



# Ace Cardiopathy Solutions (P) Ltd.

Code of Conduct Manual.

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## **Introduction— General Statement of Company Policy**

Ace Cardiopathy plc and its direct and indirect subsidiaries worldwide (“Ace Cardiopathy” or the “Company”) is committed to developing and commercializing high quality Medical Devices that meet the needs of patients and health care providers, as well as providing value to our shareholders and employees. We are also committed to integrity and the pursuit of excellence in all that we do. We will fulfill these commitments while upholding a high level of ethical conduct and meeting our responsibilities as good corporate citizens at all times.

This Code of Conduct (the “Code”) is one element of Ace Cardiopathy’ efforts to ensure lawful and ethical conduct by the Company and its employees and directors. It is part of a larger process that includes compliance by all employees and directors with all corporate policies and procedures, open communication throughout the Company, and the use and expectation of the highest integrity and good judgment. Although laws and customs will vary in different locations where we may operate, our basic ethical responsibilities are global. At all times, the Company’s interpretation and application of the Code will be in compliance with all applicable legal requirements, including applicable local laws and local policies.

## Overview of the Code of Conduct

The Code of Conduct applies to all employees of Ace Cardiopathy and references herein to “employees” are intended to cover all employees of the Company, including the Company’s “executive officers” who are defined for purposes of this Code as those Company officers covered by Section 16 of the U.S. Securities Exchange Act of 1934, as amended, and applicable rules promulgated thereunder. The Code of Conduct also applies to all members of the Board of Directors of Ace Cardiopathy plc, referred to in this Code collectively as “the Board of Directors” and individually as “directors”. Under the Code, each employee and director, individually must:

- Act with honesty and integrity at all times as a representative of the Company;
- Become familiar with, and conduct Company business in compliance with, applicable laws, rules and regulations;
- Understand and comply with the Company’s standards of business conduct and underlying policies and procedures;
- Adhere to Company standards for protecting the safety and health of our employees, our customers, physicians prescribing our products and their patients, as well as our communities;
- Treat employees, patients, customers, partners and suppliers in an honest and fair manner, with integrity;
- Be able to identify and appropriately handle actual or apparent conflicts of interest and avoid situations where personal interests are, or appear to be, in conflict with Company interests;
- Safeguard and properly use Company proprietary information, assets and resources, as well as those of our customers, vendors and collaboration partners, which are entrusted to us;
- Maintain confidentiality of the Company’s non-public information;
- Protect the Company’s assets and ensure their efficient use;
- Act in good faith in what such person believes to be the interests of the Company and avoid any conflict between his/her duties to the Company and his/her other (including personal) interests; and
- Take the initiative to promptly report in good faith any violation or possible violation of this Code in accordance with the reporting procedures set forth in this Code.

This Code provides general principles and information to employees and directors on their basic ethical and legal responsibilities. This Code is not intended to address every situation or set forth every rule, procedure or policy of Ace Cardiopathy, and it is not a substitute for the responsibility of each employee and director to exercise good judgment and common sense. If employees have questions about how to apply the Company's business standards, policies or procedures, they should seek clarification from their managers or, if necessary, from the Company's Human Resources department. Directors of the Company are subject to fiduciary and statutory duties and will be provided with additional Information in relation to such duties, which is separate and additional to the requirements of the Code. If a director has a question about the Company's standards, policies, procedures or applicable law, he/she should contact the General Counsel or, if the question concerns the Company's compliance policies, the Chief Compliance Officer, or either of their designees.

**This [Code](#) is posted in an English version on the Corporate Ethics page of the Company's public**

**website: <https://www.acecardiopathy.com>. Versions in additional**

**languages are posted on [the same](#) and are available to employees.**

## **1. Honest and Ethical Conduct**

Employees and directors should endeavor to deal honestly, ethically and fairly with Ace Cardiopathy' employees, partners, customers, suppliers and competitors in compliance with all applicable laws, rules and regulations. Ace Cardiopathy' employees and directors must not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice.

## **2. Compliance with the Law**

Compliance with applicable laws, rules and regulations is an overriding principle of Ace Cardiopathy's standards of conduct. It is the Company's policy that the Company and each employee and director conduct business in accordance with applicable laws, rules and regulations in the countries in which the Company does business. Employees and directors should understand the laws that apply to the performance of their jobs, and ensure that Company operations with which they are involved are conducted in conformity with those laws. Violations of the law can seriously damage the Company's reputation, subject the Company to liability and/or adverse governmental proceedings, and in some cases, subject individual employees and directors to personal liability. Employees and directors may not instruct or request, either directly or indirectly, other employees or directors to violate applicable law or applicable Company policy. Each employee and director must be alert and sensitive to situations that could result in illegal, unethical or improper action.

### **3. Conflicts of Interest**

We expect that each employee's primary employment obligation is to Ace Cardiopathy. Any outside business activity, including serving as an advisor to, or member of, a board of directors, and any additional employment relationships or self-employment (including owning a business or entering into consulting engagements), must not be in conflict with, and be separate from, employment activities with Ace Cardiopathy. For example, an employee generally is not permitted to use Company time, name, influence, assets, facilities, equipment, materials, or services of other employees for their outside activities, unless specifically authorized by the Company. Employees may be subject to additional restrictions under their contracts, local policies, or applicable law.

Each employee and director must put the best interests of the Company at the forefront of any work-related activity or decision and must be able to identify and appropriately handle potential or actual conflicts of interest. A "conflict of interest" occurs when an employee's or director's personal interest interferes, or appears to interfere, with the best interests of Ace Cardiopathy and/or the employee's or director's ability to perform his/her job responsibilities. A conflict of interest can arise whenever an employee or director takes action or has an interest that influences (or has the appearance of influencing) his/her judgment, loyalty, honesty, effectiveness or objectivity in a manner that is contrary to the best interests of Ace Cardiopathy.

While it is not possible to identify every particular activity that might give rise to a conflict of interest, a conflict of interest may exist because of a relationship of an employee or director or an employee's or director's family member, that could cause a conflict with the employee's or director's ability to perform his/her responsibilities to Ace Cardiopathy.

