



N.P. Medical Co., Ltd.

CODE OF CONDUCT
October 2023

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Chapter 1

Introduction, Values and Mission

Welcome to our Code of Conduct (the "**Code**").

At **N.P. Medical Co., Ltd.** we each have a responsibility to act in an ethical, compliance and transparent way. This Code sets out the basic rules we must follow and the values that should guide any decisions we make in conducting our business. This Code applies to all directors, employees, and third parties that work for or on behalf of N.P. Medical Co., Ltd. We require your commitment to action the strong ethical values set out in this Code, which includes fighting all forms of bribery and corruption, to guarantee the continued success of N.P. Medical Co., Ltd. High standards of ethical behaviour and compliance are essential to protecting our reputation.

This Code does not seek to address every situation you may encounter in your day to day working life, and you are always encouraged to exercise good judgement and common sense. Should you ever feel uncomfortable with any situation you find yourself working in or become aware of something you feel is wrong, you must speak up and raise your concern without delay. Chapter 7 explains how you can do this. You must take the time to read the principles set out in this Code. If there is anything you don't understand or any concern you have, no matter how small, you are encouraged to contact the Ethics and Compliance Committee ("**ESGC**"). Any reported information will always be treated in the strictest confidence.

You are required to sign the Declaration of Compliance found in [Appendix 1](#) to indicate that you have understood and agree to follow the principles set out in this Code. We take any breach of this Code, including any breach of international or local anti-corruption and bribery laws ("**ABC laws**"), very seriously and violations can result in disciplinary action for an individual, including loss of benefits or possible termination of employment or third party contracts by N.P. Medical Co., Ltd. In severe cases, individuals may also receive fines or a sentence of imprisonment from authorities.

If you become aware of any violations of this Code or any applicable law or regulation, you should immediately report the violation to the ESGC either directly or in accordance with Chapter 7 of this Code. The ESGC will review this Code on an annual basis and make any necessary updates to it at the same time. The ESGC are required to access and respond to all reports or concerns brought to their attention and if necessary, report any breach to the appropriate authorities.

Chapter 2

Environment, Health & Safety

2.1 Environment

N.P. Medical Co., Ltd. ensures steps are taken to protect the environment and promote the efficient use of natural resources. All employees must seek to minimise the environmental impact of the communities they operate in.

Our core principles

All activities by N.P. Medical Co., Ltd. or its directors, employees or third parties must:

- Assess the environmental impact and risk (including climate and water risk) of its operations to the environment and affected community.
- Comply with the local regulations and law, international agreements or International Finance Corporation (IFC) Performance Standards and where relevant IFC Industry Sector Guidelines, whichever is more stringent. Strive to meet best practices for environmental management.
- Adopt a management system with environmental policy, and appropriate procedures and organisational arrangements, as well as performance monitoring and reporting, and continual improvement.
- Adopt the hierarchy of controls (eliminate, substitute, engineering controls, administrative controls, environmental protection equipment) to mitigate any negative impacts. Where residual impacts remain, provide compensation and/or offsets of risks and impacts to the environment and affected community. .
- Consider environmentally sustainable products and services when purchasing items for ourselves or for the procurement of our clients and gain approval from the ESGC before entering contracts (for or on behalf of N.P. Medical Co., Ltd. or for clients) which raise environmental concerns.
- Adopt steps to promote the conservation of natural resources, including energy efficiency, greenhouse gas reduction, waste reduction and water conservation, including setting annual objectives and targets.

2.2 Health

People are our most important assets. N.P. Medical Co., Ltd. is responsible for ensuring that all reasonable precautions are taken to provide a safe and healthy working environment for employees, contractors, and visitors.

Our core principles

- Assess the health and safety hazards and risks of its operations to employees, contractors, visitors and affected community.
- Adopt a management system with effective health and safety policy, and appropriate procedures and organisational arrangements, as well as performance monitoring and reporting, and continual improvement.
- Adopt the hierarchy of controls (eliminate, substitute, engineering controls, administrative controls, and personal protective equipment) to mitigate the risks.
- All safety standards must comply with local law, international agreements, ILO conventions or IFC/ World Bank Environmental, Health and Safety Guidelines, whichever is more stringent. Strive to meet best practices in health and safety management.
- All necessary information, supervision, and training will be provided to ensure the security, health, and safety of all employees at work.
- Any workplace, equipment or systems that are provided will be maintained to a safe standard and the use, storage, and transport of goods or substances must be conducted without risk to an individual's health.
- All security incidents (in or outside of work hours) and accidents must be reported to the ESGC, and where possible eliminated or removed.

