



## GLOBAL ANTI-CORRUPTION COMPLIANCE POLICY

### GENERAL

#### Purpose

Establishment Labs Holdings Inc., including all of its subsidiaries worldwide, is committed to conducting business in a legal, ethical, transparent, and professional manner. Accordingly, it is the policy of Establishment Labs to comply fully with the U.S. Foreign Corrupt Practices Act (the “**FCPA**”), the U.K. Bribery Act 2010 (the “**Bribery Act**”) and with all other applicable anti-corruption (including anti-bribery) laws (together, “**Anti-Corruption Laws**”) when conducting any business of any type anywhere in the world.

#### Scope

This policy applies to (1) Establishment Labs Holdings Inc. (“**Establishment Labs**”) and its employees, officers, and directors worldwide, and; (2) all direct and indirect subsidiaries of Establishment Labs worldwide and any employees, officers, and directors thereof (regardless of citizenship) (collectively “**Establishment Labs Personnel**”). This policy also applies to (3) Establishment Labs’ third-party agents, distributors, consultants, representatives, lawyers, joint venture partners, intermediaries or other similarly-related parties (collectively, “**Third-Party Intermediaries**”). This policy applies to conduct undertaken anywhere in the world.

### STATEMENT OF POLICY

#### General

Establishment Labs strictly prohibits the offering or giving of bribes, kickbacks, or other corrupt inducements by Establishment Labs Personnel and by Third Party Intermediaries to Public Officials (as defined in Section IV below) or to any other individuals or companies to improperly advance Establishment Labs’ business interests. Establishment Labs also strictly prohibits the requesting of, agreeing to receive or receiving bribes. Establishment Labs Personnel and Third-Party Intermediaries must also comply with the applicable federal, provincial, and local anti-corruption and anti-bribery laws of any country in which Establishment Labs conducts business.

#### Background

Anti-Corruption Laws prohibit Establishment Labs Personnel and Third-Party Intermediaries acting on Establishment Labs’ behalf from directly or indirectly offering, promising, authorizing, or giving money or any other thing of value, or any financial or other advantage to any Public Official with the purpose of corruptly: (1) influencing any official act or decision of any Public Official; (2) inducing any Public Official to do or omit to do an act in violation of a lawful duty; (3) securing any improper business advantage; or (4) obtaining or retaining business for, or otherwise directing business to, Establishment Labs or any other



person or entity. In this context, ‘corruptly’ means ‘with an intent or desire to wrongfully influence the recipient.’

The Bribery Act and other Anti-Corruption Laws are more extensive in some respects. It is an offence under the Bribery Act for any person to offer, promise or give a financial or other advantage in order to induce or reward the “improper performance” of a relevant function or activity. This covers all commercial dealings as well as dealings with Public Officials. “Improper performance” includes carrying out a function or activity contrary to an expectation to perform it impartially, in good faith, or from a position of trust.

Establishment Labs might also commit an offence under the Bribery Act where an employee, subsidiary or Third Party Intermediary (or anyone who performs services for or on behalf of Establishment Labs) commits bribery in order to obtain or retain business or an advantage in the conduct of business for Establishment Labs, unless Establishment Labs can show that it had adequate procedures designed to prevent the bribery. This policy, and observance of it by Establishment Labs Personnel, are important parts of these procedures.

It is also an offence under the Bribery Act to request, agree to receive or receive bribes.

Other nations have similar laws prohibiting corrupt payments to government officials. Various United States and non-United States laws also make it illegal to offer or pay bribes, kickbacks, or other illegal inducements to employees or representatives of various companies, including companies not connected to Public Officials. “Companies” can include any business or organization.

Violation of the FCPA is a U.S. federal crime that can result in severe fines, prison time, and other sanctions for Establishment Labs and/or its employees, officers, and directors, including employees who are not U.S. citizens or who do not work in the United States. Conviction for an offence under the Bribery Act can lead to unlimited fines for companies and individuals and, for individuals, up to 10 years imprisonment. Similar penalties can result from violating anti-corruption laws in other countries.

