



## **CORPORATE ETHICS AND ANTI-CORRUPTION COMPLIANCE**

### **Code of Business Conduct and Ethics**

#### **Introduction**

This Code of Business Conduct and Ethics ( "Code") has been adopted by OrbusNeich Medical Co., Ltd. (together with its subsidiaries, the "Company") for and on behalf of the Company and all of its subsidiaries worldwide and summarizes the standards that must guide our actions. Although this Code covers a wide range of business practices and procedures, these standards cannot and do not cover every issue that may arise or every situation in which ethical decisions must be made, but rather set forth key guiding principles that represent Company policies and establish conditions for employment at the Company.

We must strive to foster a culture of honesty and accountability. Our commitment to the highest level of ethical conduct should be reflected in all of the Company's business activities, including, but not limited to, relationships with employees, customers, suppliers, competitors, the government and the public, including our shareholders. All of our employees, directors and executive officers must conduct themselves according to the language and spirit of this Code and seek to avoid even the appearance of improper behavior. Even well-intentioned actions that violate the law, rules or regulations or this Code may result in negative consequences for the Company and for the individuals involved.

One of our Company's most valuable assets is our reputation for integrity, professionalism and fairness. We should all recognize that our actions are the foundation of our reputation and adhering to this Code and applicable law, rules and regulations is imperative.

#### **Conflicts of Interest**

Our employees, directors and executive officers have an obligation to conduct themselves in an honest and ethical manner and to act in the best interest of the Company. All employees, directors and executive officers should endeavor to avoid situations that present a potential or actual conflict between their interest and the interest of the Company.

A "conflict of interest" occurs when a person's private interest interferes in any way, or even appears to interfere, with the interests of the Company as a whole, including those of its subsidiaries and affiliates. "Interest" is defined as any commitment, investment, relationship, obligation or involvement, financial or otherwise, that may influence a person's judgement. This would include: (a) direct interest, where ownership is in the name of the employee, director or executive officer; (b) indirect interest, where ownership is beneficially held through another investment, estate, trust or other intermediary; (c) vested interest, being a personal stake or

involvement which may or may not include an expectation of financial gain; and (d) deemed interest, where the employee, director or executive officer is deemed to have an interest if his/her spouse or domestic partner has a direct/indirect/vested interest in the relevant transaction or activity. When actual, potential or perceived conflict of interest arises, the integrity, fairness and accountability of the person may be affected, which could adversely impact the interests of the Company as a whole.

A conflict of interest can arise when an employee, director or executive officer takes an action or has an interest that may make it difficult for him or her to perform his or her work objectively and effectively. Conflicts of interest may also arise when an employee, director or executive officer (or a member of his or her family) receives improper personal benefits as a result of the employee's, director's or executive officer's position in the Company.

Although it would not be possible to describe every situation in which a conflict of interest may arise, the following are examples of situations that may constitute a conflict of interest:

- Directing business to a customer or supplier owned or managed by, or which employs, a relative or family member, or in which the employee, director or executive officer has an interest (not including routine investments in publicly traded companies)
- Working, in any capacity, for a competitor while employed by the Company.
- Competing with the Company for the purchase or sale of property, products, services or other interests.
- Receiving a loan or guarantee of an obligation as a result of your position with the Company.
- Accepting gifts of more than modest value or receiving personal discounts (if such discounts are not generally offered to the public) or other free services, entertainment, meals or benefits of any kind as a result of your position in the Company from a competitor, customer or supplier.
- Hiring a relative as an employee.
- Having a personal relationship where there is an immediate reporting relationship (superior-subordinate).

In the event that an actual or apparent conflict of interest arises in your personal and professional relationships and activities, you must promptly disclose such conflict of interest, by completing and submitting ONFM-0198 to your supervisor/manager, with a copy to the mailbox: [ethics@orbusneich.com](mailto:ethics@orbusneich.com).

Gifts valued more than US\$150 should be declared by submitting ONFM-0198 to your supervisor/manager, with a copy to the mailbox: [ethics@orbusneich.com](mailto:ethics@orbusneich.com).

Situations involving a conflict of interest may not always be obvious or easy to resolve. If you have a question about whether a situation is a potential conflict of interest, please contact the General Counsel or the Chief Compliance Officer. If you become aware of any potential conflict of interest or ethical concern regarding your employment or another employee at the Company, you should promptly speak to or contact the General Counsel or the Chief Compliance Officer as soon as possible. The Company will investigate all concerns regarding conflicts of interest and determine whether a conflict of interest exists and what action should be taken.