2.3 Diversity

Our competitive strength is in the diversity of our workforce. N.P. Medical Co., Ltd. prides itself on maintaining an environment where employees are individually valued and respected as this fosters a workplace that people enjoy being a part of.

Our core principles

- We value diversity and promote equal opportunities for all employees in the workplace, based on merit, irrespective of their age, race, religion, gender, marital status, or any other characteristic protected by applicable laws.
- Strives to create and build an all-inclusive, diverse working organization.
- We expect all individuals to communicate in an open and honest way, act with integrity, and report any discriminatory behaviour they have seen or experienced to the ESGC immediately.

2.4 Harassment

N.P. Medical Co., Ltd. considers harassment, bullying or victimisation harmful to the organisation and the individual(s) involved. Such behaviour can cause fear, stress, anxiety, and place unnecessary strain on an individual(s) who may feel vulnerable and reluctant to complain. N.P. Medical Co., Ltd. aims to safeguard the fair treatment and dignity of all its employees at work.

Our core principles

- We do not tolerate bullying, harassment, or victimisation of any kind. If you witness, hear, or reasonably suspect incidences of harassment or bullying, to yourself or someone else, you must report this to the ESGC immediately. This includes, but is not limited to:
 - **Harassment** - meaning any unwanted behaviour affecting an individual's dignity at work. This can include unwelcomed physical, verbal, or non-verbal behaviour.
 - **Bullying** – meaning the persistent criticism and personal abuse and/or ridicule, either in public or private, directly, or indirectly, which humiliates or demeans the individual(s) involved.
 - **Coercion or intimidation** – meaning behaviour intended to force or pressure an individual to act improperly through threats of violence or other forms of intimidation.
 - **Victimisation** – meaning treating one individual less favourably than another. Conduct which denigrates, ridicules, intimidates or is physically or emotionally abusive.
- We will investigate any reports of harassment, bullying or victimisation and the outcome of such investigation may lead to disciplinary action, including dismissal for gross misconduct.

2.5 Human Rights

N.P. Medical Co., Ltd. supports universal human rights both within the communities we operate and the organisations we do business with. We are committed to creating a working environment where everyone can perform at their best and in accordance with their rights under the law.

Our core principles

- We uphold all basic human rights and provide training to employees to improve awareness of the issues and risks that can cause abuses of such rights.
- We do not tolerate any violation of human rights including, but not limited to child labour or non-compliance with minimum wage requirements.
- All directors, employees or third parties must seek guidance from the ESGC if they are requested to be involved in any matter (including the procurement or handling of potentially sensitive goods or services) which appear to be in breach of any human rights.

Chapter 3

Gifts, Bribery and Money Laundering

3.1 Gifts and Entertainment

N.P. Medical Co., Ltd. accepts gifting and hospitality as appropriate business practise. However, a narrow line often separates appropriate gifts and hospitality from what may be regarded as a form of bribery and corruption. In accepting or giving of any gifts or hospitality, you must exercise the utmost discretion. In all cases anything given or received must not be lavish, extravagant, or unreasonably costly.

For the purposes of this policy, the term "gift" includes, but is not limited to, substantial favours, money, credit, special discounts on goods or services, free services, loans of goods or money, excessive entertainment events, food or beverage or anything else of material value.

Our core principles

- Any proposed gifts and/or hospitality must be permitted under ABC laws (as a minimum).
- All gifts and/or hospitality given or received for or on behalf of N.P. Medical Co., Ltd. must be disclosed to the ESGC.
- Any gifts or hospitality in the form of cash, cash equivalent, loans or personal services must never be accepted or given. Acceptance or giving of gifts and/or hospitality must also not be directed or given to family members or friends of a relevant director, employee or third party working for N.P. Medical Co., Ltd.
- The giving or accepting of promotional items and entertaining of business partners or customers for work purposes to the extent that it is both necessary and incidental to the performance of the business is permitted but must have prior approval from the ESGC.

3.2 Bribery

Any individual conducting business for or on behalf of N.P. Medical Co., Ltd. is strictly prohibited from offering, promising, or paying a bribe to any third party, either directly or indirectly, whether in the public or private sector. Similarly, requesting or accepting a bribe from any third party is also strictly prohibited.

For these purposes, a "bribe" means corruptly or improperly soliciting, promising, offering or accepting anything of value including gratification, preference, money, or gift to or from any individual or organization as an inducement or reward to do, or not to do, any act in relation to a transaction or any relevant function or activity to gain or retain a business advantage.