Even an allegation of corruption can result in enormous expense and disruption to our business, including by damaging our reputation and business prospects. A violation of this Policy by any Establishment Labs Personnel can also result in disciplinary action up to and including termination of employment. All Establishment Labs Personnel and Third-Party Intermediaries worldwide must understand how the Anti-Corruption Laws may affect their activities on behalf of Establishment Labs.

If you are ever in doubt about whether your conduct is appropriate, seek guidance from the Healthcare Compliance Officer, Ana Jaen, who can be reached at [ajeana@establishmentlabs.com](mailto:ajeana@establishmentlabs.com).

#### **ADMINISTRATION OF THIS POLICY**

The Healthcare Compliance Officer, under the oversight of the Board of Directors and with close cooperation from the Chief Financial Officer (“CFO”), shall have responsibility for the administration of this Policy. At least annually, the Board of Directors, or a committee of the Board of Directors, will be updated on Establishment Labs’ anti-corruption compliance.



## PROHIBITIONS

### **Bribery of Public Officials prohibited**

This policy prohibits bribery of any “Public Official,” anywhere in the world.

The FCPA prohibits corrupt inducements not only to senior officials (such as heads of state or cabinet-level personnel) but also to any officer, employee, or representative (including any low-level personnel) of any national, regional, or local non-U.S. government or of any department, agency, or instrumentality of a non-U.S. government. The FCPA’s prohibition is very broad and includes officers and employees of any commercial enterprise owned or controlled by any non-United States government or of any public international organization (*e.g.*, the United Nations or the World Bank), as well as any person acting in an official capacity for or on behalf of any non-United States government or department, agency, or instrumentality, or for or on behalf of any public international organization. The FCPA also prohibits corrupt payments to non-United States political parties or party officials or any candidate for non-United States political office.

The FCPA does not prohibit corrupt payments to United States officials or to completely private parties. However, other United States federal and state laws, and potentially other Anti-Corruption Laws, including the Bribery Act, prohibit corrupt payments to United States federal, state, and local public officials and other government employees, and a variety of federal and state laws and Anti-Corruption laws including the Bribery Act forbid corruption in purely commercial transactions.

Under the Bribery Act, it is an offence to bribe a “foreign public official”. This includes an individual who (a) holds any legislative, administrative, or judicial position of any kind of a country outside the UK; (b) exercises a public function for or on behalf of a country or territory outside the UK or for any public agency or public enterprise of that country or territory; or (c) is an agent or official of a public international organization (*i.e.* an organization whose members are countries or territories, governments, and/or other public international organizations). Similar UK laws prohibit bribery of UK officials.

Because of the international nature of these definitions, this Policy refers collectively to all such persons described in the above paragraphs as “**Public Officials**”, whether they are an official from the US, the UK, or anywhere else in the world. Please note that in many jurisdictions, medical personnel and their associated administrative and purchasing personnel, including of hospitals owned by or affiliated with the government or state-owned enterprises, will fall under the definition of a “Public Official”.

The prohibitions in this Policy in relation to Public Officials apply equally to their family members and any person who will directly influence such person as a result of any corrupt inducement.

If you are in any doubt as to whether you are dealing, either directly or indirectly, with a Public Official, seek guidance from the Healthcare Compliance Officer.

### **Commercial bribery prohibited**

Establishment Labs prohibits any bribes, kickbacks or other corrupt or illicit payments by either Establishment Labs Personnel or Third Party Intermediaries to any person, including employees or



representatives of any company, business, or other organization whether or not connected to Public Officials. Such payments are unlawful under the Bribery Act and under many other Anti-Corruption Laws and can cause great reputational and business harm as well as exposing individuals and Establishment Labs to criminal penalties.:

### **Direct and indirect corrupt payments prohibited**

The FCPA and the Bribery Act prohibit both direct and indirect bribery. Accordingly, Establishment Labs and Establishment Labs Personnel are potentially liable for any corrupt offers, promises or payments to any Public Official or other individual or company even if they are made through a Third-Party Intermediary or any other person with the knowledge that a Public Official will be the ultimate recipient. “Knowledge” includes a conscious disregard for or deliberate ignorance of facts that bribery might occur. In other words, Establishment Labs cannot do indirectly through a Third-Party Intermediary that which it cannot do directly itself.