Potential conflict of interest situations could include, but are not limited to:

- A significant ownership or financial interest in a Company supplier, customer or competitor (other than ownership of nominal amounts of stock in publicly traded companies);
- A consulting or employment-related relationship of the employee (or the employee's family member or significant other) with a Company customer, supplier or competitor;
- Activity that harms a relationship between the Company and any of its customers or potential customers, or that interferes with a current or potential contract relationship (other than in the context of a protected disclosure to the authorities or other permitted parties as defined under applicable law or as otherwise authorized by applicable law);
- Business activity that is competitive with any of the Company's businesses;
- Service on the board of directors or advisory board of a Company customer, supplier or competitor;
- A manager or other influential position on the engagement, performance evaluation, pay, benefits or other employment or contract terms of a family member or significant other. This includes situations where the employee's family member or significant other is an employee of, or a consultant to, Ace Cardiopathy, or has another contractual relationship with Ace Cardiopathy;
- Receipt of a loan or a loan guarantee from the Company;
- Sales or purchases of goods or services to, or from, the Company (unless it is pursuant to a routine program of disposal of surplus property that is offered to all employees in general); and

Any situation in which, without proper authorization, employees or directors are required or tempted to disclose, or do disclose, any trade secret, confidential or proprietary information or intellectual property of the Company or its customers, vendors or collaboration partners (other than in the context of a protected disclosure to the authorities or other permitted parties as defined under applicable law or as otherwise authorized by applicable law).

Questions regarding activity which may create a potential or actual conflict of interest, or the appearance of a conflict of interest, should be discussed immediately with the employee's manager or a member of the Legal or Compliance functions. Director questions about potential or actual conflicts of interest should be referred to the General Counsel or Chief Compliance Officer, or either of their designees.



**Disclosure:** It is the responsibility of each employee and director to disclose any transaction, relationship or other situation that reasonably could be expected to give rise to a conflict of interest (including but not limited to the potential conflict of interest situations discussed above).

- Employees (other than executive officers) should make such disclosures to their local manager or a member of the Legal or Compliance functions;
- The Chief Executive Officer, General Counsel and Chief Compliance Officer of Ace Cardiopathy Pharmaceuticals should make such disclosures to the Board of Directors;
- All other executive officers and non-employee directors should make such disclosures to the General Counsel, Chief Compliance Officer or the Board of Directors.

Managers or other permitted persons to whom disclosures are made will be responsible for determining whether the transaction or relationship constitutes an actual or potential conflict of interest, and any actions to be taken with respect to such situation.

#### **4. Company Property and Corporate Opportunities**

Proper protection and use of Company property, including proprietary information, is a fundamental responsibility of each employee and director. Employees and directors must comply with Company security programs to safeguard physical property, intellectual property and Company information (including information stored electronically) and other assets of the Company against unauthorized use or removal, as well as against loss by criminal act or breach of trust. Employees and directors are to use Company property for legitimate business purposes only, unless expressly authorized otherwise by applicable Company policy. Employees and directors may not remove Company property from Company premises unless such removal is within the proper scope of the employee's or director's duties, or is otherwise authorized by the Company, or use Company property for any personal benefit or the personal benefit of anyone else. If an employee has a question in this regard, he/she should consult his/her manager or a member of the Legal or Compliance functions. If a director has a question in this regard, he/she should consult with the General Counsel or Chief Compliance Officer, or either of their designees.

All employees and directors of the Company are obligated to protect the Company's confidential information and intellectual property assets. Subject to any limitations or restriction on disclosure under applicable law, employees and directors generally are prohibited from disclosing or using the Company's confidential information by law, their employment agreements, or separate confidentiality and invention assignment or similar agreements, unless such disclosure or use is within the scope of their authorized duties, or is otherwise authorized by the Company. Additionally, under such agreements and/or applicable law, employees generally assign inventions made within the course of employment to the Company, to the extent such inventions do not automatically vest in the employer by operation of law. Generally, employees must promptly disclose all such inventions to the Company, record them as instructed by a member of the Legal function and execute such documents as may be requested by the Company in order to assign the inventions to the Company or for related purposes, consistent with applicable local policies, agreements and laws.

Employees and directors also have a responsibility to act in the Company's best interests and advance those interests whenever the opportunity to do so arises. Consistent with applicable laws, employees and directors must not: (a) take for themselves personally or for other connections (including family) members, significant others, or other businesses), any opportunities that are discovered through the use of Ace Cardiopathy property, information or position; (b) use any Ace Cardiopathy property, information or position for personal gain (or for the gain of family members, significant others, or other businesses); or (c) compete with the Company or engage in preparatory activities for competing with the Company. Each employee and director owes a duty to the Company to advance its legitimate interests whenever the opportunity to do so arises. If an employee, or director, comes across an opportunity in which the Company may reasonably be expected to have an interest, the Company must be notified of the opportunity, and have ample time to determine whether it will pursue the opportunity. If, after this period of time, the Company passes on the opportunity, with the Company's permission the employee or director may act on it for his/her own personal gain.

## **5. Accurate Retention of Business Records**

Each employee and director must comply with the Ace Cardiopathy Global Records Management Policy. Employees and directors should record information completely, accurately, honestly and in a timely manner. Employees and directors should use good judgment and common sense when preparing any Company document and ensure that the document objectively and accurately reflects the facts of the situation it addresses. Accurate information is essential to Ace Cardiopathy' ability to meet its legal and regulatory obligations.

Any employee or director who is subject to a document preservation notice, or "legal hold," issued by the Legal function must refrain from deleting or destroying any documents or business records covered by the legal hold. Legal holds are an exception to the routine records management and retention practices of the Company. Failure to comply with a legal hold could expose the Company and individual employees or directors to legal sanctions as well as disciplinary or corrective action. If an employee has questions regarding a legal hold, including whether he or she is subject to any existing legal holds, he or she should contact a member of the Legal function. Directors with questions regarding a legal hold should contact the General Counsel or designees.

Documents that require signatures, such as production or quality assurance documents or expenditure authorizations, must be actually signed by the person whose name appears on the document. This requirement applies to electronic as well as handwritten signatures.

Laboratory notebooks must be used and maintained by employees in accordance with the Company's laboratory notebook policies and procedures implemented by the Legal and Compliance functions. Keeping lab records properly is essential for the preservation of Ace Cardiopathy' proprietary assets.