Particular care should be exercised when engaging with or conducting business with 'Government Officials'. Government Officials in this Code includes, but is not limited to:

- An officer or employee of a national or regional government.
- An officer or employee of a government department or body (note this may include medical doctors employed in a government hospital).
- An officer or employee of a public international organisation (e.g. the United Nations, Unicef); and
- An employee of a company or other entity in which a governmental body has an interest or influence.

Our core principles

- We have a zero-tolerance approach to any bribery and corruption and require all directors, employees and third parties conducting business for or on behalf of N.P. Medical Co., Ltd. comply with all ABC laws (as a minimum).
- Specifically, it is the policy of N.P. Medical Co., Ltd. not to knowingly breach the United States ("US") Foreign Corrupt Practices Act ("FCPA") or the United Kingdom ("UK") Bribery Act. Employees should consult the ESGC regarding the specific implications of the FCPA and/or UK Bribery Act.
- We will not retain or allow any third parties to perform services for N.P. Medical Co., Ltd. without such parties signing the Declaration of Compliance (found in [Appendix 1](#) of this Code).

- All third-party engagement will be subject to due diligence in accordance with the steps set out in the Know Your Customer Procedures ("KYCP") under section 3.3 of this Code. Audits and reviews may also be conducted periodically by the ESGC to ensure compliance with the provisions of this Code.
- You must complete the Anti-Bribery and Corruption E-Learning on an annual basis, which will be sent to you via email. See the Navis Portfolio Governance Pack for more detail regarding this.

3.3 Money Laundering

Money laundering is the attempt to conceal or disguise the nature, location, source, ownership, or control of illegally obtained money. This definition covers a wide range of activities. Every employee is responsible for protecting N.P. Medical Co., Ltd. from exploitation by money launderers in accordance with ABC laws, and the provisions of this Code. N.P. Medical Co., Ltd. has due diligence policies and procedures in place designed to combat money laundering activity pursuant to the KYCP outlined below.

Know Your Customer Procedures (KYCP)

Over the course of your employment or engagement with N.P. Medical Co., Ltd. you may be required to check the background of customers, third parties or agents that work for or on behalf of N.P. Medical Co., Ltd. You must follow each of these three steps below.

Step 1 - Minimum Identification Procedures

If you are required to check the background of N.P. Medical Co., Ltd. customers/third parties/agents you should, as a minimum:

- Obtain identification information through a Third Party Questionnaire that the ESGC can provide and use that to verify the identity of that prospective customer/third party/agent; and
- Check at the time of a new sale and on an ongoing basis (to be no less than semi-annually), that a prospective or current customer/third party/agent does not appear on any list identified by the US Treasury Department's Office of Foreign Assets Control ("OFAC") or any international or local law enforcement agencies "Most Wanted" lists, or is identified by the Financial Crimes Enforcement Network ("FinCEN"); or named by the Financial Action Task Force ("FATF").

Step 2 - Enhanced Identification Procedures

If customers/third parties/agents are "high risk" they must be subject to the Enhanced Identification Procedures below. The following individuals are deemed "high risk":

- "Senior Local/Foreign Political Figures", or any known or suspected family member or close associate of such a figure, former senior executives of a government-controlled enterprise identified by WorldCheck, or resident in any FATF Non-Cooperative Jurisdiction identified by FinCEN/the US Treasury Department.
- At the time of a customer/third party/agent being identified as "high risk" the ESGC will specify the additional information needed.

Step 3 - Prohibited Person

Under no circumstances will N.P. Medical Co., Ltd. accept a sale or do any business with any customer/third party/agent who is deemed a "Prohibited Person". Prohibited Person in this Code means:

- Any person or entity that is identified under the **Navis International Sanctions Guide** (the "Navis Sanctions Guide") in accordance with section 4.1 of this Code, or any international or local law enforcement agencies "Most Wanted" lists; or
- Any foreign shell banks (e.g. a foreign bank without a physical presence in any country).

Any attempt by a Prohibited Person to transact with N.P. Medical Co., Ltd. should be reported immediately to the ESGC, who will determine the appropriate course of conduct.

Our core principles

- We do not tolerate any type of money laundering or fraudulent activity that may be a criminal offence and will investigate any suspicious activity.
- We maintain accurate and complete records of our business transactions, including all dealings with external individuals and organization and maintain rigorous systems to prevent and detect fraud when it comes to financial and operational systems.
- We will ensure that all relevant employees, undergo annual compliance training program or if unable to attend, has fully understood his/her obligation with regards to ethics and compliance standards.

- We will never deal with any individual or organisation who are suspected to be involved in criminal or other unlawful behaviour and will walk away from any transactions that appear designed or intended to disguise or conceal the identities of parties, the source of funds or property or the scale of profits to be derived from the transaction.
- We will complete the relevant due diligence in accordance with the KYCP above in this section of the Code, on any new customer, third party or agent who will be conducting business for or on behalf of N.P. Medical Co., Ltd.

