

Terumo Aortic Anti-Corruption and Anti-Bribery Policy

I. PURPOSE

This Anti-Corruption and Anti-Bribery Policy (the “Policy”) provides the governing principles regarding compliance with applicable anti-bribery and anti-corruption laws (“Anti-Bribery Laws”) and prohibits bribery or corruption in connection with or on behalf of Vascutek, Ltd and Vascutek Deutschland GmbH and their branches and subsidiaries (collectively, “Terumo Aortic” or “TA” or the “Company”). Where this Policy is more stringent than the Terumo Corporation’s Group Anti-Corruption and Anti- Bribery Policy, TA’s Policy must be followed.

II. SCOPE

This Policy applies to all associates of TA (“Associates”).

III. POLICY

A. Policy Statement

TA is committed to doing business with integrity. All TA Associates are expected to comply with the letter and spirit of all applicable Anti-Bribery Laws and avoid even the appearance of impropriety. TA prohibits all forms of bribery and corruption, including the giving, promising, offering or authorizing of bribes to Government Officials and private persons, whether directly or indirectly, and the receipt of bribes or kickbacks.

Improper payments (or bribes) can take many forms, including (but not limited to) the following:

- ✗ Gifts;
- ✗ Cash and cash equivalents (e.g., gift cards);
- ✗ Entertainment, meals, travel, and other Hospitality;
- ✗ Charitable donations and sponsorships;
- ✗ Political contributions;
- ✗ Free goods and samples;
- ✗ Payment of medical expenses;
- ✗ Business, employment, internship or investment opportunities;
- ✗ Benefits given to a family member or other person at the request or with the assent of a Government Official or other person;
- ✗ Assistance to, or support of, family members and friends; and
- ✗ Other personal or professional benefits.

Facilitation Payments, or small-value payments made to a Government Official, directly or indirectly, to expedite or secure the performance of a routine, non-discretionary government duty or action, are also prohibited.

TA prohibits bribes made for any purpose, including to obtain or retain business, as well as those given to secure any business advantage, such as obtaining a regulatory approval or reduced tax assessment, avoiding customs duties, or obtaining confidential information about competitors or business opportunities.

a. Third Parties

Associates are prohibited from using Third Parties to facilitate or conceal bribery on TA's behalf. Inducing, facilitating, or causing a Third Party to perform an act that would violate this Policy is prohibited. Further, Associates are prohibited from engaging any Third Party who the Associate knows or reasonably suspects of bribery.

Before Third Parties are hired, they must be reviewed and approved in accordance with Terumo and TA policies, including Terumo Corporation's Group Policy for Third Party Anti-Bribery and Anti-Corruption and the TA Global Third Party Management Policy. All arrangements with Third Parties must be subject to clear contractual terms, including provisions requiring them to comply with the Anti- Bribery Laws. It is every Associate's responsibility to monitor Third Parties throughout the life of the relationship.

b. Gifts and Hospitality

The giving of Gifts and Hospitality must never be lavish or given too frequently, must be given openly and without any expected action in return, and must be permitted under applicable laws and by the recipient's organization. The giving and receipt of Gifts and Hospitality must comply with the requirements and approval processes set forth in the Terumo Group Code of Conduct, the Terumo Group Global Ethical Interactions with HCPs Policy, the Terumo Aortic Healthcare Professional and Government Official Travel and Expense Policy, and other applicable policies and procedures.

c. Political Contributions

TA prohibits all political contributions, including the use of TA funds or property and donations of goods or services, to candidates for political office, political parties, officials or committees.

d. Educational Grants, Research Grants, and Donations

The giving of Educational Grants, Research Grants, and Donations must be made with transparency and without any expected action in return and must be permitted under applicable laws. Educational Grants, Research Grants, and Donations must comply with the requirements and approval processes set forth in the TA Global External Funding Policy.

e. Commercial Sponsorships

Commercial Sponsorships must never be given to induce, influence, or reward the recipient, cannot be made to obtain or retain business or for any other improper advantage and must be permitted under applicable laws. All Commercial Sponsorship agreements must be in writing. The giving of Commercial Sponsorships must comply with the requirements and approval processes set forth in the TA Global External Funding Policy.

f. Books and Records

Associates must accurately record all expenditures on behalf of TA and are prohibited from concealing or misrepresenting TA expenditures or circumventing TA's internal controls. Associates cannot make payments on behalf of TA without appropriate approvals and supporting documentation. TA maintains policies and procedures that describe the Company's requirements related to internal controls, accounting, and record-keeping practices.

g. Reporting

Associates are expected to promptly report any suspected or known violations of this Policy, including any request for a bribe or Facilitation Payment. TA provides a number of ways for Associates to raise concerns, including Terumo's hotline at www.terumointegrity.com.

TA prohibits retaliation against anyone who raises a compliance concern in good faith or cooperates with a compliance investigation.

B. Compliance with Policy

Failure to comply with this Policy may result in a violation of law or regulation and could raise serious compliance and legal concerns for TA, and the individual Associate whose action may have caused or contributed to the potential violation.

Substantiated violations of this Policy may subject the Associate to disciplinary sanctions, ranging from a written warning up to, and including, employment termination.

