

Anti-bribery and Anti-corruption Policy

1. Purpose

- 1.1. The purpose of this Policy is to set out Bioventus' commitment to conduct business in a manner that complies with all applicable anti-bribery and anti-corruption laws in every market in which Bioventus operates.

2. Scope

- 2.1. This policy applies to all Bioventus employees.

3. Definitions

- 3.1. **Bribery:** Directly or indirectly giving or offering anything of value for the purpose of obtaining or retaining business, to win a business advantage, or to influence a decision regarding Bioventus.
- 3.2. **Facilitation Payment:** A payment made to a public or government official that acts as incentive for the official to complete some action or process expeditiously (such as processing a visa, scheduling an inspection, securing mail pick-up or delivery, or getting utilities connected) to the benefit of the party making the payment. In some countries, these payments are considered normal, whereas in other countries, facilitation payments are prohibited by law and considered bribes. Irrespective of local laws, Bioventus does not permit facilitation payments to government officials directly or through third parties, even if local laws permit such payments or payments are nominal in value.
- 3.3. **Foreign Corrupt Practices Act (FCPA):** The FCPA prohibits improper payments to non-U.S. government officials, political candidates and political parties. The term "non-U.S. government official" is interpreted broadly to include physicians who are employed by government agencies and entities. When the FCPA is applied to a company, it applies to all conduct by that company wherever it occurs. This includes violations by their non-U.S. subsidiaries, employees or agents, ***even when those persons are not U.S. citizens***. The FCPA also requires companies to keep books and records that completely and accurately reflect all transactions, and to maintain a system of internal accounting controls.
- 3.4. **Government Official (GO):**
 - 3.4.1. The following may be considered GOs:
 - 3.4.1.1. Any individual who holds a legislative, administrative, or judicial position of any kind, whether appointed or elected, for a country or territory;
 - 3.4.1.2. Any person acting in an official capacity on behalf of a government or any department, agency, or instrumentality of a government;

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- 3.4.1.3. Any officer, employee, or agent of a public international organization such as the World Health Organization or United Nations;
 - 3.4.1.4. Any officer, employee, or agent of a political party or any person acting in an official capacity on behalf of a political party;
 - 3.4.1.5. Any candidate for political office; or
 - 3.4.1.6. An employee or consultant of a government-owned hospital or institution, including Healthcare Professionals.
- 3.5. **Healthcare Professional (HCP):** An individual or entity that is in a position to purchase, recommend, use, arrange for the purchase of, or prescribe Bioventus products. Examples include physicians, physician assistants, nurses, pharmacists, medical directors, investigators, researchers, hospitals, group purchasing organizations, managed care organizations, insurers, wholesalers, and any individual employed by such entities with responsibility or authority to purchase, prescribe, recommend, influence, or arrange for the purchase or sale of a Bioventus product.
- 3.6. **UK Bribery Act (UKBA):** The UKBA prohibits payments to anyone (not just a GO) in exchange for improperly performing public, business-related, or employment-related functions. In addition, a commercial entity that does business in the U.K., such as Bioventus, is liable if someone who is associated with it (such as an employee or agent) commits bribery on its behalf, unless the company has reasonably done everything it could to follow a robust compliance program. The UKBA also specifically prohibits the use of “facilitation payments” to facilitate routine government functions and spells out liabilities for third parties.

4. Process Description

- 4.1. Bioventus does not tolerate bribery or corrupt conduct, either in our direct business dealings or by a third party acting on our behalf. We never offer, promise, or provide anything of value to improperly influence a business decision or for the purpose of obtaining or retaining business, nor do we accept anything of value from a third party in return for preferential treatment.
- 4.2. **Compliance with local and international laws and regulations:** Bioventus is committed to adhering to all international and local laws and regulations that cover bribery and corruption everywhere we operate. Accordingly, Bioventus employees and those acting on our behalf are responsible for knowing and complying with the laws and regulations that apply to their job roles and the countries in which they do business. This is particularly important in the area of bribery and corruption, where a number of countries have implemented laws, such as the FCPA and the UKBA that are international in scope. It is important to understand that the act of authorizing or providing direction for a bribe may be considered a corrupt act even if the bribe is not actually completed.

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- 4.3. **Third-parties:** Bioventus exercises care when entering into arrangements with business third parties, including distributors, suppliers, and others who are operating on our behalf. As a general rule, we are committed to never doing anything through a business intermediary that we are not permitted to do ourselves. As such, the following guidance applies to anyone engaging or selecting third parties to act on Bioventus' behalf or to provide assistance to Bioventus:
- 4.3.1. Adhere to requirements set forth in POL-000076 Bioventus Global Policy Vendor Management to ensure that the third party is a bona-fide and legitimate entity, is qualified to perform services for which it will be retained, and maintains standards consistent with the legal, ethical, and reputational standards of Bioventus.
 - 4.3.2. Remain vigilant and alert for the term of the business relationship to any potential "red flags" or warning signs that the third party may be engaged in corrupt business practices.
 - 4.3.3. GOs: Laws and regulations are strict when dealing with Government Officials. Reasonable corporate hospitality that is acceptable with other business associates might not be allowed when GOs are involved. Bioventus is committed to ensuring that neither we, nor business intermediaries acting on our behalf, will exert any improper or unlawful influence when dealing with GOs, HCPs, or other customers. In many countries, health care systems are operated by the government, and therefore all healthcare professionals and employees are considered to be GOs by local law and under international laws, like the FCPA. Likewise, in many countries the scientists that we hire or consulting and research activities are often employees of public institutions and, therefore, are considered GOs.
- 4.4. **Facilitation payments:** Unless approved by the Chief Compliance Officer, Bioventus prohibits employees, as well as those working on our behalf, from making, directly or through an intermediary, any payment to a GO to secure or expedite a routing administrative action, such as issuing permits, releasing goods held in customs, processing a visa, scheduling an inspection, securing mail pick-up or delivery, or getting utilities connected.
- 4.5. **Reporting suspected violations:** All Bioventus employees and those working on our behalf are required to report any actual or suspected violation of Bioventus' policies related to anti-bribery and anti-corruption laws to their manager or to Human Resources, Legal, or Compliance via our Ethics and Advice Line available at standup.bioventus.com.

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5. References

5.1. POL-000076 Bioventus Global Policy Vendor Management

6. Revision History

Effective Date	Revision	Description of Change
07/01/2023	1	Updated to reflect current practices