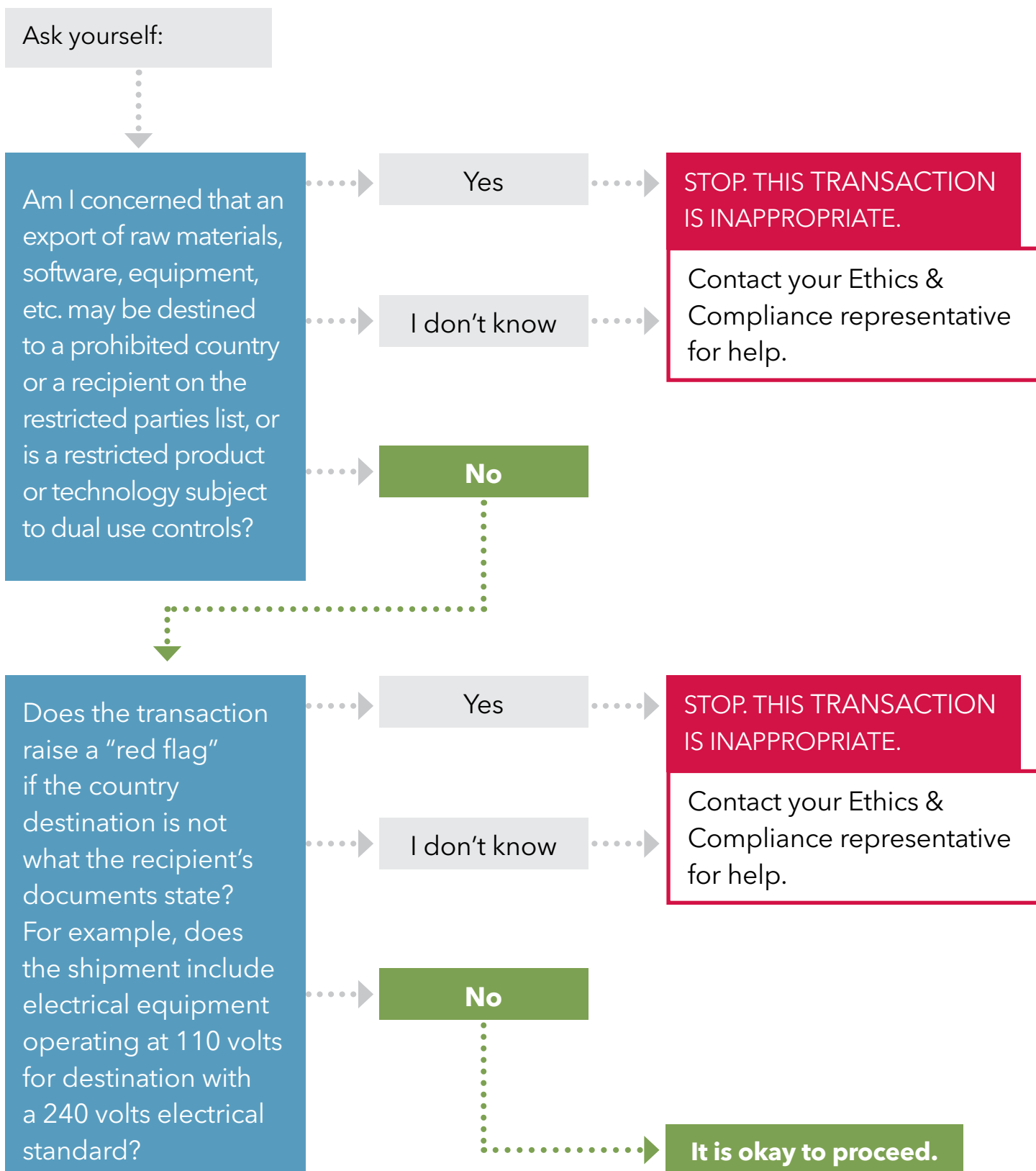
International trade continued

NAVIGATING YOUR WAY



International trade continued

NAVIGATING YOUR WAY



Communication with the media

Decision time

Letters to the editor

**May I use Cook letterhead to write a letter to the editor of my local paper?
I believe the issue is important to our company.**

You may not use Cook letterhead or your Cook job title to write about any issue unless you have been authorized by Cook to do so. If you believe an issue requires an official response from Cook, speak to your manager or the Corporate Communications team.