3.4 Fraud

N.P. Medical Co., Ltd. does not and will not engage in, authorise, collude in or condone fraudulent, dishonest behaviour or deception of third parties by any person on its behalf or for its benefit.

Our core principles

- We expect directors, employees and third parties working for or on behalf of N.P. Medical Co., Ltd. to maintain the accuracy of all invoices, requests for payment, expense claims, book entries, accounting entries, timesheets and other records created or submitted on its behalf. Full accuracy is required unless there is express permission to submit "provisional" or "budgeted" figures.
- We do not accept copy documents or documents which look as though they have been altered when originals are required.
- We expect directors, employees and third parties to be alert and report behaviour that is fraudulent in nature, such as bypassing set procedures without formal prior approval.

3.5 Conflict of Interest

A conflict of interest is any relationship, influence or activity which may impair our ability to make a fair and objective decision when performing our job. Personal relationships within or outside the workplace include, but not limited to political engagement, employments, directorships, shareholdings, voluntary work, or association memberships which can raise conflicts of interest. Even the appearance of a conflict of interest can seriously damage N.P. Medical Co., Ltd. reputation.

Our core principles

- We encourage transparency and disclosure to the ESGC of any relationship that may cause a conflict of interest or impair our ability to make objective and fair decisions when performing our jobs.
- We do not engage in, encourage, or facilitate insider dealing and will not use any non-public information about our business or other businesses for financial or personal gain.
- We require disclosure of any dealings with Government Officials or their family members to the ESGC as it may raise a conflict of interest.

3.6 Politics

N.P. Medical Co., Ltd. is committed to behaving ethically in all interactions with governments, their agencies, and representatives. However, in some circumstances, your personal political engagement, and any financial support you give to a political organisation may be viewed as representing the views or allegiance of N.P. Medical Co., Ltd. and therefore may impact our business and reputation.

Our core principles

- We engage with governments in a transparent and lawful way to communicate on matters that are important to our business.
- We do not make political contributions or donations to any organisation, institution or charity which is closely associated to a political party or holds strong political views or cause.
- We do not allow any use of materials bearing N.P. Medical Co., Ltd. name or logo for political purposes or any amount from N.P. Medical Co., Ltd. accounts to be used for any form of political donation, loans, or other payment.

- We understand that individuals may be engaged in political activity outside of their employment, however, directors, employees or third parties must never give the impression they are representing N.P. Medical Co., Ltd. views.
- If you consider standing for public office or have a close relationship with a Government Official, you are required to disclose this to the ESGC who will record such a disclosure. You may also be asked to disclose a conflict of interest consequently.

3.7 Suppliers and Agents

Suppliers, agents, and other business partners are very important to us as they allow our company to offer a range of goods and services in environments that would otherwise be difficult to reach across the world. It is paramount that we select our suppliers, agents, and other business partners in a transparent and fair way on the basis of skill and merit, and document our selection process.

Our core principles

- All suppliers, agents and other business partners are to be treated fairly and transparently, including in their identification and selection.
- Where any prospective supplier, agent or other business partner unreasonably refuses to co-operate in our due diligence process (in accordance with the KYCP under section 3.3 of this Code) or the Sanctions policy (under section 4.1 of this Code), preventing the ability to confirm their approach to bribery and corruption matters, and/or refuses to give any assurance in this regard; and/or refuses to adopt our Code, we must give serious consideration to not doing business with such an organisation or individual.
- We must only enter into contractual agreements where the supplier, agent or other business partner has agreed to comply with the principles set out in this Code and has signed the Declaration of Compliance (in [Appendix 1](#) of this Code).

Chapter 4

Trade and Sanctions

4.1 Sanctions

Sanctions restrict doing business in certain countries, or with certain people and companies, or products and services, in certain countries. Breaching sanctions is serious – penalties include significant fines for companies and imprisonment for individuals.

Our core principles

- We are committed to complying with all export and import controls, sanctions, and embargoes applicable to our business activities. Directors, employees and third parties working on behalf of N.P. Medical Co., Ltd. are required to ensure that all such controls, sanctions and embargoes are strictly complied with.
- N.P. Medical Co., Ltd., together with its key shareholder Navis Capital Partners has formulated the Navis Sanctions Guide which provides high level guidance on current EU and US (and thus UN) sanctions relating to countries where N.P. Medical Co., Ltd. may do business. A copy of the Navis Guide can be obtained from the link in the Navis Portfolio Governance Pack. We must ensure that you have seen and hold all required permits, approvals and/or other relevant authority before exporting or importing any goods, technology, software or services across national borders.