## 6. Public Reporting Obligations

Our accounting records are relied upon to produce reports for our management, shareholders and creditors, as well as for governmental agencies. In particular, we rely upon our accounting and other business and corporate records in preparing the periodic, current and other reports that we may file from time to time with the U.S. Securities and Exchange Commission (“SEC”), the Irish Companies Registration Office (the “CRO”) and other similar regulatory bodies (“Financial Reports”). Securities laws require that these reports provide full, fair, accurate, timely and understandable disclosure and give a true and fair view of the assets, liabilities and financial position, as at the end of the financial year, and the profit or loss, for the financial year so as to present our financial condition and results of operations. In addition, the securities laws and other applicable laws such as the U.S. Foreign Corrupt Practices Act of 1997 (“FCPA”) provide that no entry may be made on the Company’s books or records that intentionally hides or disguises the true nature of any transaction. Employees who collect, provide or analyze information for, or otherwise contribute in any way, in preparing or verifying these Financial Reports should strive to ensure that our financial disclosure is accurate and transparent. In addition:

- No employee or director may take or authorize any action that would intentionally cause our financial records or financial disclosure to fail to comply with generally accepted accounting principles, the rules and regulations of the SEC, CRO and other regulatory bodies, or other applicable laws, rules and regulations;
- All employees and directors must cooperate fully with our Finance department, as well as our independent public accountants and counsel, respond to their questions with candor and provide them with complete and accurate information;
- No employee or director will directly, or indirectly, take any action to coerce, manipulate, mislead or fraudulently influence any independent public or certified public accountant engaged in the performance of an audit or review of the Company’s financial statements; and
- No employee or director should knowingly make, or cause or encourage any other person to make, any false or misleading statement in any of our Financial Reports filed with the SEC, CRO and other regulatory bodies or knowingly omit, or cause or encourage any other person to omit, any information necessary to make the disclosure in any of our reports accurate in all material respects.

Any employee who becomes aware of any departure from these standards should report his/her knowledge promptly to a manager, a member of the Legal or Compliance functions or the Audit Committee as described herein or in accordance with the reporting channels set forth in this Code. Any director who becomes aware of a departure from these standards should report his/her knowledge promptly to the General Counsel or Chief Compliance Officer, or either of their designees.

## **7. Confidential Information**

Employees and directors must maintain the confidentiality of information entrusted to them by Ace Cardiopathy or other companies with which we have business relationships, including our suppliers, customers and collaborative partners, except when disclosure is legally mandated or specifically authorized by the Company or applicable law. Unauthorized disclosure of confidential information is prohibited.

Ace Cardiopathy' training programs, and each employee's applicable agreement addressing confidentiality obligations, cover in detail the obligations of employees regarding protection of confidential information. For some employees, confidentiality provisions are contained within their contract of employment. These agreements allow for disclosure of confidential information to persons or companies outside of Ace Cardiopathy only in certain circumstances, such as when there are legitimate business needs for the information to be disclosed to such third parties, when such disclosure has been properly authorized by management and, in some situations, when an appropriate confidentiality agreement is in place. Each employee's confidentiality obligations to Ace Cardiopathy continue after the individual's employment with Ace Cardiopathy has ended as stated in each employee's applicable agreement. Employees who want more information as to the specific confidentiality obligations that apply to them should refer to their applicable agreements and should direct questions to their managers and/or a member of the Human Resources department.

Nothing in this or any other section of this Code or any other Company policy is intended to restrict any rights an employee may have under law to make protected disclosures including (to the extent applicable) disclosing information about his/her working conditions and terms and conditions of employment, or to communicate about these matters or to make complaints to the legal authorities. Obligations of confidentiality also apply to employee and director communications with the press or other media. Revealing confidential information to the press or other media could impair the Company's business and potentially expose the Company to legal liability. All requests from the press or media for information should be referred to a member of the Corporate Affairs department. All inquiries from investors, analysts or other shareholders should be referred to a member of the Investor Relations department.

In addition, to protect confidential information and prevent unauthorized disclosure, employees must take proper precautions. Employees should follow all security policies, measures and internal control procedures for Company information systems including but not limited to Company-owned or licensed software systems, computer systems, data storage systems, email systems, calendar systems, office phones, voicemail, internet access, online services, laptops, cell phones, tablets, and facsimile, copy and scanning systems. Employees are responsible for safeguarding their login account, usernames, and passwords and should not share these or allow others to use their accounts. Employees should be cautious and use good judgment when discussing sensitive information where others may overhear.

Innovations and ideas concerning products, product concepts, technologies and manufacturing processes may be eligible for patent, copyright, trademark or other legal protection. Ace Cardiopathy has procedures and training programs in place to protect these rights. Employees should become familiar with the applicable programs and seek advice from a member of the Company's Legal function if they have questions.

Employees must also abide by any lawful obligations that they have to their former employers. These obligations may include restrictions on the use and disclosure of confidential information and restrictions on the solicitation of former colleagues to work at Ace Cardiopathy. Any employee who has a question about whether he or she has obligations to former employers in addition to general ongoing confidentiality obligations should discuss the matter with a member of the Legal or Compliance functions, and should notify one of those functions of any continuing obligation to a prior employer that may restrict the employee's ability to carry out his/her duties at Ace Cardiopathy, unless notification is prohibited by law or contractual duty.

## **8. Privacy and Information Security**

Ace Cardiopathy operates its business with respect for the privacy and security of personal information that we receive from employees, contingent workers, health care professionals, patients and all other individuals with whom we work. When collecting, accessing, using, analyzing, modifying, storing and disposing of any individual's personal information, Ace Cardiopathy' employees are expected to follow the Company's policies and practices and to ensure that personal information is handled in an appropriate and respectful manner, consistent with applicable laws.

In particular, Ace Cardiopathy' employees must adhere to the following standards:

- Employees should never collect more personal information than legitimately needed;
- Personal information should only be used for the purpose for which it was collected;
- Employees should only access personal information if they have a need to access it;
- Personal information should be stored in a secure manner in accordance with applicable legal requirements and our Company policies; and
- All personal information should be retained only as long as needed and then destroyed in accordance with Ace Cardiopathy' Global Records Management Policy.

Employees with questions or concerns should contact the Company's Privacy Office at [info@acecardiopathy.com](mailto:info@acecardiopathy.com).