## **Compliance with Laws, Rules and Regulations**

We are strongly committed to conducting our business affairs with honesty and integrity and in full compliance with all applicable laws, rules and regulations. No employee, director or executive officer of the Company shall commit an illegal or unethical act, or instruct others to do so, for any reason.

If you believe that any practice raises questions as to compliance with any applicable law, rule or regulation or if you otherwise have questions regarding any law, rule or regulation, please contact your supervisor/manager or the General Counsel or the Chief Compliance Officer.

## **Compliance with This Code and Reporting of Any Illegal or Unethical Behavior**

All employees, directors and executive officers are expected to comply with all of the provisions of this Code. The Code will be strictly enforced and violations will be dealt with immediately, including by subjecting persons who violate its provisions to corrective or disciplinary action such as dismissal or removal from office. Violations of the Code that involve illegal behavior will be reported to the appropriate authorities.

Situations which may involve a violation of ethics, laws, rules, regulations or this Code may not always be clear and may require the exercise of judgment or the making of difficult decisions. Employees, directors and executive officers should promptly report any concerns about violations of ethics, laws, rules, regulations or this Code to their supervisors/managers or the General Counsel, or by submitting a whistle blower report form (as provided by the Human Resources Department) or sending an email with sufficient detail of the background, history of events, reasons for raising concern and any available form of evidence to support the reported incident, to mailbox: [ethics@orbusneich.com](mailto:ethics@orbusneich.com).

It is strongly encouraged for the whistle blower to identify himself/herself. Investigations may be hindered if the Company is unable to contact the whistle blower for more information. The Company is committed to protecting whistle blowers who report in good faith. The identity of whistle blowers will not be disclosed unless it is absolutely necessary for the purpose of the investigation and will never be disclosed without prior notice to the whistle blower.

The Company will not tolerate any kind of retaliation for reports or complaints regarding misconduct that were made in good faith. Open communication of issues and concerns by all employees, directors and executive officers without fear of retribution or retaliation is vital to the successful implementation of this Code. You shall also be required to cooperate in internal investigations of misconduct and unethical behavior.

The Company recognizes the need for this Code to be applied equally to everyone it covers. The General Counsel and/or the Chief Compliance Officer will have primary authority and responsibility for the enforcement of this Code, subject to the supervision of the Chief Executive Officer and the Board of Directors, and the Company will devote the necessary resources to enable the establishment of such procedures as may be reasonably necessary to create a culture of accountability and facilitate compliance with this Code. Questions concerning this Code should be directed to the General Counsel and/or the Chief Compliance Officer.

## **Waivers and Amendments**

Any waivers (including any implicit waivers) of the provisions in this Code for directors or executive officers will be centrally documented by the General Counsel. Any waivers of this Code for other employees may only be granted by the Chief Executive Officer or his designee. Amendments to this Code will be brought to the attention of all employees, officers and directors of the Company.

## **Protection of Confidential Proprietary Information**

Confidential proprietary information generated by and gathered in our business is a valuable Company asset. Protecting this information plays a vital role in our continued growth and ability to compete, and all proprietary information should be maintained in strict confidence, pursuant to the current Company policy, except when disclosure is authorized by the Company or required by law, rules or regulations.

Proprietary information includes all non-public information that might be useful to competitors or that could be harmful to the Company, its customers or its suppliers if disclosed. Intellectual property such as trade secrets, patents, trademarks and copyrights, as well as business, research and new product plans, objectives and strategies, records, databases, salary and benefits data, employee medical information, customer, employee and suppliers lists and any unpublished financial or pricing information must also be protected.

Using non-public Company information for personal gain, or providing a family member, friend or any other person with non-public Company information which could be used by such person for their personal gain, is illegal.

Your obligation to protect the Company's proprietary and confidential information continues even after you leave the Company, and you must return all proprietary information in your possession upon leaving the Company.

## **Data Privacy and Protection**

The Company holds Personal Data about its employees, patients, healthcare professionals and business partners. "Personal Data" is any information about an identified or identifiable natural person. We must comply with all data privacy and associated laws, rules and regulations applicable to the countries in which we gather, process and hold Personal Data.