### **Receiving or soliciting corrupt payments prohibited**

Establishment Labs Personnel are also strictly prohibited from taking, soliciting or receiving any bribe, kickback, or other corrupt inducement. For clarity, you must immediately report (i) any request to any third party (that is in any way related to Establishment Labs’ actual or potential business interests) for any Establishment Labs Personnel or family member of Establishment Labs Personnel to personally receive or benefit from anything of value, and (ii) any offer from any third party in any way related to Establishment Labs’ actual or potential business interests to provide anything of value to any Establishment Labs Personnel or family member of Establishment Labs Personnel to personally receive or benefit from anything of value, to that personnel’s supervisor, to the Healthcare Compliance Officer, the Chief Financial Officer, or to EthicsPoint (<https://establishmentlabs.ethicspoint.com>) or by calling the number listed in Compliance and Discipline, below.

### **Use of “anything of value” for corrupt purposes prohibited**

Corruptly providing anything of value (or, under the Bribery Act, a “financial or other advantage”) can violate the FCPA, the Bribery Act, and other anti-corruption laws. This includes cash and cash equivalents, but it also includes benefits such as travel, entertainment, meals, offers of potential engagement (e.g., as a consultant) or employment (including internships), or actual engagement or employment of a Public Official, individual, or company or one of their family members or friends or associates at their request, or any other benefit that is extended for the corrupt purpose of influencing a Public Official or inducing or rewarding improper performance of a relevant function or activity by any individual or company.



## **ACTIVITIES REQUIRING ENHANCED AWARENESS AND/OR PROCEDURES**

The following is a non-exhaustive list of certain business activities requiring enhanced awareness of anti-corruption issues and/or prior approval:

### **Third Party Intermediaries**

Many anti-corruption problems result from improper conduct by Third-Party Intermediaries. In addition, Establishment Labs can commit an offence under the Bribery Act even if Establishment Labs Personnel are unaware of the bribery. Because of this, it is vital for Establishment Labs Personnel to understand and monitor the activities of Establishment Labs' Third Party Intermediaries.

Engaging or contracting with Third-Party Intermediaries to act on behalf of Establishment Labs requires special care, particularly if the third party will be interacting with Public Officials. It is the policy of Establishment Labs to contract only with reputable, non-corrupt Third-Party Intermediaries when conducting business and never to utilize such intermediaries to make direct or indirect corrupt payments to Public Officials or any individual or company.

Accordingly, when retaining any Third-Party Intermediary that is reasonably likely to interact with Public Officials or obtain or retain business or an advantage in the conduct of business on behalf of Establishment Labs, this Policy requires (1) reasonable due diligence prior to engaging the Third-Party Intermediary; (2) appropriate anti-corruption representations and warranties in any contracts with the Third-Party Intermediary including the use of the Establishment Labs template contract for Agents and Distributors; (3) appropriate substantive engagement with or training of the Third-Party Intermediary to be satisfied that they understand Establishment Labs' anti-bribery policy; (4) review by the Healthcare Compliance Officer (or his designee) of the due diligence performed, and; (5) approval of the contract in accordance with then-existing Establishment Labs policies and procedures. Records of any due diligence performed and copies of the signed written contracts shall be maintained while the Third-Party Intermediary is active and for a reasonable time thereafter.

In addition, once a Third-Party Intermediary is retained, it is important to monitor the relationship and immediately address any signs of potential improper activity. An appropriate Establishment Labs employee should be responsible for overseeing our relationship with each Third-Party Intermediary that is dealing on our behalf either with any Public Official or to obtain or retain business or an advantage in the conduct of business on behalf of Establishment Labs.