## **9. Social Media**

Employees are expected to use good judgment when using social media and to ensure that their activities are consistent with Ace Cardiopathy' policies, including the policies on protection of confidential information and intellectual property. Ace Cardiopathy respects employees' rights to use social media as a form of self-expression. It is important, however, that employee communications and activities in social media be conducted in a manner that is appropriate, transparent and responsible, and consistent with applicable local market, legal and regulatory requirements and the Company's social media policy. Any questions concerning the use of social media should be directed to a member of the Legal or Compliance functions.



## **10. Insider Trading**

From time to time employees and directors may have or receive material information about Ace Cardiopathy or other companies that has not been disclosed publicly (“inside information”). Information is likely to be considered material if a reasonable investor would consider the information important in deciding whether to buy, sell or hold a stock or other security (whether equity, debt or other form of security). Regardless of where they are located, employees or directors who have inside information about the Company must refrain from trading in the Company’s shares or other securities, advising anyone else to do so or communicating the information to anyone outside the Company (i.e., “tipping”) until the information is disseminated to and absorbed by the public. The prohibition on insider trading also applies to the securities of companies with which Ace Cardiopathy does business and as to which employees and directors may have important information that has not been publicly disclosed. Regardless of whether they have inside information, employees and directors are not permitted to engage in speculative transactions in the Company’s securities, including short sales, transactions in put or call options, hedging transactions and other inherently speculative transactions.

All employees and directors should be familiar with the Company’s insider trading policy. Violation of Ace Cardiopathy’ insider trading policy may result in civil liability and criminal penalties, as well as disciplinary action up to and including termination of employment, subject to compliance with local laws. Employee questions about the Company’s policy should be directed to a member of the Legal or Compliance functions. Director questions should be referred to the General Counsel or Chief Compliance Officer, or either of their designees.

## 11. Employment Practices

**Health and Safety:** Ace Cardiopathy is committed to providing its employees with a safe and healthy work environment. To support that commitment, employees must abide by all applicable safety rules and practices and assume responsibility for taking the necessary precautions to protect themselves and their co-workers as applicable to their positions. Employees are also responsible for timely reporting of accidents, injuries and unsafe practices or conditions in accordance with the reporting channels set forth in this Code or in other applicable employment policies or guidelines, and for taking appropriate, timely action to correct unsafe conditions where it is safe to do so.

To help ensure a safe work environment, Ace Cardiopathy prohibits threatening, reckless or violent behavior by employees, possession of weapons on Company property or while conducting Company business, and willful destruction of property.

Ace Cardiopathy is also committed to a drug-free workplace. The misuse of drugs or alcohol, both legal and illegal, while on Company premises or conducting Company business interferes with a safe, healthy and productive work environment and is prohibited. Specifically, for our safety and the safety of those around us, Ace Cardiopathy prohibits being under the influence of illegal drugs, or the use, sale, purchase, transfer or possession of illegal drugs (or any offer to do so), or the misuse of legal drugs or alcohol, on its premises, in its vehicles and while conducting Company business. Management will consider disciplinary actions, up to and including termination of employment, for violations of this policy, subject to applicable local law. As a general matter, if compliant with applicable law, responsible and moderate consumption of alcohol served at Company-sponsored events will not be considered a violation of this policy.

**Treatment of People:** The diversity and talent of Ace Cardiopathy' employees represents a highly valuable Company asset. In keeping with Ace Cardiopathy' commitment to diversity and inclusion, Ace Cardiopathy strives to create a workplace culture that supports a diverse, multi-cultural workforce; aims to treat individuals fairly; and provides an inclusive environment where all employees are empowered to contribute and succeed.

Consistent with our respect for individual employees, Ace Cardiopathy is committed to providing a work environment that promotes mutual respect and dignity and believes that all employees play a role in shaping our work environment. This means that we comply with all applicable employment and equal treatment laws, including laws against discrimination, in all aspects of employment, including recruiting, hiring, compensation, promotion and termination. It also means that Ace Cardiopathy does not permit conduct that creates an intimidating, hostile or offensive work environment as defined under local law. Such conduct may include, but is not limited to, bullying conduct; racist, sexist, or ethnic comments or jokes; sexual advances or inappropriate physical Contact; or sexually-oriented gestures, pictures, jokes or statements. The conduct described above is not in line with the values and workplace culture at Ace Cardiopathy and it is prohibited of all employees, regardless of position or level in the organization. Additional information on Ace Cardiopathy' anti-discrimination and anti-harassment policies can be found in the applicable local Employee Handbook or in other applicable guidelines addressing this subject. Ace Cardiopathy expects all employees to comply with applicable laws and policies, and for all employees to take personal responsibility for their workplace conduct.

If an employee believes that he/she is subject to discriminatory or harassing conduct, it is generally recommended for the employee to inform the person engaging in the conduct that the conduct is unwelcome and to stop the conduct. If an employee is not comfortable with a direct approach, or if it fails to solve the problem, the conduct should be reported to his/her manager, the local Human Resources department, in accordance with the reporting channels set forth in this Code, or in accordance with the reporting process set forth in the applicable employment policy or guideline. Subject to applicable local law, managers who receive such reports, or who otherwise observe such conduct, are required to address the matter with their local Human Resources department or with a local member of the Legal or Compliance functions so that the matter can be appropriately handled.

## **12. Product Quality**

The safety and quality of Ace Cardiopathy' products and services are essential to physicians and their patients and are key to our mission and values.

The Company maintains quality and regulatory compliance systems that conform to our internal requirements and comply with applicable laws. These systems are and will be described in quality standards, policies, standard operating procedures and training programs adopted on an ongoing basis by the Company. They incorporate a management review process that includes quality audits and system effectiveness reviews. Employees should become familiar with these systems and work with their managers to obtain all necessary training. In accordance with applicable law, management will consider disciplinary actions, up to and including termination of employment, for violations of the Company's quality system policies and procedures.

Each employee is responsible for the quality of his/her work, for implementing the relevant provisions of the quality system and for complying with Ace Cardiopathy' policies and procedures. Ace Cardiopathy' quality practices encompass preclinical and clinical research, patient safety, regulatory submissions, manufacturing, advertising, labeling, promotional materials and activities, and other product and service requirements. The practices, policies and procedures are Designed to ensure compliance with applicable laws and regulations. The Company also establishes: (a) design control procedures to ensure that products and manufacturing processes conform to applicable regulations; (b) a supplier quality assurance program to ensure that purchased products and services conform to specifications and regulatory requirements; and (c) procedures to isolate and control nonconforming products, to investigate the causes of nonconformance, and to implement corrective action to prevent a recurrence.