The four-step Sanctions Screening Process (outlined below) must be undertaken when engaging with a new customer, supplier or third party.

SANCTIONS SCREENING PROCESS

Step 1 - Due diligence. You must conduct due diligence to understand who the customer/supplier/third party is, and who owns and controls them. Knowing about any relevant third parties, such as the end user of products, could also be important. Even if a supply is being made to a non-sanctioned company and where there is not a trade embargo in place, it may be part of a more complex scheme to supply sanctioned entities in an indirect way.

Step 2 - Screening. Check the relevant parties against the following list below (the UK lists incorporate EU sanctions). Relevant parties may include customers, suppliers or third parties (and their beneficial owners, controllers, and principals).

(a) The UN Security Council Consolidated Sanctions List

(b) The UK Sanctions List

(c) The EU Sanctions List

(d) The UK Ukraine List

(e) The US OFAC Consolidated List

(f) The US SDN List

(g) The US Denied Party List and Entity List

(h) The US Sectoral Sanctions Identification List

Step 3 - Check relevant country guidance. If the transaction/business activity has links to a sanctioned country, check the relevant country guidance in the **Navis Sanctions Guide**. If the country in question is not listed in the Navis Sanctions Guide but you think sanctions may apply to the country, check with the ESGC.

Step 4 - Seek legal advice. If there are any doubts as to whether sanctions are applicable to the transaction/business activity, further advice should be sought from the N.P. Medical Co., Ltd. legal team. If N.P. Medical Co., Ltd. do not have a legal team, you must consult the Navis legal team. Contact details can be found on the N.P. Medical Co., Ltd. intranet.

In the event that a country in which N.P. Medical Co., Ltd. conducts business in, or an individual or other third party is identified on one of the sanctions lists above, you must stop engaging with that party and notify the ESGC immediately.

4.2 Competition

Competition laws safeguard free enterprise and prohibit behaviour which seeks to restrict free trade or fair competition by prohibiting restrictive monopolies, price fixing, bid fixing and market fixing. N.P. Medical Co., Ltd. requires all its directors, employees and third parties working for or on behalf of N.P. Medical Co., Ltd. to comply with

all applicable competition laws. Anti-competitive behaviour runs directly counter to N.P. Medical Co., Ltd. values of integrity, fairness and transparency and can lead to draconian fines and imprisonment.

Our core principles

- N.P. Medical Co., Ltd. is committed to complying with the competition and anti-trust laws in all countries in which it operates (as a minimum).
- It is essential that commercially sensitive or competitive information relating to pricing, marketing strategies, bids or bid strategies is never disclosed to competitors or discussed, shared, or misused by directors, employees or third parties, to give N.P. Medical Co., Ltd. an unfair competitive advantage.
- We require any director, employee or third party to leave any industry meetings and, ideally have this noted in any minutes or official notes of the meeting, if competitively sensitive issues are tabled or discussed. The matter must also be reported to the ESGC immediately.

Chapter 5

Intellectual Property and Information Technology

5.1 Intellectual Property

Intellectual property ("IP") means inventions (patents), rights in computer software, database rights, rights in confidential information (including know-how and trade secrets), copyright and related rights, trademarks, trade names, service marks and domain names, whether registered or unregistered and all similar rights or forms of protection.

All employees of N.P. Medical Co., Ltd. are entrusted with the care of proprietary information, physical assets and IP and have a duty to protect those assets.

Our core principles

- Employees have a duty to protect any N.P. Medical Co., Ltd. IP from unlawful use or disclosure. Any proposed new trademark, use of a new name, acronym, or logo for or in connection with a N.P. Medical Co., Ltd. product or service (which may become or be deemed to be a trademark) must be referred to the ESGC for clearance of any conflict and approval to use.
- Employees can expect to generate copyright material in the course of their employment with N.P. Medical Co., Ltd. The copyright in all such material belongs to N.P. Medical Co., Ltd. This includes all training material (whether produced externally or internally), software, databases, e-learning material, publicity and promotional material, videos, white papers, advertorials, presentation material, technical specifications, management, and other process system documentation.
- All individuals working with N.P. Medical Co., Ltd. IP must be required to sign a contract of employment incorporating appropriate terms to protect N.P. Medical Co., Ltd. IP and ensure that any N.P. Medical Co., Ltd. IP is not copied, removed, abused, or stolen.

5.2 Information Technology

Information Technology ("IT") equipment and facilities includes but is not limited to laptops, desktop computers, mobile and desktop telephones, electronic devices and internet facilities. All use is logged and monitored by N.P. Medical Co., Ltd.