### **Meals, gifts, entertainment, travel, and other business courtesies**

It is the policy of Establishment Labs that business courtesies must always be reasonable, consistent with local law, and directly related to a legitimate business purpose. All Establishment Labs Personnel and Third Party Intermediaries acting for or on behalf of Establishment Labs are expected to comply with Establishment Labs' Corporate Travel Policy and the Health Care Professionals (HCPs) Travel Policy.



## **Regulatory Matters: import/export, permits, licenses, and taxes**

The FCPA, the Bribery Act and other anti-corruption laws could apply to any interactions with Public Officials related to a company's business, including any regulatory matters. Our Policy prohibits corrupt or illicit payments in any regulatory matters.

It is the policy of Establishment Labs never to bribe any Public Official either directly or indirectly for the purpose of avoiding or reducing any customs duties, import/export taxes, fees or other related costs, or legal requirements. Customs brokers and others acting on our behalf to deal with these issues are Third-Party Intermediaries and must be treated as such.

It is the policy of Establishment Labs never to bribe any Public Official either directly or indirectly for the purpose of avoiding or reducing any fees, costs, or legal requirements related to required permits or licenses (*e.g.*, construction permits or environmental permits) or for the purpose of avoiding or reducing any lawful taxes. Any parties acting on our behalf to deal with these issues are Third-Party Intermediaries and must be treated as such.

## **Facilitation payments and emergency circumstances**

Establishment Labs generally prohibits Personnel and Third Party Intermediaries from making "Facilitation Payments" in connection with Establishment Labs' operations. Facilitation Payments, or "grease" payments, are small, customary, unofficial payments to low-level Public Officials to secure a "routine governmental action" that does not involve the exercise of discretion, such as processing visas and other governmental papers, issuing routine permits, licenses or other authorizations to qualify a person to do business in a country, providing police protection or mail service, and supplying utilities like phone service, power and water. ("Routine governmental actions" do not include any decision by a Public Official to avoid taking the routine action or to award new business or continue business with a particular person or entity.)

While the FCPA allows Facilitation Payments in limited circumstances, Facilitation Payments can constitute a bribe under the Bribery Act, and often are illegal under applicable local law. For this reason, Establishment Labs will consider allowing Facilitation Payments only in Emergency Circumstances or in other extreme circumstances with advance written approval by the CFO if possible. Emergency Circumstances involve threats to personal health, safety, or liberty where a Facilitation Payment can alleviate the threat, such as to secure prompt and necessary police protection or medical services that otherwise would be unavailable during an emergency. All Facilitation Payments of any sort that are made must be promptly reported both to the Healthcare Compliance Officer and CFO and accurately recorded in Establishment Labs' books and records.

## **Charitable donations and political contributions**

Neither Establishment Labs, nor any person on its behalf, may make any charitable or political contribution without the express advance written permission of the Healthcare Compliance Officer, following consultation with the Chief Financial Officer. In addition, it is the policy of Establishment Labs not to make any charitable donations or political contributions to any individual or entity with the purpose



of (1) corruptly influencing any official act or decision of any Public Official; (2) causing any specific action by a government, government-owned or -controlled entity, or government instrumentality (i.e., a quid pro quo); (3) securing any improper business advantage; or (4) corruptly obtaining or retaining business for, or otherwise directing business to Establishment Labs or any other person or entity.

### **Mergers and acquisitions**

To the extent that Establishment Labs pursues the acquisition of any business entity, the due diligence process associated with that acquisition shall include an appropriate review of the acquisition target's compliance with the FCPA and any other applicable anti-corruption statutes.

### **ACCURATE BOOKS AND RECORDS**

It is the policy of Establishment Labs to make and keep books, records, and accounts that, in reasonable detail, accurately and fairly reflect all payments, expenses, and transactions. Establishment Labs Personnel should take special care to ensure that any expenditure of funds related to any Public Official is accurately and completely documented, regardless of the amount of such transaction. Under no circumstances should false, misleading, incomplete, or artificial entries be made in the books and records of the company. No undisclosed or unrecorded funds, assets, or liabilities of the company shall be established for any purpose.