Before and during collection, use, retention or disclosure of Personal Data, the Company and each employee, officer and director must:

- ensure that it is the minimum Personal Data necessary for the Company's business needs, such as to meet specific human resources, scientific or legal purposes;
- consider the privacy risks before we collect, use, retain or disclose Personal Data, such as in a new system or part of a project;
- obtain advice from the General Counsel and/or the Chief Compliance Officer if:

- the Personal Data relates to ethnicity, political opinions or affiliations, religious beliefs, trade union membership, physical or mental health, sexual life, commission or alleged commission of offences, financial information and identification numbers;
- the Personal Data is proposed to be shared with third parties, such as business partners; or
- the Personal Data is proposed to be transferred outside of its country of origin;
- in some cases, such as where local laws, rules or regulations require or we are undertaking a clinical trial, obtain consent; and
- protect the Personal Data by ensuring effective safeguards designed to keep the Personal Data confidential are in place.

All Personal Data should be kept accurate and up-to-date, and the Company must be open with individuals about how the Company uses their Personal Data, with whom the Company shares it and where it may be sent. Individuals may contact Human Resources to access and correct their information. Each employee, officer or director must report any theft, loss or inappropriate disclosure of Personal Data.

## **Protection and Proper Use of Company Assets**

Protecting Company assets against loss, theft or other misuse is the responsibility of every employee, director and executive officer. Loss, theft and misuse of Company assets directly impact our profitability. Any suspected loss, misuse or theft should be reported to the General Counsel and/or the Chief Compliance Officer.

The sole purpose of the Company's equipment, vehicles, supplies and electronic resources (including hardware, software and the data thereon) is the conduct of our business. They may only be used for Company business consistent with Company guidelines.

## **Corporate Opportunities**

Employees, directors and executive officers are prohibited from taking for themselves business opportunities that arise through the use of corporate property, information or his or her position. No employee, director or executive officer may use corporate property, information or his or her position for personal gain, and no employee, director or executive officer may compete with the Company.

Competing with the Company may involve engaging in the same line of business as the Company or any situation in which the employee, director or executive officer takes away from the Company opportunities for sales or purchases of property, products, services or interests.

## **Fair Dealing**

Each employee, director and executive officer of the Company should endeavor to deal fairly with customers, suppliers, competitors, the public and one another at all times and in accordance with ethical business practices. No one should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice. No bribes, kickbacks or other similar payments in any form shall be made directly or indirectly to or for anyone for the purpose of obtaining or retaining business or

obtaining any other favorable action. In the event of a violation of these provisions, the Company and the employee, director or executive officer involved may be subject to disciplinary action as well as potential civil or criminal liability for violation of the law.

Occasional business gifts to and entertainment of persons in connection with business discussions or the development of business relationships are generally deemed appropriate in the conduct of Company business. However, these gifts should be given infrequently and their value should be modest. Gifts or entertainment in any form that would likely result in a feeling or expectation of personal obligation should not be extended or accepted.

Practices that are acceptable in commercial business environments may be against the law or in violation of the policies governing national or local government employees. Therefore, no gifts or business entertainment may be given to a government employee which are intended for, or appear to be for, the purpose of inducing the government employee to act or perform any service specifically for the benefit of the Company. When in doubt as to whether a contemplated payment or gift may be in violation of this or the Company's Anti-Corruption Policy, contact the General Counsel and/or the Chief Compliance Officer before taking any action.

## **Compliance with Antitrust Laws**

The antitrust laws, rules and regulations prohibit agreements among competitors on such matters as prices, terms of sale to customers, innovation and the allocation of markets or customers. Antitrust laws, rules and regulations can be complex, and violations may subject the Company and its employees to lengthy investigations, civil and criminal sanctions, including fines, jail time and civil liability. In the context of procurement, coordinating with other bidders may also disqualify the Company from future tenders.

In order to comply with anti-trust laws, the Company must not align or collude with its competitors in an opportunity to bid or tender, including participating in bid-rigging or allocating tenders among bidders. Further, the Company should not exchange competitively sensitive information with competitors, including information about its bid or an intention not to bid.

If you have any questions about our antitrust compliance policies, consult the General Counsel and/or the Chief Compliance Officer.