An employee who violates Ace Cardiopathy' quality policies, practices and procedures may be personally liable for violations of regulatory and legal requirements depending on applicable laws. Deliberate deception or fraud is not tolerated by the Company. Managers are responsible for employees under their supervision. Employees are expected to be diligent in ensuring that the Company complies with its legal and regulatory obligations and to take appropriate actions to avoid violations of laws and regulations.

As a pharmaceutical company, the Company is required to follow applicable laws and regulations governing the manufacture, marketing and distribution of its products and product candidates. In particular, the Company's product development and manufacturing activities are subject to the requirements of the U.S. Food and Drug Administration ("FDA"), the European Medicines Agency ("EMA"), Health Products Regulatory Authority ("HPRA") and other regulatory authorities. The Company's compliance with applicable regulations and standards regarding clinical research, good clinical and laboratory practices, good pharmacovigilance practices and current Good Manufacturing Practices are critically important to the health and safety of the patients who will use our products, as well as our reputation and our relationships with customers, vendors and collaborative partners. Therefore, involved employees are expected to understand the rules, policies and procedures the Company follows to ensure compliance with applicable laws and regulations and related clinical, patient safety and manufacturing standards. If an employee has any questions concerning any regulatory requirements, he or she should contact his/her manager, a member of the Regulatory Affairs or Quality departments or a member of the Legal or Compliance functions.

### **13. Sales and Marketing Practices**

Many laws, regulations, guidelines and policies are applicable to the sale and marketing of our products. In the U.S., these include regulations and guidance of the FDA and the OIG (Office of the Inspector General) and the PhRMA Code, among others. In the EU, these include regulations of the EMA and national Regulatory Authorities. In addition, in the EU and worldwide, national codes of practice will apply (e.g., ABPI, Innovative Medicines Canada, etc.) and regional and local laws will dictate. Employees are only authorized to promote Company products in a country after marketing authorizations have been granted in that country. In the case of products made available before obtaining a license under Early Access or Named Patient Programs (such as treatment INDs, L648 programs, ATU, Compassionate Use Programs, etc.), prior to marketing authorization, applicable laws and rules in the relevant jurisdiction must be followed. Relevant healthcare professionals and payers may be made aware of the availability of a product under these programs and medical teams may provide medical resources to institutions that comply with the program, but product promotion is prohibited.

**Product Promotion:** Company products may only be promoted for approved indication(s), consistent with locally approved prescribing information. Each employee, in performing his/her duties, is responsible for truthfully conveying product attributes. An employee must not misstate facts or create misleading impressions in any labeling, advertising, packaging, literature or public statements. Promotion must not be disguised in any way. Omissions of important facts or wrong full emphasis or distortion of material may be misleading. The total impression of the message must be clear, up to date, accurate, fair, objective and balanced. The promotional message must also be capable of substantiation and based on relevant evidence sufficiently complete to enable the recipient to form his/her own opinion of the product.

The Company intends to succeed in the marketplace through superior products, services and performance, not by dishonest, unethical or manipulative practices. Ace Cardiopathy' products must be promoted and sold fairly and honestly, solely on the basis of their safety and efficacy, quality, capabilities, price, service level and other legitimate attributes. Employees must not make false or misleading remarks about competitors of the Company, their products or their services. Other companies, their products, services or promotions must not be disparaged either directly or by implication. Comparisons to other products must be factual, not misleading (for example; by distortion, unique emphasis or by omission of material facts), and capable of substantiation and may only be used if approved through the appropriate Company processes.

Employees responsible for the sales and marketing activities or the creation or review of marketing and other promotional material must be appropriately trained in legal and regulatory requirements and qualified to perform assigned duties. In accordance with applicable law, management will consider disciplinary actions, up to and including termination of employment, for violations of these laws, regulations, policies and procedures.

**Promotional Service Providers:** Vendors, consultants and other third party service suppliers of services in connection with our sales and marketing activities must comply with all applicable laws, regulations, guidelines, policies and procedures. Employees must not ignore or disregard evidence of misconduct by these third parties. Each employee who engages a third party to perform these activities is responsible to ensure awareness of and compliance by the third parties with applicable legal and regulatory requirements and Company policies. Employees may not use a third-party to do indirectly what they are prohibited from doing themselves.

#### **14. Gifts, Gratuities, Bribes and Kickbacks**

**Ace Cardiopathy Employees and Directors:** In general, the solicitation or acceptance by employees or directors, or their respective family members, of gifts, loans or other special privileges from a person or organization that does, or wants to, do business with Ace Cardiopathy, or is in competition with Ace Cardiopathy, is not acceptable and may be in violation of the Company's conflict of interest policies or applicable legal requirements such as local anti-corruption laws, including the FCPA, the United Kingdom Bribery Act 2010 ("UK Bribery Act") and the Irish Criminal Justice (Corruption Offences) Act 2018 ("ICJA"). In his/her activities with Ace Cardiopathy, an employee or director may not realize any profit apart from his/her compensation from the Company. As an exception, an employee or director may accept unsolicited gifts of modest value extended as a business courtesy, if the gift will not compromise the employee's or director's ability to act in the best interests of Ace Cardiopathy and will not be construed as a bribe or payoff. This might include modest business promotion items, entertainment or occasional meals, but should not include cash or a cash equivalent. Any gifts that are not of modest value should be reported to the employee's manager or, in the case of a director, to the General Counsel or Chief Compliance Officer, or either of their designees, so that the gift can be returned or disposed of in a manner deemed appropriate by Ace Cardiopathy in its sole



discretion. If an employee is in doubt as to the propriety of any gift, the employee should consult with his/her manager, or a member of the Compliance function or Human Resources department. Directors should consult with the Company's General Counsel or Chief Compliance Officer, or either of their designees.