Our core principles:

- Employees must only use N.P. Medical Co., Ltd. IT equipment and facilities in compliance with all applicable local laws (as a minimum). Excessive or improper use or cost of IT equipment or facilities may be illegal and will be investigated by the ESGC. The individual will be held personally responsible for any such abuse.
- Employees that are permitted to have limited personal use of N.P. Medical Co., Ltd. IT equipment, but this must not extend to include any non- N.P. Medical Co., Ltd. business whether declared to the ESGC or not.
- Any limited personal use of IT equipment and facilities must be occasional and brief. Employees travelling or assigned to work outside their home country may make use of N.P. Medical Co., Ltd. IT equipment and facilities to stay in touch with their families back home but such usage must not be excessive.
- N.P. Medical Co., Ltd. does not allow an individual to install any applications or software or attach or remove any hardware without prior authority from the IT department and in accordance with N.P. Medical Co., Ltd., offensive or illegal material is also forbidden.

Chapter 6

Communication and Data

6.1 Communication and Data

All communications made for or on behalf of N.P. Medical Co., Ltd., by its directors, employees, or third-party consultants or contractors reflect back to N.P. Medical Co., Ltd. and have the potential to raise legal liability and reputational damage. For the purposes of this Code, “**communications**” means all types and forms of communication, including but not limited to emails, articles, reports, letters, brochures, any advertising material, telephone conversations, spoken word, blogs, tweets, texts or other social media, messaging, presentations, press releases, web content etc.

Our core principles

- Any N.P. Medical Co., Ltd. public disclosure or communication must be true, accurate, and not misleading in any way.
- Unless expressly authorised to do otherwise by the **ESGC and/or the Communications and Public Relations Team/Board of Directors**, individuals working on behalf of N.P. Medical Co., Ltd. must only communicate or transact business on N.P. Medical Co., Ltd. behalf using officially approved N.P. Medical Co., Ltd. e-mail addresses and internet service providers.
- Employees must not disclose any of N.P. Medical Co., Ltd. protected IP, proprietary or confidential information which they learn about because of their employment, or their work with N.P. Medical Co., Ltd.
- Any use of social media for N.P. Medical Co., Ltd. business purposes, whether directly branded as N.P. Medical Co., Ltd. or not (e.g. an individual posting information and knowledge about our work, our domains, clients or markets) must first be discussed with the **Communications and Public Relations Team/Board of Directors** or the **ESGC** and the content pre-approved before it is uploaded.

6.2 Data and Privacy

N.P. Medical Co., Ltd. is committed to respecting people's privacy and the confidentiality of personal information and will only collect, hold, use or distribute personal information that is needed to operate effectively or to comply with the law.

Our core principles

- We respect the personal privacy of all our directors, employees, and third parties and will not misuse this information in any way that is not in accordance with applicable local privacy laws (as a minimum).
- We will keep all sensitive personal information “**Confidential**”. For the purposes of this Code “**sensitive personal information**” means information including, but not limited to racial or ethnic origin, political opinions, religious beliefs, membership of trade unions, physical or mental health or condition, sexual orientation, convictions, proceedings or criminal acts.
- We will always notify individuals if we are collecting their personal details and the intended use for such information and never grant access or provide sensitive personal information to any other individual or organisation unless we have gained specific authority to do so.

6.3 Record Keeping

N.P. Medical Co., Ltd. will ensure that appropriate records and books are kept for a period as prescribed by local rules and regulations. N.P. Medical Co., Ltd. will seek to maintain the originals but may also choose to retain certified true copies of such records instead.

Our core principles

- **Email use and other business-related communications:** We own our email system and reserve the right to monitor employees’ emails and internet usage. Emails and internet usage is expected to be work related only and all correspondence should be prepared in a professional manner.
- **Books and other required records:** All material relating to N.P. Medical Co., Ltd. must be kept for a period of time in accordance with local rules and regulations.
- **Litigation or investigation:** Any time you become aware of an actual or threatened litigation, proceeding or governmental investigation (each, an “**Action**”) involving N.P. Medical Co., Ltd., you are required to notify the

ESGC immediately. You may also be required to take steps to preserve material documents and records relating to such Action. You should retain all such documents and records until the ESGC, along with the Board of Directors, have determined that retention is no longer necessary.

