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	Qserve Group Code of Conduct	Revision: 01 Effective date: January 5, 2022

Introduction

Qserve Group B.V. (hereinafter Qserve) and its employees and contracted representatives (hereinafter Qserve representatives) are expected to behave in an ethical way, representative for an independent consultancy organisation and contract research organisation in the medical device industry. This ethical way incorporates and is not limited to personal behaviour and attitude, confidentiality of information obtained and impartiality with respect to business/industry partners, vendors, prospects or customers and their representatives, notified bodies, competent authorities, any government officials and healthcare professionals, and other stakeholders in the regulated medical device industry. This Code of Conduct describes Qserve's commitments regarding ethical business conduct.

1. Purpose

This Code of Conduct provides fundamental rules to ensure that all business conducted by Qserve representatives meets high standards of business and personal ethics, and complies with all applicable standards, regulations and company policies.

2. Scope

This Code of Conduct applies to all Qserve representatives when acting on behalf of Qserve. It covers all types of interactions between Qserve representatives and, amongst others but not limited to, business/industry partners, vendors, prospects or customers and their representatives, notified bodies, competent authorities, any government officials and healthcare professionals, and other stakeholders.

3. Definitions

Government official: includes anyone who is an officer, employee or representative of a government of any country, or a state-owned entity including, for example, government-owned or controlled hospitals or physicians, or members of agencies or committees performing government functions such as granting, withholding or withdrawing regulatory approvals, licenses and permits.

4. Code of Conduct

4.1 Fair competition and anti-trust laws


4.1.1. Qserve will compete in a fair and ethically justifiable manner within the framework of the anti-trust and competition rules in the markets in which it operates, where such frameworks are applicable.

4.2 Conflict of interest

4.2.1. Qserve Representatives must behave impartially in all business dealings and not give other companies, organisations or individuals improper advantages. The individual must not become involved in relationships that could give rise to an actual or perceived conflict with Qserve's or other party's interests or could in any way have a negative effect on their own freedom of action or judgment.

4.2.2. If a potential conflict of interest arises it shall be escalated to a manager or supervisor immediately so that it may be dealt with appropriately.

4.2.3. Any existing potential conflicts of interest shall be adequately disclosed as applicable.

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4.3 Anti-bribery and corruption

- 4.3.1 Qserve is committed to full compliance with the US Foreign Corrupt Practices Act (FCPA) and UK Bribery Act (UKBA) as well as any similar and applicable local laws in the countries where it operates. The FCPA and the UKBA prohibit companies or individuals from directly or indirectly making payments or offering anything of value to government officials or private individuals for the purpose of influencing any official act or decision, or encouraging or discouraging any action in violation of any legal duty, to secure an improper business advantage.
- 4.3.2 Qserve strictly prohibits making any payments or providing gifts or anything of value to a government official, healthcare professional, or private individual to influence an official act or decision or to induce the person to do or not do anything in violation of the person's legal duty, in order to gain a business advantage. This includes any payments, gifts or favours, using Qserve funds or personal funds, by Qserve representatives.
- 4.3.3 Qserve representatives do not accept gifts except promotional and educational items of modest value. Hospitality such as social events, meals or entertainment, travel and lodging expenses are accepted only if there is a genuine business reason between Qserve and involved party.
- 4.3.4 Qserve representatives may not, in their dealings with business/industry partners, vendors, prospects or customers and their representatives, notified bodies, competent authorities, any government officials and healthcare professionals, and other stakeholders offer or agree to pay for gifts, hospitality or other expenses if there is no genuine business reason between Qserve and involved party.
- 4.3.5 Business gifts may only be provided if they are promotional and educational items of modest value, and if providing such gifts is allowed according the national and local laws, regulations and professional codes of conduct of the country.
- 4.3.6 Business meals may be provided when there is a genuine business reason. Qserve representatives may pay for an occasional, modest meal when meeting and discussing business.


4.4 Confidential information and personal data

- 4.4.1 Qserve understands the importance and significance of protecting confidential information and are vigilant in protecting it from improper use and/or disclosure. In furtherance thereof, Qserve representatives make sure they are using and disclosing confidential information only for authorized purposes.
- 4.4.2 The processing of personal data by Qserve representatives shall always be in line with the EU General Data Protection Regulation (GDPR) EU 679/2016, US Health Insurance Portability and Accountability Act of 1996 (HIPAA) and applicable local laws.

4.5 Insider information

- 4.5.1 Qserve representatives may be privy to proprietary information regarding new medical devices, technologies, or drugs, corporate strategies, portfolio information, mergers and acquisitions, and other non-public information. Irrespectively of how the information is obtained, no individual may use, or contribute to others using, such insider proprietary information to subscribe for, or trade in, securities, either privately or on the company's behalf.

4.6 Correct information, accounting, reporting and disclosure

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- 4.6.1 When specifically requested, Qserve acknowledges to disclose its relevant business information. Requests for disclosure must be directed to Qserve’s Board of Directors, who will determine and approve the scope of information disclosure. Information will be communicated to the authorized recipient accurately and covering fully the purpose of the activity.
- 4.6.2 All accounting information must be correct, registered and reproduced in accordance with applicable laws and regulations including relevant accounting standards.
- 4.6.3 Qserve may contract healthcare professionals and may provide reasonable compensation for meaningful bona fide services, including, but not limited to, research, participation on advisory boards, presentation at member-sponsored training or third-party conferences, product development, training, and clinical studies. Selection of healthcare professionals must be based on qualifications and expertise to address the identified purpose. Qserve will disclose payments in accordance with the regulations (so called “Sunshine Acts”) of the country where the healthcare practitioner is licenced to practice, if applicable.

5. Enforcement of the Code

- 5.1 All Qserve representatives are required to report any suspicion of improper or wrongful activity to the Board of Directors or the Human Resource Manager.
- 5.2 If an employee voices a concern or reports misconduct in good faith or takes part in an investigation of an ethics or compliance issue, under no circumstances will any form of retaliation - such as discharge, demotion, suspension, or discrimination in the terms and conditions of employment - be accepted.
- 5.3 Qserve will take appropriate disciplinary action against any Qserve representative who violates this Code. Disciplinary action is dependent upon the nature and severity of the violation, up to and including termination of employment or the business relationship with Qserve.

6. Responsibilities

- 6.1 All Qserve representatives are responsible for understanding and complying with this Code.
- 6.2 Qserve’s CEO has ultimate responsibility for the implementation of this Code.
- 6.3 The Board of Directors and the HR Manager are responsible for determining appropriate action in case of reported compliance issues.
- 6.4 The Board is responsible for implementing training, review, and procedures designed to ensure compliance.

7. References

2016/679/EU General Data Protection Regulation
US Foreign Corrupt Practices Act of 1977 (FCPA)
US Health Insurance Portability and Accountability Act of 1996 (HIPAA)
UK Bribery Act of 2010 (UKBA)
Sunshine Acts (in respective countries)