STAGO GROUP CODE OF BUSINESS ETHICS

November 2022 version

PRESIDENT'S MESSAGE

The successful business operation and reputation of Stago are built upon the principles of fair dealing and the ethical conduct of our employees, managers, directors and officers (hereafter referred as "Employees").

Our reputation for integrity and excellence requires careful observance of the spirit and letter of all applicable laws and regulations, as well as a scrupulous regard for the highest standards of ethics.

The continued success of Stago is dependent upon our customers' trust and we are dedicated to preserving that trust. Each of us owe a duty to Stago and its customers to act in a way that will merit the continued trust and confidence of the public.

Stago will comply with all applicable laws and regulations and expects all its directors, officers, and Employees to conduct business in accordance with the letter, spirit, and intent of all relevant laws and to refrain from any illegal, dishonest, or unethical conduct.

In addition to this Code of Business Ethics which sets at a global level the fundamental principles of integrity, fairness and honesty to be applied worldwide by all Employees of the Stago group, local internal policies are implemented in every Stago entity to maintain a safe and secure work environment for its Employees.

Compliance with this policy of business ethics is the responsibility of every Stago Employee.

An Ethics Committee is created at Stago International's headquarters in Asnières, France. Compliance Officers may also be designated, when relevant, at the level of the different STAGO entities.

We recognize the hard work and constant attention needed to maintain high ethical standards in the workplace.

We believe that it is the commitment of each individual Employee to this Code of Business ethics which will demonstrate Stago's dedication to integrity, professionalism, quality, respect and honesty.

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INTRODUCTION

This Code of Business Ethics (hereinafter the “Code”) applies to all Employees, including all officers, directors and managers, of Stago International, and of all its affiliates around the world (“Stago”).

This Code is completed by country-specific supplements, among other to describe the Code compliance procedure applicable in each country.

In addition, this Code applies, where incorporated by way of express contractual agreement, to Stago’s vendors, distributors, suppliers, customers and clients (collectively referred to as “Business Partners”).

This Code of Business Ethics is not intended to supplant nor supersede (i) country-specific internal applicable rules, nor (ii) any national laws or regulations that may impose particular requirements upon Stago Employees or Business Partners who engage in certain activities in those countries.

All Stago Employees should independently ascertain that their interactions with Business Partners comply with all current national and local laws and regulations.

This Code represents an act of self-discipline. Stago Employees should also acknowledge that the Code is to be applied in the spirit, as well as in the letter.

Stago Employees, directors and officers are expected to understand and comply with Stago's Code of Business Ethics. Stago Employees, directors and officers should read this Code, be sure to understand its requirements, and to ask questions as necessary.

Ultimately, Stago's ability to enforce the Code is based in large part on the willingness of Stago Employees to follow the Code's requirements and on their willingness to report alleged violations of the Code.

Each Stago Employee who learns of or suspects a Code violation is invited to report such alleged Code violation. Stago Employees who report a concern in good faith about an alleged Code violation are protected from any form of retaliation. All reports will be handled with seriousness and with discretion.

This Code of Business Ethics is given to each Employee, when he/she is hired by Stago.

Stago has the right to amend, modify or revise this Code of Business Ethics in accordance with applicable laws**.**

1. MAINTAINING A SECURE WORK ENVIRONMENT

Respect and Non-discrimination

Stago cultivates respect for humans and their diversity. Stago is committed to an environment of equal environment and advancement opportunity for all qualified individuals. The diversity of our Employees is a strength that we will continue to promote and support throughout Stago group.

Stago will not tolerate any discrimination whether based on sex, age, social origin, religion, ethnic origin, marital status, nationality, sexual orientation, political opinion, disability.

Respect of Human Rights

Stago is committed to respecting and promoting the human rights in its activities and business relations, in accordance with the Universal Declaration of Human Rights, the United Nations Guiding Principles on Business and Human Rights and the fundamental conventions of the International Labor Organization. Stago has the responsibility to ensure that its employees work in conditions that are ethical and non-hazardous and that its business partners do not use or support any form of forced labor or child labor.