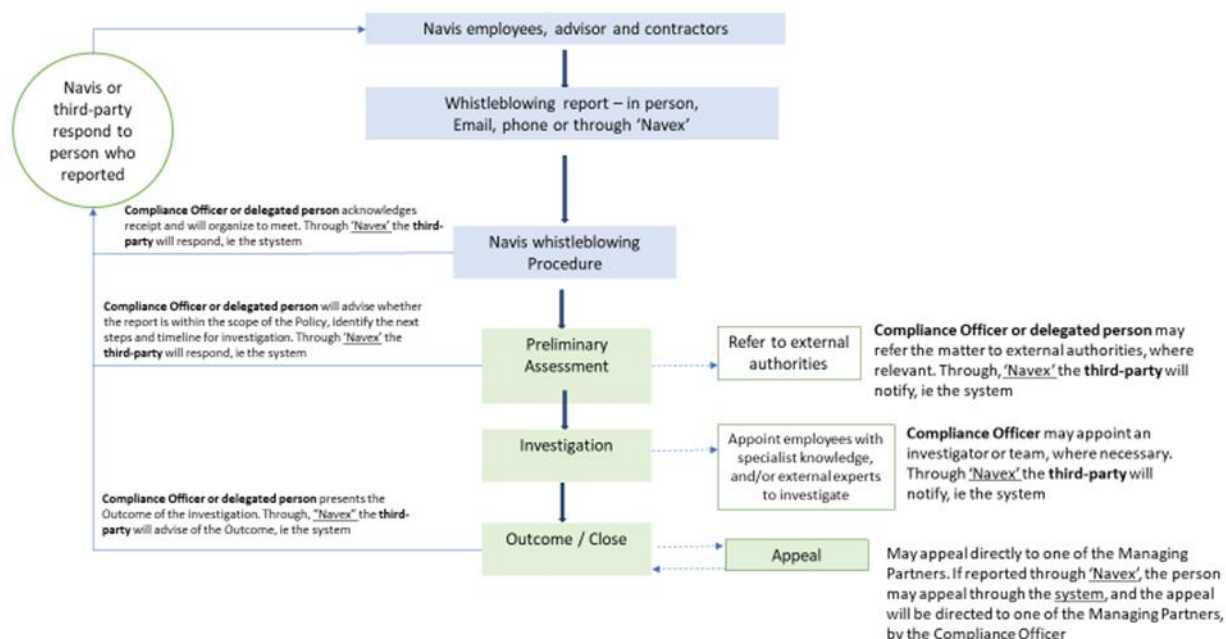
- **Records:** To the extent that records are maintained in an electronic format, access to such records will be password protected, and indexed in a way that permits easy retrieval and access to such information. N.P. Medical Co., Ltd. has an obligation to ensure business continuity in the event of a natural or geographic disaster. This includes maintaining access to records and ensuring records are appropriately restricted in the event of a natural or geographic disaster. If in any doubt, consult the ESGC for guidance.

Chapter 7 Whistleblowing

7.1 General

We encourage employees to report any whistleblowing concerns as soon as practicable, so that an investigation may proceed, and any action taken expeditiously. An overview of the process is provided in Figure 1.

Figure 1 Overview of whistleblowing process



7.2 Reporting a Whistleblowing Concern

Who to report to?

We hope that in many matters the employee will be able to raise their concern with their Line Manager/ Supervisor, either in person or in writing. They may be able to agree a way of resolving the employee’s concern quickly and effectively. In some cases, they may refer the matter to the Compliance Officer.

However, where the matter is more serious, or the employee feels that their Line Manager/ Supervisor has not addressed their concern, or they prefer not to raise it with them for any reason, the employee should raise their concerns with:

- **Compliance Officer, Ms. Sucheera Sermkhun** - either in person, through email sucheera.s@s-spinehospital.com or by phone

Other personnel designated by the Compliance Officer to receive reports include:

- **CEO, Mr. Dittapong Boonampol** either in person, through email ceo@s-spinehospital.com or by phone
- **COO, Ms. Sucheera Sermkhun** - either in person, through email sucheera.s@s-spinehospital.com or by phone
- **CFO, Mr. Tanin Auarayamontri** - either in person, through email tanin.a@s-spinehospital.com or by phone
- **HR Manager, Mr. Kuson Bhangananda** - either in person, through email kuson.b@s-spinehospital.com or by phone

Alternatively, if the employee prefers to raise their concern anonymously, they can raise the matter through our ‘Navex’ program [or the name of the code of conduct/ anonymous reporting line the company has adopted], accessed through the following:

- **Online:** Email : whistleblower@s-spinehospital.com
- **Navex system**
- **Telephone :** Telephone number 02 0340808 available 24 hours a day, 7 days per week, which will be provided in the training and communication material

Please note that all concerns raised through '**Navex**' program [or the name of the code of conduct/ anonymous reporting line the company has adopted] will be reported to the Compliance Officer and other designated personnel as per the structure in **Appendix 1**. Where the concern may relate to any of those individuals, the system will automatically exclude that person from seeing the report or any further information relating to the matter.

