

Code of Conduct SMG BV

On the Importance of Ethics and the Process of Writing the Code of Conduct

Naturally, the field of medical devices has an impact on the health and lives of people; and therefore, it necessitates a great ethical responsibility. SMG is committed to conducting its activities ethically and lawfully. This Code of Conduct establishes policies and procedures that are intended to guide employees in the performance of their duties and responsibilities and ensure compliance with the SMG's commitment to ethical and lawful conduct. These policies and procedures apply to all employees and directors of SMG and related Group Companies. SMG will share this Code of Conduct with all the important stakeholders and ensure that it is inseparable linked with our daily business activities.

Basic Policies:

1. Compliance with Laws.

SMG will conduct its business and affairs in compliance with all laws, rules, and regulations and in accordance with our high ethical standards.

2. Work Environment.

SMG will maintain a safe and drug-free workplace that is free from discrimination and harassment based on race, color, creed, religion, sex, age, disability, national origin, ancestry, marital status or sexual orientation, or any other impermissible factor. We stimulate initiative and creativity in our work as a group and on an individual basis, in order to foster business leadership.

3. Manufacturing Products.

SMG is committed to producing products that are safe and effective. In developing and manufacturing medical devices and other products, SMG has established and will comply with standards that meet or exceed all relevant and applicable regulations or the laws and regulations of the country of development and manufacture. In manufacturing its products, SMG will comply with all applicable laws and regulations, including those relating to the environment and occupational health and safety.

4. Competitive Practices.

SMG will compete for all business opportunities vigorously, fairly, ethically, and legally. SMG will comply with all laws regulating competition and trade in each country where it conducts business and will not discuss pricing, cost, production plans, business strategies, or any other proprietary or confidential information with its competitors.

5. Marketing and Sales.

SMG considers customers' satisfaction to be a supreme value and we aim to lead in terms of quality of the service and products we market. We ascribe importance to the creation of long-term relationships with our customers. We make a constant effort to provide all our customers with professional, available, proactive and polite service and we ensure reliability and integrity when working with customers. We are committed to maintain the confidentiality of our customers' information and their privacy. SMG will represent its products and services accurately and will comply with applicable regulatory and legal requirements governing the marketing and sale of its products and services. Any hospitality activities towards customers must be reasonable in price and subordinate in time.

6. Recording and Reporting Information.

In recognition of the fact that accurate information is essential to SMG's ability to satisfy legal and regulatory obligations, all employees and directors will record and report all information accurately and honestly. No employee or director will sign or submit or permit others to sign or submit on behalf of SMG, any document or statement that he or she knows or has reason to believe is false.

7. Payments.

SMG and its employees and directors will not make any improper payments to government or non-government officials, employees, customers, persons, or entities, nor will SMG or its employees and directors request or accept any improper payment from suppliers, customers, or anyone seeking to do business with SMG.

8. Fair Dealing.

SMG creates added value for our business partners through initiative and innovation that are expressed in finding business opportunities around the world. We provide our partners with reliable and professional service and work to create long term relationships based upon the fundament that an in-depth understanding of the common interests and management in good faith will help foster mutual success. Each employee and director will deal fairly with SMG's business partners and other employees and will not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing or practice.

9. Confidential Information.

No employee or director will use, for his or her own personal gain, or disclose to any third party, any confidential or proprietary information that he or she obtained as a result of his or her employment with or relationship to SMG. Confidential or proprietary information includes all non-public information that might be of use to competitors or harmful to the SMG and its customers if disclosed.

10. Corporate Opportunities.

Employees and directors owe a duty to SMG to advance its legitimate interests when the opportunity to do so arises. Employees and directors are prohibited from (a) taking for themselves personally opportunities that are discovered through the use of corporate property, information, or position, (b) using corporate property, information, or position for personal gain, or (c) competing with SMG.

11. Conflicts of Interest.

A conflict of interest occurs when a person's private interest interferes or appears to interfere in any way with SMG's interests and may also arise when an employee or director or a member of his or her family receives improper personal benefits as a result of his or her position with SMG. Theft, carelessness, and waste have a direct impact on the SMG's profitability. All employees and directors will take appropriate actions to protect SMG's assets and ensure their efficient use for legitimate business purposes.

12. Slavery and Human Trafficking.

SMG is committed to preventing slavery and human trafficking occurring in any of its corporate activities as well as seeking to ensure that our supply chains are also free from such practices.

13. Responsibility for the Environment and the Community

SMG is committed to protecting the environment in the personal and public workspace. As part of our joint work, we assume environmental responsibility and, as much as possible, we try to reduce the impact it has on services, products and raw materials used by our Group. We undertake measures to recycle materials, reduce waste, conserve water and electricity.

SMG is both attuned and aware of the needs of the community and invest business and human resources to provide a suitable solution to these needs. We help create a positive social change through cooperation with local organizations and consider our volunteer activities as an important part in strengthening the relationship with this community.

Compliance:

1. The Directors of the business are responsible for ensuring that employees understand and comply with this Code of Conduct and for creating a work environment in which compliance is expected and rewarded.
2. Any waiver of the policies or procedures set forth in this Code of Conduct may be given only by the Board of Directors of SMG and shall be promptly disclosed to shareholders.
3. Any violation of these policies and procedures should be reported immediately to the Managing Director. Violations may also be reported directly via the company's confidential counselor. The identity of the person or persons making a report will remain confidential. Reporting may be anonymous.

4. Directors and other appropriate employees will be required periodically to confirm in writing that they understand and are complying with these policies and that they are not aware of any violations of these policies or have properly reported all violations.

5. SMG will promptly investigate any alleged violation of these policies. Violation of a policy, retaliation against any individual for reporting a violation, or failure to otherwise comply with these policies will not be tolerated and will result in disciplinary action, including termination of employment where appropriate.