**Non-Government and Non-HCP Customers:** Giving, offering or promising to give gifts, gratuities or entertainment that are not reasonable complements to a business relationship, but that are intended to obtain a business advantage or otherwise win favor or influence, must be avoided with all parties with whom the Company does business. Inexpensive non-cash gifts, gratuities and entertainment of modest value may be permissible business courtesies when dealing with non- government customers or customers who are not healthcare professionals ("HCPs") or healthcare organizations ("HCOs"). Such business courtesies must be related to a legitimate purpose and otherwise in compliance with Ace Cardiopathy' policies and procedures, including but not limited to the Global Travel and Expense Policy. Gifts or entertainment should never be used to unduly influence judgment or create a feeling of obligation on the part of the recipient.

**Government Officials:** Special requirements apply when interacting with a government official and may extend to dealings with a member of a government official's family. "Government official" is broadly defined and includes any officer or employee of a government agency or department, an enterprise that is government-owned, operated or controlled, or a public international organization such as the World Health Organization or World Bank. It also includes political party representatives or officials, candidates for political office, or members of a royal family. Restrictions on dealing with government officials may extend to anyone acting on their behalf such as a consultant or negotiator representing a state owned business or intermediary such as a distributor, sales agent, commercial representative, or contractor. Paying, offering, or promising to pay bribes or kickbacks to government officials to secure business is not only unacceptable, it may result in criminal prosecution for all parties involved. In particular, in the United States, the FCPA prohibits the offering, promising, giving, or authorizing others to give anything of value, either directly or indirectly, to a non-U.S government official in order to influence official action, or otherwise obtain or retain business. In the United Kingdom, the UK Bribery Act prohibits companies which do business with the United Kingdom and their employees and representatives from giving, offering, or promising bribes to any person, including non-UK government officials, as well as requesting, agreeing to receive, or accepting bribes from any person. In Ireland, the ICJA prohibits the offering, giving or agreement to give gifts, consideration or advantage in order to exert an improper influence over an act of an official, including a non-Irish official. To ensure compliance with these and similar anti-corruption laws, Ace Cardiopathy has adopted an Anti-Corruption Policy, which can be found on the Company's website. All employees and directors must review the policy annually and certify to their understanding of, and agreement to comply with this policy.

**Healthcare Professionals and Healthcare Organizations:** Payments or any advantages or benefits in kind (including charitable donations) to induce healthcare professionals to agree to purchase or prescribe products, or to recommend the purchase or prescription of our products, may constitute violations of the U.S. Anti-Kickback statutes, Medicare Fraud and Abuse regulations, the EU Medicinal Products Directive and implementing national legislation, national legislation and codes of practice in Europe, as well as other laws and regulations. As such, these practices are strictly prohibited.

In some countries, pursuant to local custom, laws and regulations and industry codes, inexpensive non-cash gifts, gratuities and entertainment of modest value may be permissible courtesies when dealing with healthcare professionals; however, provision of these incidental gifts must be done in a fully transparent way and documented appropriately in the Company's records. Under no circumstances may such items be used to influence medical decisions made by healthcare professionals. As noted above, these business courtesies must have a legitimate purpose and comply with Ace Cardiopathy's policies and procedures.

Gifts and payments to physicians, other healthcare professionals, healthcare organizations and teaching hospitals must be reported in the manner prescribed by the Finance department and the Compliance function in accordance with applicable laws, including the U.S. Physician Payments Sunshine Act, EFPIA Code on Transfers of Value from Pharmaceutical Companies to Healthcare Professionals and Healthcare Organizations or equivalent laws in other jurisdictions. Employees with questions concerning the reportability of a gift or payment should contact a member of the Compliance function.

### **15. Grant and Sponsored Trips**

In the normal course of conducting business in our industry, we may have opportunities to foster knowledge of the Company, its products and facilities, or to enhance the level of medical practice, such as: (a) awarding grants; (b) sponsoring medical education; (c) sponsoring trips for professionals to medical meetings or ACE Cardiopathy facilities; (d) paying speakers' fees; or (e) paying similar expenses to or for the benefit of persons other than employees and consultants. Such payments must be carefully reviewed to determine whether they are permitted under the laws, regulations and industry codes of the country or countries involved. If such payments are permitted, they must be made in accordance with the Company's policies and financial control procedures.

The Company's Finance department will establish control procedures for such payments to ensure compliance with applicable laws, and the Company's financial policies on accounting for grants and sponsored trips. The Legal function will prepare appropriate agreements documenting the activities. Employees should seek advice from a member of the Company's Finance department or, the Legal or Compliance functions if they have any questions concerning these types of payments. Training is provided to employees involved in the marketing and sale of the Company's products and related activities to help ensure compliance with rules, regulations and reporting requirements applicable to applicable grants and sponsored trips.

## 16. Government Procurement

It is Ace Cardiopathy' policy to sell to all customers, including government-related entities, in an ethical, honest and fair manner. Some of the key requirements for employees working on business with government entities are:

- Providing high-quality products at appropriate prices;
- Not giving, offering, promising, authorizing or accepting kickbacks or bribes;
- Only providing gifts or other gratuities to the extent permitted by applicable laws, regulations, policies and procedures (see Section 14, "Gifts, Gratuities, Bribes and Kickbacks");
- Not soliciting or obtaining proprietary or source-selection information from government officials prior to the award of a contract;
- Hiring present and former government personnel only in compliance with applicable laws and regulations and Company policy;
- Complying with laws and regulations ensuring the ethical conduct of participants in procurement set forth by federal, state and municipal agencies; and
- Accurately reporting required pricing information to government agencies and paying required rebates.

Government procurement regulations can be highly complex and any engagement with government agencies on behalf of the Company may be subject to statutory and regulatory reporting obligations. Employees closely involved with government transactions are responsible for understanding the requirements and should work closely with a member of the Finance department or the Legal and Compliance functions to ensure that the Company complies with all applicable laws in this area.

## **17. Competitive Intelligence; Competition and Antitrust Laws**

Competitive Intelligence: Gathering information about competitors, potential competitors, or business opportunities (often referred to as “competitive intelligence”), when done legally and ethically, is a legitimate business activity that can increase our understanding of the marketplace. However, while competitive intelligence is important, employees, directors and contractors retained by Ace Cardiopathy must observe applicable law and accepted standards of fair and ethical conduct when obtaining this information, whether directly or indirectly. No information should be sought, obtained or used in a manner that would violate applicable business norms, including misrepresentation or breach of an obligation to maintain secrecy. Similarly, no information should be sought, obtained or used in a manner that would violate relevant laws, including laws prohibiting conduct involving theft or bribery, laws protecting another party’s proprietary information, laws protecting contractual expectations of confidentiality, or laws protecting confidential relationships between employees and current or former employers. Ace Cardiopathy employees must not reveal, or use in their employment with the Company, any trade secrets of their former employers.