## **Environment, Health and Safety**

We are committed to conducting our business in compliance with all applicable environmental and workplace health and safety laws, rules and regulations. We strive to provide a safe and healthy work environment for our employees and to avoid adverse impact and injury to the environment and the communities in which we conduct our business. Achieving this goal is the responsibility of all employees, directors and executive officers. If you observe or believe that any unsafe workplace conditions exist, you should immediately report such situations or conditions to your immediate supervisor.

## **Dealings with the Community**

We are committed to being a responsible member of, and recognize the mutual benefits of engaging and building relationships with, the communities in which we operate. Wherever the

Company operates, we strive to make a positive and meaningful contribution to the surrounding community and to ensure the distribution of a fair share of benefits to all stakeholders impacted by its activities, including the surrounding community. We strongly encourage our employees to play a positive role in the community.

### **Doing Business with Others**

We strive to promote the application of the standards of this Code by those with whom we do business. Our policies, therefore, prohibit the engaging of a third party to perform any act prohibited by law, rule or regulation or by this Code, and we shall avoid doing business with others who intentionally and continually violate the law, rules or regulations or the standards of this Code.

### **Accuracy of Company Financial Records**

We maintain the highest standards in all matters relating to accounting, financial controls, internal reporting and taxation. All financial books, records and accounts must accurately reflect transactions and events and conform both to required accounting principles and to the Company's system of internal controls. Records shall not be distorted in any way to hide, disguise or alter the Company's true financial position.

### **Retention of Records**

All Company business records and communications shall be clear, truthful and accurate. Employees, directors and executive officers of the Company shall avoid exaggeration, guesswork, legal conclusions and derogatory remarks or characterizations of people and companies. This applies to communications of all kinds, including email and "informal" notes or memos. If an employee, director or executive officer is unsure whether a document should be retained, consult a manager/supervisor or the Vice President of Quality and Regulatory Affairs before proceeding.

### **Review**

The Chief Compliance Officer, the General Counsel and the Chief Executive Officer shall review this policy at least annually and, if required, issue more detailed guidance on this Code or make changes as appropriate.

# Anti-Corruption Policy

## Objective

OrbusNeich Medical Co., Ltd. and its subsidiaries, worldwide, (together, the “Company”) and the Company’s staff members are committed to integrity and the highest standards of ethics in all activities. It is the goal of the Company to prevent bribery and to ensure compliance with applicable anti-corruption laws, rules and regulations.

The purpose of this policy is to help staff members, including all employees, directors and executive officers, avoid potential violations of such laws, rules and regulations. This is a global policy that applies to the Company’s operations worldwide. There are, and you may be subject to, supplemental policies that may contain additional or more stringent obligations. In the event of a conflict between this policy and any supplemental policy, the stricter obligation applies.

Third parties that interact with others on behalf of the Company (including shareholders; agents, representatives, consultants, tax and other advisors; customers, dealers, vendors, distributors, resellers, contractors, subcontractors and other business partners; lobbyists, customs agents and other intermediaries (together, “business partners”) are also required to comply with this policy where indicated when they are performing services for or on behalf of the Company.

## Background

Most countries have anti-corruption laws, rules or regulations that govern corrupt payments, gifts, and other things of value, and these laws, rules and regulations are vigorously enforced. Such laws, rules and regulations and their enforcement are particularly stringent where Government Officials are the beneficiaries of, or otherwise involved in, the corrupt act. Violations of these or other applicable anti- corruption laws, rules or regulations can result in serious penalties, including prison terms, fines, disgorgement of profits and reputational damage to the Company and its employees, directors, executive officers and business partners.

The Company regards any violation of applicable anti-corruption laws, rules or regulations, this policy or any supplemental policy as serious misconduct which may lead to disciplinary action, up to and including dismissal.

## Definitions

- “Anything of value” includes cash, cash equivalents (such as securities or gift cards), gifts, meals, travel, accommodation, tickets to plays, sporting events or other entertainment, “grease” and facilitation payments, charitable contributions (even to a legitimate charity) or an offer of employment or other favor, benefit or business opportunity.
- “indirectly” includes:
  - through another party, such as a business partner, joint venture partner or other intermediary; or
  - to or for the benefit of a close relative or a relevant person or a charity or other organization with whom the relevant person is associated.
- “Healthcare Professional or Decision Maker” A healthcare professional or decision maker is an individual who uses, prescribes or supplies medicines or medical devices, or who



directly or indirectly, purchases, leases, recommends or arranges for the purchase or lease of medicines or medical devices, including any OrbusNeich product, and may include members of procurement departments, doctors, pharmacists and nurses.