Harassment and violence Free Workplace

Stago is committed to providing a work environment that is free from violence and harassment in any form.

Accordingly, Stago prohibits any member of management and any employee from making unwelcome and/or unsolicited sexual advances. Stago also prohibits any conduct that creates an offensive working environment.

Stago will not tolerate workplace violence in any form including threatening behaviors, assaults, harassment, intimidation, bullying, taunting, constant teasing, or any other conduct that leads to violence in the workplace.

Safety and Security

Stago strives to provide a safe and healthy work environment for all Employees. Employees must comply with all Stago safety and health requirements, whether established by management or by local laws. Accordingly, Employees are expected: to conduct themselves in a safe manner; use good judgment and common sense in matters of safety; observe all

posted safety rules; and follow all safety regulations. Please note Stago is a smoke free environment. Smoking and vaping (using electronic cigarettes) is permitted in designated areas only.

2. CORPORATE INFORMATION

Asset Protection

Stago's assets include, among other things, customer and employee private information, network operations and facilities, computer systems and passwords, security procedures, company facilities and their locations, technical and marketing research data, product development information, business plans and strategies, other business confidential information, and Stago property.

Stago Employees handling these assets in the course of their employment must keep such information safe and secure from theft, destruction, and loss. Accordingly, Stago Employees must take all appropriate precautions to protect these Stago assets, systems and premises. Such precautions include the proper handling of assets, properly securing these assets, and ensuring that visitors are properly escorted.

Intellectual Property

Intellectual property includes information protected by Stago's trademarks, patents or copyrights, the use of which is restricted by applicable intellectual property laws. To safeguard Stago's intellectual property from illegal copying or other misuse, Stago Employees must ensure that intellectual property is properly labeled with or identified by trademark, service mark or copyright symbols.

If a Stago Employee is unsure whether or what protection is necessary or appropriate for a particular item, or he/she believes disclosure or use by a third party is improper, such employee must contact the Legal Department.

Proper Use of Others' Intellectual Property

Stago Employees must respect the proprietary rights of others by complying with all applicable laws and agreements that protect the intellectual property rights of others, including all business providers, competitors or customers. Unless a Stago Employee obtains the intellectual property owner's specific prior consent, such employee may not copy, distribute, display, perform, or modify third-party copyrighted materials, or conduct peer-to-peer or other file sharing of copyrighted materials. A work may be protected by a copyright even if there is no notice on the work.

Protecting Stago's Reputation

Stago's reputation as a company is a key asset. Stago Employees are responsible for protecting this valuable asset. Use of the company brand and logo must adhere to approved corporate identity specifications. Unless a Stago Employee receives prior approval from its management, such Employee may never suggest that she/he is speaking on behalf of Stago when presenting her/his personal views at community, professional or cultural functions, or on the Internet.

Protecting Stago's Confidential Information

Stago expects undivided loyalty to the interests of the company, including protection of the company's trade secrets and its private and confidential Business Partner information. "Confidential information" refers to all non-public information, in any form, emanating at any time from Stago International, its affiliates, any Stago Business Partner, or any other person that relates in any way to the business or operations of Stago.

Confidential information includes Stago information that is labeled "confidential" as well as information that is not labeled as "confidential" but by its nature should be reasonably construed as being confidential to Stago. Examples include Stago business plans, operations plans, strategy plans, financial data, product and service information, Business Partner data, sales data, company reports, personnel information, contracts and related information.

Employees shall preserve and protect trade secrets and Confidential Information including all physical and non-physical forms of that information. Employees may not share such privileged information with people outside of the company or discuss such matters with other Stago Employees unless such Employees have a clear business need for the information. Any inquiries from outside sources that claim to have a "need to know" should be referred to a member of the Stago Senior Management Team. Employees who terminate employment with Stago are obligated to continue to maintain the confidentiality of proprietary information obtained or developed while employed by Stago.