Competition and Antitrust Laws: It is Ace Cardiopathy’ policy to comply fully with the antitrust and competition laws that apply to all of our operations. Antitrust and competition laws are very technical and vary from country to country. The underlying principle behind these laws, however, is clear: a person who purchases goods in the marketplace should be able to select from a variety of products at competitive prices unrestricted by artificial restraints, such as price fixing, illegal monopolies and cartels, boycotts and tie-ins. Ace Cardiopathy is committed to these principles of free and competitive enterprise.

The brief summary below is intended to help employees and directors recognize situations that have antitrust aspects so that they can avoid problems and consult with a member of the Legal function if they have any concerns.

- Discussion of any of the following subjects with competitors is prohibited, whether relating to Ace Cardiopathy' or a competitor's products: past, present or future prices of competing products, pricing policies, bids, discounts, promotions, profits, costs, terms or conditions of sale, royalties, warranties, territorial markets, production capacities or plans, and inventories
- If an employee becomes aware of any formal or informal discussions amongst competitors regarding prices, discounts, terms and conditions of sale, refusal to deal with a customer or customers, or standardization of sales terms, warranties or product specifications among members of a trade or industry association, the employee should immediately withdraw from such discussion and bring the matter to the attention of a member of the Legal function.
- Employees should consult with appropriate senior management in sales and marketing, and a member of the Legal function, before terminating a relationship with, or refusing to sell, a Ace Cardiopathy product otherwise available on the market to a dealer, distributor, customer or prospective customer. While Ace Cardiopathy is free to select its own customers, terminations and refusals to sell can lead to claims of antitrust violations.
- Distributors and dealers may resell the Company's products at prices they establish independently. Employees may not come to any understanding or agreement with a distributor or dealer concerning resale prices. Limits on a distributor's territory, classes of customers to which the distributor may resell, or other products which a distributor may sell, must be reviewed with a member of the Legal function prior to implementation.
- It is against Ace Cardiopathy' policy to make our purchases from a supplier in exchange for the supplier's agreement to buy from us.
- Employees and directors may not use unfair or misleading statements to disparage or undermine the products or services of a competitor, whether by advertisement, demonstration, disparaging comments or innuendo.  
Other activities, such as certain exclusive dealing arrangements, significant differences in prices or terms offered to similar customers, or charging below-cost prices may also violate Applicable antitrust laws. If an employee has any questions or concerns regarding commercial practices that potentially impact competition, he or she should direct them to a member of the Legal function. Directors' questions should be referred to the General Counsel or designee.

## **18. Copyrighted Works**

Copyright laws protect the original expression in, among other things, written materials, works of art and music, and prohibit their unauthorized duplication, distribution, display and performance. This means that we may not reproduce, distribute or alter copyrighted materials from books, trade journals, computers, software or magazines, or play discs or videotapes, without permission of the copyright owner or its authorized agents such as the Copyright Clearance Center.

Software used in connection with Ace Cardiopathy' business must be properly licensed and used only in accordance with that license. Using unlicensed software could constitute copyright infringement. If employees have questions about copyright laws, they should contact a member of the Legal function.

## **19. Environment**

All employees are responsible for Ace Cardiopathy' compliance with environmental laws and regulations as applicable to their positions with Ace Cardiopathy. Each employee has a duty to act in a responsible manner toward the environment. This means that each employee must, to the best of his/her ability, and consistent with their position, minimize the impact Ace Cardiopathy' products, processes and services have on the environment and act in

accordance with applicable Company policies, and environmental rules and regulations.

## **20. Political Contributions and Activities**

Ace Cardiopathy encourages its employees to participate, and engage in, political activities of their choosing. In doing so, however, employees must engage on their own behalf, not on behalf of the Company, and they must act with integrity and obey all applicable laws. Any individual or personal political contributions must adhere to applicable laws, regulations and Company policies.

Political contributions, including donations of money, time, resources or other Company assets, by or on behalf of the Company to (or at the request of) any political candidates may be prohibited or regulated under applicable election and anti-bribery laws, such as the FCPA, UK Bribery Act and ICJA. Consequently, corporate money, time, facilities, supplies, resources or other Company assets may not be used to contribute to a political party, committee, organization, or candidate unless reviewed and approved by the Chief Financial Officer, the Chief Executive Officer, and the VP of Corporate Affairs and determined by the General Counsel or designee to be compliant with applicable laws and regulations.

## **21. Responding to Government Requests**

It is Ace Cardiopathy' policy to cooperate with all reasonable requests concerning Company operations from government regulatory and enforcement agencies, such as the FDA, the Drug Enforcement Administration, the EMA and national European drug agencies, the SEC and the Department of Justice. Ace Cardiopathy has specific procedures in place for responding to regulatory inspections, and specific guidelines for responding to legal process. In particular, general procedures for responding when a government or law enforcement agency executes a search warrant at a Ace Cardiopathy facility or serves the Company with a summons or subpoena are set forth in the Guidelines for Responding to Legal Process, prepared by the Legal function. If an employee is unclear about the particular procedures for responding to such requests in



his/her office or geographic area, he or she should notify a member of the Regulatory Affairs department or the Legal or Compliance functions and wait for instructions before proceeding.

Good communications and relationships with elected and appointed government officials are important to Ace Cardiopathy, and are managed by the Corporate Affairs department. If an employee plans to interact with a government official as a representative of Ace Cardiopathy, he or she must notify and coordinate with a member of the Compliance function and the VP of Corporate Affairs, or designee before proceeding.

## **22. Waivers under the Code of Conduct**

While some of the policies contained in this Code must be strictly adhered to and no exceptions can be allowed, in other cases, exceptions may be permissible. Any request by an executive officer or director for a waiver of any provision of this Code must be in writing and addressed to the Chair of the Audit Committee, with a copy to the Company's General Counsel. Any request by any employee who is not an executive officer or director for a waiver of any provision of this Code must be in writing and addressed to the Company's General Counsel or Chief Compliance Officer. With regard to executive officers and directors, the Board of Directors will have the sole and absolute discretionary authority, acting upon such recommendation as may be made by the Audit Committee when appropriate, to approve any waiver from this Code. Any such waiver will be disclosed to the Company's shareholders to the extent required by applicable laws, rules, regulations or stock exchange listing standard.