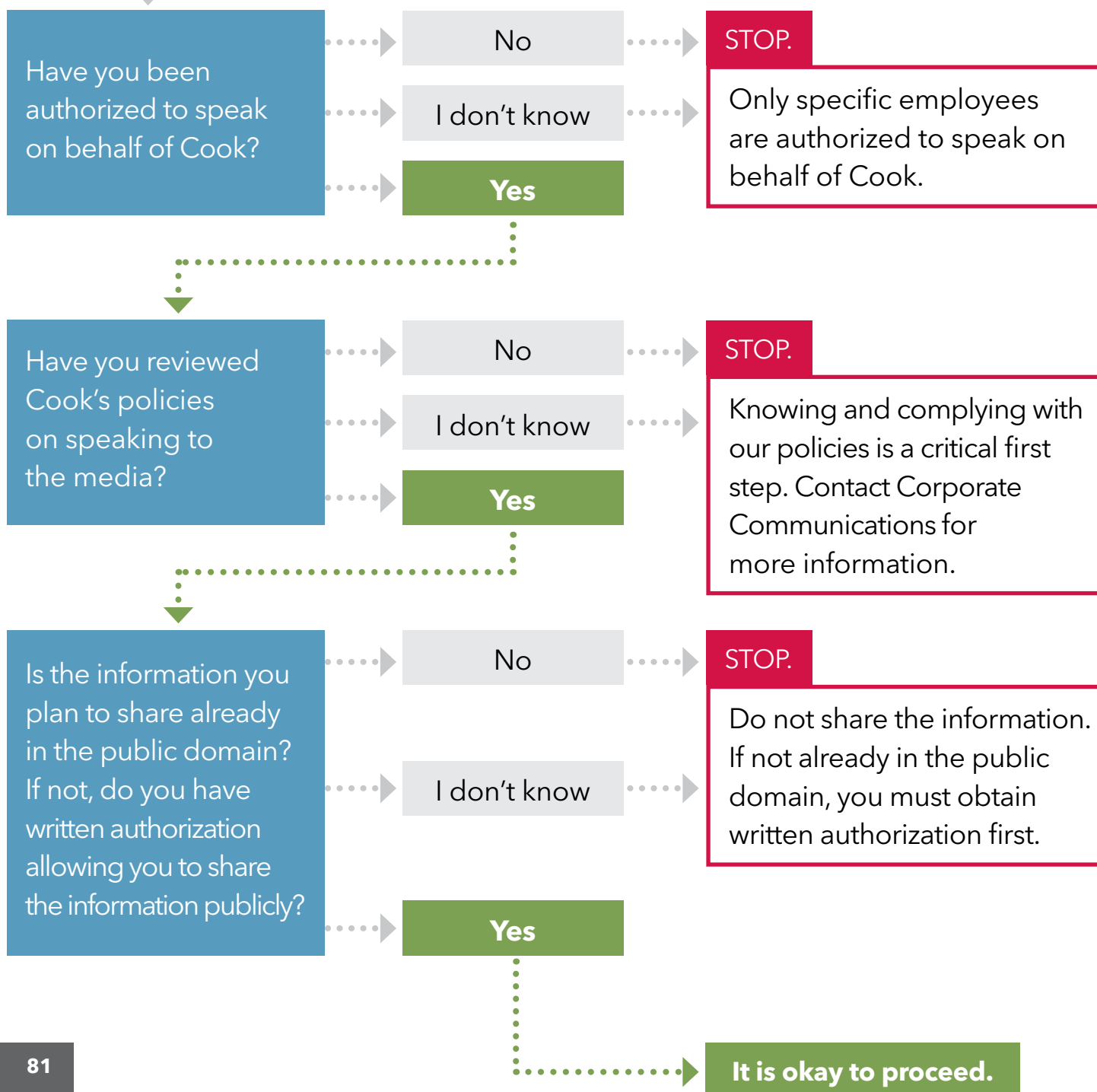
French Lick Hotel & Resort pool



Communication with the media continued

NAVIGATING YOUR WAY

Prior to speaking with the media or at events where media will be present, ask yourself:



Social media

Decision time

Sharing on social media

**I am active on a social media site.
If I have a chance to post information
that would be good for business,
may I post the information?**

Do not speak publicly on behalf of Cook unless your manager has given you approval to do so after consulting the Corporate Communications department. If you post information that relates to your job responsibilities, you must disclose your affiliation with Cook and clearly state that your comments reflect your personal opinions and not necessarily the opinions of Cook. For more information on what is appropriate and what is not, please refer to our social media guidelines.

Cook Japan





Political activities and lobbying

Decision time

Using company property or supplies

My brother is running for political office. During lunch, may I make calls from my desk in support of his campaign or use our copiers to copy brochures for his campaign?

No, using company time, property, or supplies, or giving access to company premises for any purpose other than Cook business is prohibited.

Decision time

Using the corporate plane

A candidate has asked to tour a Cook manufacturing facility. There aren't any major airports close to the facility, so it would be easier for the candidate to use a Cook plane. Is this okay?

No, use of corporate resources, including a Cook plane, by a candidate is prohibited by Cook policy and may also violate External Applicable Standards.

Decision time

Making political donations

May I contribute Cook funds to a political candidate?