### **AVOIDING THE APPEARANCE OF IMPROPIETY**

Establishment Labs Personnel must take care to ensure that their interactions with Public Officials do not create the appearance of impropriety. Establishment Labs Personnel therefore shall not accept or seek from a Public Official any improper benefit, such as confidential, competitively sensitive information about a bidding process, even if no improper benefit is offered. Establishment Labs Personnel shall also comply with all applicable local laws related to dealing with Public Officials and governments, including all procurement requirements.

### **COMPLIANCE AND DISCIPLINE**

#### **Training**

Establishment Labs management will provide suitable training on the FCPA, the Bribery Act and this Policy to all appropriate personnel who are involved in conducting or supervising international business. Such training shall take place periodically under the direction of the Healthcare Compliance Officer.

#### **Annual certification**

All Establishment Labs senior management, and, where appropriate, Establishment Labs personnel and Third-Party Intermediaries or otherwise conducting or supervising any international business shall be required annually to certify their compliance with this Policy in a form provided by Establishment Labs management.



## Monitoring and auditing

The Health Compliance Officer and the CFO shall monitor compliance with this policy through periodic audits and corruption risk assessments. Findings from such audits and risk assessments shall be considered in periodically reviewing and updating this Policy and its implementing procedures.

## Reporting potential violations

Establishment Labs Personnel are responsible for recognizing, avoiding, and reporting any conduct that may violate this Policy. Establishment Labs Personnel should report promptly to their immediate supervisor, the Healthcare Compliance Officer, the Chief Financial Officer, or to <https://www.whistleblowerservices.com/labs> for United States (US) reports, at <https://establishmentlabs.ethicspoint.com> for reports outside of the United States (OUS) any (1) suspected or potential violation of this Policy; (2) solicitation from a Foreign Official or any other individual of company for, or offer to Establishment Labs Personnel of, a bribe or illicit payment; and (3) discussion of a bribe or potential illicit payment, or solicitation with a Third-Party Intermediary regarding same. Any person who receives such reports shall promptly coordinate appropriate action.

If you would like to report a suspected violation to the Compliance/Ethics Hotline (anonymously or not) contact:

<b>Country</b>	<b>Number</b>
Belgium	844-753-3384.
Brazil (Cellular)	800-888-8288
Brazil	800-890-0288
Costa Rica	800-225-5288
France (Paris Only)	800-99-0111
France	800-99-1011
Germany	844-753-3384.
Italy	800-172-444
Spain	844-753-3384.
Sweden	020-799-111
United Kingdom	800-89-0011
United States	1-844-753-3384
United States	866-849-9824

Establishment Labs will not retaliate or allow retaliation against any employee who in good faith makes a report under this Policy.





## **Discipline**

Individuals who violate the FCPA or commit an offence under the Bribery Act or other anti-corruption laws may be subject to severe criminal and civil penalties, including imprisonment and very substantial fines, which Establishment Labs is not permitted to reimburse. In addition, Establishment Labs Personnel who violate the FCPA, or commit an offence under the Bribery Act or other anti-corruption laws, or violate this Policy will be subject to discipline, up to and including termination of employment.

### **FURTHER INFORMATION**

Any questions about the Policy or compliance with the FCPA, Bribery Act or other anti-corruption laws should be directed to the Healthcare Compliance Officer.

If you are in any doubt as to whether your or anyone else's conduct might contravene, or have contravened, this Policy, seek immediate guidance from the Healthcare Compliance Officer.



**Confirmation of Compliance with Establishment Labs Holdings Inc. Global Anti-Corruption Compliance Policy (the “Policy”)**

I have received and read a copy of this Policy regarding compliance with laws and hereby certify that I have read and understood it, and am following this Policy, including all particulars set forth therein. I have no knowledge of any questionable payment paid or received, or of any undisclosed funds, or any other prohibited conduct referred to in this Policy.

To the best of my knowledge, the employees who report to me whose responsibilities are such that they could violate this Policy are familiar with this Policy and they have complied with it. I agree that, if in event I know or suspect a violation of this Policy, I will report that violation in accordance with the procedures provided for in this Policy.

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_