- “Government Official” has a very broad meaning and includes any officer, employee or agent of any government department, agency, legislature, judiciary or instrumentality, or of any public international organization, any person who exercises a public function or acts in an official capacity for a government or public international organization, and any political party, party official or candidate, in each case regardless of his or her level of seniority. A government “instrumentality” can, and often does, include a company or other organization that is partially or wholly owned, controlled or funded by a government, such as social security administrations, public or semi-public hospitals, universities and other government-funded research institutions, and the makers of reimbursement decisions. Members of procurement departments, healthcare professionals such as doctors, pharmacists and nurses, and anyone prescribing, purchasing or administering medicines or medical devices, may be “Government Officials”.

## **General Prohibition on Corruption**

**Anti-corruption laws, rules and regulations must never be breached. The Company and its employees, directors, executive officers and business partners are prohibited from offering, promising, giving or authorizing the giving of anything of value, directly or indirectly:**

- **to a Government Official in an effort to influence official action; or**
- **to any person (including any Government Official, business partner, Healthcare Professional or Decision Maker) in an effort to induce that person or someone else to perform duties disloyally or otherwise improperly.**

Without limitation, do not authorize, undertake or participate in the following:

- cash or cash equivalent payments, in any amount or manner or for any reason, to or for the benefit of a Government Official for the purpose of inducing the Government Official to act or perform actions or services specifically for the benefit of the Company (for example: to expedite or to secure the performance of a government action, whether routine or otherwise; not to impose or to minimize a fine or tax; to prevent enforcement of a law, rule or regulation; or to award a procurement contract, permit or license);
- cash or cash equivalent payments, in excess of any amount or form permitted by this policy, to or for the benefit of anyone who is in a position to take or influence decisions or actions affecting the Company unless prior approval in accordance with this policy is obtained;
- kick-backs or similar payments to secure or maintain business;
- contributions on behalf of the Company to any political party, party official or candidate for public office;
- receiving or requesting/soliciting anything of value of a vendor or supplier or anyone else as an inducement to perform duties improperly or otherwise disloyally;
- rewarding anyone for past disloyal or otherwise improper performance;
- providing anything of value to a business partner when you know, or have reason to know, that there is a material risk that the person will engage in prohibited conduct on the Company’s behalf; and

- the use of personal funds (including commissions, salaries and reimbursements), or splitting or dividing up payments, in order to evade or circumvent this policy.

The offer or promise of a bribe or anything else of value is prohibited even if the person rejects the offer, or it fails to bring about the desired outcome.

## **Business Courtesies: Suitability Criteria and Pre-Approval Thresholds**

Within prescribed limits and with appropriate approvals, certain business courtesies (such as gifts, meals and entertainment) of modest value may be offered or given to others under this policy. Such business courtesies should be infrequent. Business courtesies must never be given in an attempt to influence a Government Official or to induce anyone, including Healthcare Professionals and Decision Makers, to perform duties disloyally or otherwise improperly. It is unnecessary to obtain pre-approval to provide business courtesies of modest value permitted by this policy to non-Government Officials. All proposed business courtesies or other transfers of anything of value to Government Officials must be pre- approved.

Care must be taken to consider whether business courtesies are appropriate under the circumstances. For that reason, the following requirements must be met:

- The business courtesy:
  - must be permitted under the Company’s Code of Business Conduct and Ethics;
  - must serve a legitimate business purpose;
  - must not be, and must not be likely to be perceived as, an attempt to influence a Government Official or to induce or reward disloyal or otherwise improper performance by anyone (including a business partner, a Government Official, a Healthcare Provider, Decision Maker or anyone else);
  - must not cause or be likely to cause embarrassment to, or reflect negatively on, the reputation of the Company, the recipient or the recipient’s employer;
  - must be consistent with all local laws, rules, regulations and customs; and
  - must be appropriate in value given the circumstances, taking into account anything of value offered, given or promised to be given to the recipient in the last six months.
- The recipient (and the beneficiary, if different) of the business courtesy is believed to be permitted to accept the business courtesy under all applicable (including local) laws, rules and regulations, and employer policies.
- Prior written approval from the Chief Executive Officer or his designee must be obtained by employees, directors, and executive officers before offering, promising or giving anything of value to a Government Official, or to a close relative of such person.
- Any request for approval to give something of value to a Government Official must accurately set forth (1) the name of the person wishing to make the offer or gift; (2) the business reason for wishing to make the offer or gift; (3) a description of the item or benefit proposed to be given, together with its per person fair market value; (4) a statement as to whether the recipient (and beneficiary, if different) is in a position to take or influence official action for or against the Company.
- a record must be maintained of anything of value given to a Government Official.