What to report?

All disclosures should include:

- The nature of the individual's concern and why they believe it is true; and
- The background and history of the individual's concern, including any relevant dates and potential witnesses.

What happens next?

All disclosures, including those made through '**Navex**' program [or the name of the code of conduct/ anonymous reporting line the company has adopted], will ultimately be submitted to the Compliance Officer, unless the disclosure relates to the Compliance Officer. If that is the case, then the disclosure will be managed by CEO and CFO and COO.

The Compliance Officer, or delegated senior person from N.P. Medical Co., Ltd. ESGC, will provide acknowledgement of receipt of the report to the employee who raised the concern as soon as practicable, and organize a meeting to discuss the matter further.

At the meeting, the Compliance Officer, or delegated person, will clarify any information and gather further details for the employee raising the concern. The Compliance Officer, or delegated person, will take down a written summary of the employee's concern and provide them with a copy after the meeting.

In the case of anonymous reports, the initial meeting would not be conducted and any questions relating to the matter will be raised through the third-party reporting system.

7.3 Investigating a Concern

Following the initial meeting, the Compliance Officer, or their delegated person, will conduct a preliminary assessment of the information received to determine the scope of any investigation. The person conducting the assessment will then inform the individual of the outcome of the assessment, indicating how the matter is proposed to be managed and estimated timelines for the process. In some cases, the Compliance Officer, or their delegated person, may refer the matter to external authorities. The individual would be notified.

In some cases, the Compliance Officer may appoint an investigator or team of investigators, which may include external consultants and/ or employees with relevant experience of investigations or specialist knowledge of the subject matter. The investigator(s) may make recommendations for change to enable us to minimize the risk of future wrongdoing.

Throughout the investigation, the Compliance Officer, or their delegated person, will keep the employee informed of the progress of the investigation and likely timescale for the outcome/ closure of the matter. In some matters, the need for confidentiality may prevent us in providing the employee specific details of the investigation or any disciplinary action that may have been taken. The employee reporting the concern should always treat any information regarding the investigation as confidential.

If the investigation concludes that the individual reporting the concern has made a malicious or vexatious complaint, then the individual may be subject to disciplinary action as per the Company Disciplinary Policy and Procedure.

In the case of anonymous reports, the individual reporting the concern will be informed of the outcome of the preliminary assessment through the third-party reporting system, including whether the matter was referred to external authorities. If further information is required, again, these questions will be raised through the reporting system. Any further updates and the eventual outcome of the investigation will be raised through the reporting system.

7.4 Not Satisfied with the Outcome

We believe that we have established a fair and transparent approach to managing whistleblowing concerns. However, we are also aware that we cannot guarantee that the outcome reached will align with what the individual, who reported the concern, may be seeking.

If the employee is not satisfied with the outcome, then they may raise it through Navis' whistleblowing procedure at <https://naviscapital.ethicspoint.com/>. Updates on the investigation and eventual outcome will also be made through the system. The employee who reported the concern will need to 'check in' periodically through the system.

7.5 Reporting through 'Navex'

The procedure for reporting a whistleblowing concern through the independent third-party system includes the following:

1. Employees report the concern through any of the available channels of the '**Navex**' program [or the name of the code of conduct/ anonymous reporting line the company has adopted]. The employee can provide their name if they prefer.
2. Once submitted, the employee will be provided with an acknowledgement from the third-party system, and case or report number. The employee will also have to set a password. The case or report number and password must be recorded by the employee reporting the concern and kept safe. The case or report number and password is the employee's personal key to the Reporting System, and to the report that has been filed. It will allow the employee to track progress of the matter and to provide additional information. The employee will be asked to provide the case or report number and password each time the system is accessed.
3. The concerns will be submitted to the Compliance Officer and other designated personnel as per **Appendix 1**. Where the concern may relate to any of those individuals, the system will automatically exclude that person from seeing the report or any further information relating to the matter. The assessment and investigation will follow the procedures described above. If there are additional questions or further information required, these requests will be made through the system. Updates on the investigation and eventual outcome will also be made through the system. The employee who reported the concern will need to 'check in' periodically through the system.
4. If the employee is not satisfied with the outcome, then they may raise it through Navis' whistleblowing procedure at <https://naviscapital.ethicspoint.com/>. Updates on the investigation and eventual outcome will also be made through the system. The employee who reported the concern will need to 'check in' periodically through the system.