In the United States, though it varies on a state basis regarding candidates for state elected offices, such contributions are forbidden to federal candidates. Any issue regarding such contributions should be reviewed with your local Ethics & Compliance representative for direction.



Employment practices

Decision time

Playing favorites

One of my coworkers, who is a college friend of our manager, has been promoted twice in the last two years, when I believe others in our department were more qualified for the positions. I think that our manager favors this person because of their past friendship. Should I report this through the E&C Helpline?

Generally, we suggest that you contact Human Resources to discuss such concerns or call the [E&C Helpline](#) to report your concerns anonymously, where permitted by law.

Decision time

Inappropriate jokes

One of my coworkers has been telling some inappropriate jokes during lunch breaks, which makes me feel uncomfortable. What can I do?

There are two ways you can approach the situation:

- You can use an **informal approach**, which involves speaking directly to your coworker and telling him or her that these jokes make you feel uncomfortable, and ask them to stop, or
- You can use the **formal approach** if you do not feel comfortable speaking to your coworker about this, and ask your supervisor, manager, or Human Resources to speak to them. Refer to the policies that apply to your country or region for formal reporting procedures.

Environmental health and safety

Decision time

Change in employee behavior

A coworker seems to be anxious and unusually sensitive. Yesterday she spoke very harshly to another coworker. What should I do?

Don't ignore this situation. If you are concerned that her behavior may pose a risk to you or others, speak with your supervisor, manager, or Human Resources about the situation.

Decision time

Drinking alcohol

If I am attending a company-sponsored event, may I have a glass of wine with dinner?

Moderate amounts of alcohol, such as a glass of wine with dinner, are acceptable. However, if the alcohol may impair your ability to interact appropriately with your coworkers or customers, you should choose a non-alcoholic beverage.

Decision time

Reporting injury

Yesterday, I reached under my desk and cut my hand on a sharp edge. My hand only bled a little and I was able to wash and bandage the cut myself. Do I really need to report this?

Yes, you should report all workplace accidents, injuries, and illnesses to your supervisor immediately, no matter how minor they may be, for two reasons. The first reason is to ensure that the injury or illness is treated quickly and correctly. Second, reporting the injury helps us identify possibly dangerous conditions that need to be evaluated and corrected. Also, there may be regulatory reporting requirements that we must meet in your jurisdiction.

Environmental health and safety continued

Decision time

Reporting issues with the building

I was working and noticed a liquid leaking from an overhead pipe. Do I have a responsibility to report this?

Yes, you have a responsibility to quickly report situations that you believe could reasonably cause harm to others, the environment, or the property.

Decision time

Preventing slips and falls

I noticed a liquid spill in the hallway. What should I do?

All employees are responsible for safety. At minimum, you are expected to contact the Facilities team so they can place a pop-up safety cone or a wet floor sign (located throughout the facility). You may need to ask a coworker to stand near the spill location to direct others away from the spill while you get a member of the Facilities team.

Decision time

Modifying a workstation

I am having some discomfort in my wrist while working. I think I may have an idea of how to change my workstation setup to help alleviate my discomfort. Should I say anything?

Yes, we encourage early reporting of discomfort as this may be an indicator of potential issues. Also, reporting via our incident reporting procedure will notify support groups and your manager or supervisor to see if improvements to your workstation can be made. Your input is valuable in coming up with solutions to ergonomic stressors and your safety and health are vital to our success.

Note: Please do not modify your workstation without going through the proper channels.

Environmental health and safety continued

Decision time

A medical emergency

I see a coworker slumped over unconscious in the break area. Nobody else is around. What should I do?

This meets the definition of a medical emergency and you should respond accordingly. Follow the procedures for your location to alert the appropriate staff of the medical emergency. It is your responsibility to understand and follow the medical emergency procedures at your facility during and after working hours.

Cook Group, Washington, DC



Assets and property

Decision time

Meal expense with friend

I took a friend to dinner while visiting another city on business. Am I permitted to pay for his meal on my expense account as long as the total is not more than the allowed cost of a reasonable meal?

No, your expense report should only reflect the cost of your trip on behalf of Cook and should only include the cost of your meal.

Decision time

Online shopping

Can I use my work computer to do online shopping during the holiday season?

Consult your specific Cook company policy or ask your manager. Some Cook companies limit internet use due to the sensitivity of the information the company handles and maintains. Unless otherwise indicated, in general, Cook policy allows employees to use company computers for this type of personal use as long as the use is only occasional and does not conflict with work responsibilities or other computer use policies.

Decision time

Side business

Some friends and I are starting a small side business. We have received the necessary approvals from management that the business does not conflict with our responsibilities to Cook. Can I use my company cell phone number as the main telephone number for the business?

No, you may not use your Cook company phone for a personal business phone. While you may have a side business that does not conflict with your work for Cook and is not otherwise restricted, you may not use Cook time, property, or other resources for your side business.

In memory of our friend and colleague, Bill Gibbons