With regard to an employee who is not an executive officer or a director, the Company's General Counsel and Chief Compliance Officer, or either of their designees, will each have the authority, acting in consultation with the Chief Executive Officer and the Chair of the Audit Committee when appropriate, to approve any waiver from this Code.

### **23. Responsibility to Ask Questions**

Every employee has the responsibility to conduct all business legally and ethically. This means that from time to time employees may have a question about the law, ethical conduct, this Code or the Company's policies. Employees should always ask questions and seek guidance if they are unsure about the right course of action concerning any ethical issue, legal responsibility or interpretation of legal requirements. If an employee encounters a situation or is considering a course of action and its appropriateness under this Code of Conduct is unclear, the employee's most immediate resource for any matter related to the Code is his/her manager or a member of local management. He or she may have the information the employee needs or may be able to refer the question to another appropriate source. There may, however, be times when the employee prefers not to go to his/her manager or he or she cannot sufficiently address the employee's question. In these instances, employees should feel free to discuss the question with a member of the local executive management team or a member of the local Human Resources department. For questions about applicable laws or the interpretation of such laws, employees should contact a local member of the Legal function. If a question relates to a specific issue discussed in this Code, employees may direct the question to the individuals, departments or functions identified in the applicable provision of the Code or to a member of the Compliance function. Employees may also submit questions via the Company's Compliance Hotline, provided by an independent third party, which is available at [www.acecardiopathy.com](http://www.acecardiopathy.com), as described in more detail below. Finally, employees may always contact the Chief Compliance Officer, the General Counsel or another member of the Legal or Compliance functions directly with questions.

Directors should refer questions about legal or ethical obligations and this Code of Conduct or other Company policies to the General Counsel or Chief Compliance Officer, or either of their designees.

## **24. Procedures for Reporting Possible Violations**

In addition to simply having a question, we recognize that there are times when employees may become aware of, or in good faith suspect that, a violation of the law, Company policy or the Code has occurred. In this case, employees should report their concerns using the appropriate channel listed below. Because the manner in which reports may be made varies depending on the employee's location and the topic of the report, employees should consider the appropriate method by which to report, according to the following options:

- (1) Bring it to the attention of a manager or a member of the local executive management team. The most immediate resource for reporting good faith concerns of suspected violations is usually a local manager or any member of local management. If an employee prefers not to go to his/her manager, or the concern was not adequately addressed by the local manager, other options may be available, including reporting to a member of the local Human Resources department or a member of the local Legal or Compliance functions.
- (2) Good faith reports relating to banking, accounting, finance, internal accounting controls, auditing, bribery or anti-corruption, or antitrust/competition violations may be made directly, by phone, email or mail, to the General Counsel, the Chief Compliance Officer, Chief Financial Officer or the Chair of the Audit Committee.
- (3) Additional reporting options include the Company's Compliance Hotline, the Company's Compliance Internet Reporting System (CIRS) at [www.acecardiopathy.com](http://www.acecardiopathy.com), or the dedicated compliance mailbox [info@acecardiopathy.com](mailto:info@acecardiopathy.com). Local country numbers and other information about the Compliance Hotline and CIRS are available on the corporate website or on In the event of procedural conflict between the reporting options stated in a local hotline policy and the Code, the procedures stated in the local Hotline policy will prevail for the applicable employees. The Compliance Hotline and CIRS are operated by an independent third party and are available 24 hours a day, 7 days a week. If an employee is calling about a matter that should be handled locally in accordance with local legal requirements, the Compliance Hotline and CIRS will direct the employee back to local management.

**Managers' Responsibility:** Managers have a special responsibility to promptly report any complaints or observations of Code violations in accordance with the reporting channels discussed above.

**Confidentiality and Self-Identification:** Information provided by employees will be treated as confidential to the extent reasonably possible, subject to applicable law. Employees are encouraged to identify themselves when making a report as that will help the Company conduct the most thorough investigation. It may be more difficult or impossible for the Company to thoroughly investigate anonymous reports. If, however, employees are uncomfortable identifying themselves, they may report anonymously, unless anonymous reporting is prohibited by local policy or law.

**No Retaliation and Duty to Cooperate:** Regardless of the method by which an employee makes a good faith report, he or she should do so without fear of any form of retaliation. The Company will take prompt disciplinary action against any employee who retaliates against another employee for making a good faith report, including potential termination of employment subject to applicable law. Of course, false and malicious reports will not be tolerated and will be subject to appropriate disciplinary action subject to applicable law.

It is the Company's policy to employ a fair process by which to investigate and apply remedial measures to violations of this Code, applicable law or Company policies. When making a report, employees are expected to promptly provide a specific description of the violation that they believe has occurred, including any information they have about the persons involved and the time of the violation. The appropriate personnel will carefully investigate (or cause to be investigated) all reported possible violations promptly and the relevant Ace Cardiopathy employing entity will take appropriate and necessary actions in compliance with applicable law.

An employee's cooperation in the investigation will be expected. Because it is important that the investigation be conducted in accordance with the law, neither the employee nor his/her manager should conduct any preliminary investigation, unless authorized to do so by the General Counsel, or for compliance violations, the Chief Compliance Officer, or either of their designees. If any investigation indicates that a violation of applicable law, the Code, the Anti-Corruption Policy or any other Company policies has occurred, the Company will take such action as it believes to be appropriate under the circumstances and local law. If the Company determines that an employee is responsible for a violation of the Code, Company policy or the law, the employee may be subject to disciplinary action up to, and including, of employment and, in appropriate cases, civil action or referral for criminal prosecution, in accordance with applicable law. Appropriate action may also be taken to deter any future violations of applicable law, the Code, the Anti-Corruption Policy or other Company policies.

## **25. Dissemination and Amendment**

Ace Cardiopathy reserves the right to amend, alter or terminate this Code at any time for any reason, subject to any applicable law requirements (including requirements relating to notification or consultation). This Code does not alter any at-will employment that exists (e.g., for employees in the United States).

## **26. Approval and Adoption**

This version of the Ace Cardiopathy plc Code of Conduct is effective on 14 February 2019.