## **Consultants and Advisory Boards**

If a Healthcare Professional or Decision Maker is retained by the Company as a consultant or to serve on an advisory board, the purpose for such retention must meet a legitimate business need and provide bona fide scientific or medical advice and consultation for the Company related to current or future products of the Company and patient treatment. Such an engagement shall:

- be with individuals who have all of the qualifications, expertise and professional experience required to meet the legitimate business needs of the company;
- not be based on or related to the past, present or future volume or value of business generated, directly or indirectly, for OrbusNeich by the individual;
- be pursuant to a written agreement, reviewed and approved by the Contract Review Committee; and
- provide fair market value compensation for the services provided.

## **Business partners**

Great care must be taken in the selection, hiring and ongoing relationship with each business partner because there are many circumstances in which the Company or an employee, director or executive officer could potentially be liable for bribes and other improper acts by business partners when they are acting for or on behalf of the Company. Contact the General Counsel and/or the Chief Compliance Officer for guidance on appropriate anti-corruption-related due diligence, contract provisions, monitoring and other procedures to be followed if you are considering hiring or engaging with a business partner or entering into a joint venture or co-investment.

No business partner may be used to do something that the Company itself may not do directly.

## **Contracts with Vendors and Suppliers**

Based on the inherent risks of bribery in certain transactions, the following clauses should be added to contracts between the Company and third parties:

- Vendor/Supplier warrants that the agreement has not been entered into as a result of, or in furtherance of, any bribe or other improper inducement.
- In the event that Vendor/Supplier offers or gives (directly or indirectly) any bribe or inducement to the Company or any of its employees, directors, executive officers, agents or representatives, the Company may, without prejudice to the Company's other rights and remedies, immediately terminate the Vendor or Supplier Agreement without penalty to the Company.

## **Books and Records**

Company employees, directors, and executive officers are required to maintain Company books, records and accounts that, in reasonable detail, accurately and fairly reflect all payments, expenses and transactions, in each case in compliance with applicable accounting requirements. No undisclosed or unrecorded fund or asset is to be established for any purpose and no false or misleading entries are to be made in the books and records. No payment by the Company or with

the Company's funds is to be made without proper authorization, without adequate supporting documentation, or for any purpose other than as described in such documents.

## **Discounts**

Discounts should be market driven, based on arms-length transactions and generally be structured as upfront price reductions or paid as rebates based on product specific volume purchases. Discounts must be defined in a written contract between the parties at the time of sale and must not result in any personal benefit to any Healthcare Provider, customer or other third party.

## **Reporting Questions and Concerns**

This policy cannot cover every possible situation, nor should you expect it to. You are expected to use good judgment in making all decisions. If you are uncertain about the ethics or legality of a potential decision or about the application of this policy to any particular circumstances, you must seek additional guidance before proceeding. Begin by asking your manager or supervisor.

If you know or suspect that anyone acting for or on behalf of the Company may have acted inconsistently with this policy or applicable anti-corruption laws, rules or regulations, you have a responsibility to raise your concerns. You must do this immediately through your manager or supervisor. Alternatively, if you wish to report concerns anonymously, you may contact the General Counsel and/or the Chief Compliance Officer, or send an email with sufficient detail on the background, history of events, reasons for raising concern and any available form of evidence to support the report incident to mailbox: [ethics@orbusneich.com](mailto:ethics@orbusneich.com).

The Company will not retaliate, and does not tolerate retaliation, against any employee, director, executive officer or other person reporting a violation or suspected violation in good faith.

## **Review**

The Chief Compliance Officer, the General Counsel and the Chief Executive Officer shall review this policy at least annually and, if required, issue more detailed guidance on this policy or make changes as appropriate.