IV. DEFINITIONS

- **Anti-Bribery Laws:** means any laws and regulations countering corruption and bribery applicable in the countries where TA (whether directly or through a third party) conducts any business or activities. Such laws and regulations include the Criminal Law of Japan, the Unfair Competition Prevention Act of Japan, the Bribery Act of the United Kingdom and the Foreign Corrupt Practices Act of the United States of America.
- **Associates:** means all employees, officers, directors and associates of TA.
- **Commercial Sponsorship:** means payment or in-kind support provided to a third-party meeting organizer or institution in exchange for any legitimate, appropriate and business-oriented opportunity to further or promote the proprietary interests, business, or other goals of the Company or its products or programs, including advertising or promotional opportunities at a third-party conference or meeting (e.g. signs, exhibit/booth space).
- **Donation:** means monetary or in-kind (e.g., product) support provided to further a charitable purpose, such as indigent care, patient care, or public education. Provided to charitable and/or non-profit entities.
- **Educational Grant:** means payment or in-kind support to a third-party organizer, healthcare organization, or institution to support a specific medical or scientific educational program (e.g.,

continuing medical education, scholarship, or fellowship) dedicated to the advancement of genuine medical education of healthcare professionals, patients, and/or the public on clinical, scientific, and/or healthcare topics relevant to the therapeutic areas in which TA is interested and/or involved.

- **Facilitation Payment:** means any small-value payment made to a Government Official, directly or indirectly, to expedite or secure the performance of a routine, non-discretionary government duty or action.
- **Gift:** means anything of value provided without compensation, including, but not limited to, money, gratuities, entertainment, hospitality, travel, employment opportunities, goods, or services.
- **Government:** means any department, agency, instrumentality, subdivision or other body of any national, state, regional, or local government, including hospitals or other health facilities, which are owned or operated by a government, and any regulatory agency or government-controlled business, corporation, company or society.
- **Government Official (“GO”):** means
 - any officer or employee of any national, regional, local, or other government, or any department or agency of such a government, including any elected or appointed official (e.g., a member of a ministry of health);
 - any political party, political party official, or candidate for public office at any level;
 - any officer or employee of a company or enterprise owned or controlled by, or performing a function of, a government (includes e.g., any non-U.S. HCP employed by, practicing with, or acting on behalf of, a health care entity or agency owned, controlled or operated by a government body, such as public hospital, clinic, or state university);
 - any officer or employee of a public international organization, such as the World Bank, the World Health Organization (“WHO”), the United Nations, the International Monetary Fund (“IMF”), etc;
 - any member of a royal family or armed services; and
 - any individual acting in an official capacity for or on behalf of any of the foregoing (whether paid or unpaid) or otherwise categorized as a Government Official under applicable local laws or TA and Terumo Group policies.
- **Healthcare Professional (“HCP”):** means any person or entity (a) authorized or licensed to provide health care services or items to patients; or (b) who is involved in the decision to purchase, prescribe, order, or recommend a medical device/technology. This term includes individual clinicians (for example, physicians, nurses, and pharmacists, among others), provider entities (for example, hospitals and ambulatory surgical centers), and administrative personnel at provider entities (for example, hospital purchasing agents). This term does not include healthcare professionals who are *bona fide* Associates of the Company.

- **Hospitality:** means all forms of social amenities, such as Lodging, Meals, and Travel, or entertainment.
 - **Lodging:** means any form of accommodation.
 - **Meals:** means food or beverages that are incidental to the *bona fide* TA education, training, or scientific exchange, or purchased while rendering services to TA, to the extent that meals are not provided by TA.
 - **Travel:** means any form of transportation whether by air, rail, taxi, or personal car.
- **Research Grant:** means a payment or in-kind support to an independent organization to advance valuable scientific and clinical information, improve clinical care, lead to new treatments, promote improved delivery of health care, and otherwise benefit patients. There are two sub-categories of research grants (1) an Investigator-Initiated Study Research Grant and (2) a General Research Grant.
 - An **Investigator-Initiated Study Research Grant** is support (e.g., funding or product) for clinical studies initiated, developed, designed, and managed by a qualified sponsor who assumes sole responsibility for conduct and management of the study.
 - A **General Research Grant** is support for research that is unrelated to a Company product, including health services research, registry development, and/or queries, observational studies, and outcomes where the primary focus is the scientific understanding of a condition.
- **Third Party:** means any individual who is not employed by, or any entity not owned or controlled, in whole or in part by a Terumo Group entity, and is retained by a Terumo Group entity to provide goods or services or engage in business activities on behalf of a Terumo Group entity, such as sales agents, distributors, consultants, professional services providers, lobbyists and regulatory intermediaries.
- **Terumo Aortic or TA or Company:** means any or all the following legal entities:
 - Vascutek, Ltd;
 - Vascutek Deutschland GmbH;
 - All branches of Vascutek Deutschland GmbH; and
 - Serom Medical Technology SRL

V. CONTACTS

For questions concerning this document, contact the TA Compliance team
tacompliance@terumoaortic.com.

REVISION HISTORY:

Version	Release Date	Description of changes
1	16 th December, 2025	Replacement of Terumo Aortic Anti-Corruption and Bribery Policy consistent with TAH Anti-Corruption and Anti-Bribery Policy