Company Records

Stago strives to maintain accurate business records and to protect company funds and assets. Stago is committed to maintaining a system of internal controls that ensures compliance with applicable laws and regulations, and that promotes the full, accurate and timely disclosure of information in Stago's reporting to internal management, senior management of Stago parent organizations, external auditors, and external parties including regulatory and governmental authorities.

It is the responsibility of all Stago Employees to ensure that Stago's records including documents, electronic information, voicemails, and any other form of media are properly managed, handled, stored and, where applicable, destroyed as appropriate in accordance with retention guidelines. In the normal course of performing the job, Employees will likely receive, create, and transact with company records. Employees are required to properly maintain these records, to ensure that they are properly filed, labeled, and that access is appropriately limited to those with a business need to access the records.

Financial Reporting

Stago must maintain accurate financial records of its business transactions and must ensure proper reporting to auditors of its financial results. Financial records could include company-wide financial records, specific business unit transactions, as well as individual travel and expense reimbursement invoices. These and many other forms of financial information must be managed properly and must be appropriately presented when requested. To the extent that Employees create, handle, or are otherwise involved in the handling of financial records they must ensure that the records are accurate, properly maintained, and appropriately represented in internal and/or external financial disclosures.

Truth of Statements in Advertising

Stago expects that all business communication of or by Stago will be factual, in good taste, free from false or exaggerated claims or statements, and otherwise legal. Stago Employees who, by virtue of their roles or function, communicate about Stago products must comply fully with any and all applicable laws and regulations that relate to such communications. Stago Employees have the responsibility to know, to become aware of, to inquire, and to regularly update themselves about the legal requirements that apply, if any, to the business communications made on behalf of Stago. Stago Employees are encouraged to speak with their manager about such matters so as to: (1) confirm whether any specific laws apply to the business communications by the Stago employee in connection with his/her position; and (2) to the extent such laws do apply, to confirm the manner of compliance with such laws.

Data Protection/Data privacy

Stago and its affiliates, agents, Employees and/or other representatives are required to comply with all applicable data protection laws, legal privacy, medical or general confidentiality requirements which apply to any Stago activity or its representatives relating to an identified or identifiable natural person. This may include patient information but also information relating to Stago Employees, Business Partners, suppliers, agents, distributors and any other persons. All Stago Employees must comply with the applicable data protection laws and Stago data privacy policy or policies when dealing in any way with personal data. The breach of data protection laws may entail financial sanctions.

Specific guidance on data privacy should be submitted to the Legal Department if applicable.

3. COMPLIANCE AND INTEGRITY IN THE MARKETPLACE

Stago's business operations are highly regulated. As a company working in the Health Industry, Stago must respect all applicable laws but must also commit to the highest quality standards. Health Authorities worldwide monitor Stago activities closely. Strict compliance with all Health Authority requirements, as well as with the requirements of other regulators at all levels of government, is obligatory.

Stago strives to conduct business with Business Partners and competitors with complete honesty and integrity. Stago expects Employees to eagerly service Business Partners and contend with competitors in a professional and ethical manner.

Relations with Suppliers/Business Partners

Buying decisions must always be based on competitive price, quality, value, and delivery or on specific selection criteria listed in invitations for bids. Stago expects Employees to have friendly relations with suppliers, consultants, and other Business Partners;

Stago Employees must be open, honest, business-like and completely ethical. Confidential information, such as bids submitted to Stago in connection with the purchase of equipment, supplies and services must be maintained in strictest confidence in order to avoid giving or removing any competitive advantage with respect to any of several suppliers. Disclosure of such information is unethical even if Stago appears to be benefiting from such disclosure.

Gifts and Entertainment

To avoid the appearance of impropriety, it is important that Stago Employees refrain from offering and decline any gifts from Suppliers or Business Partners which would raise even the slightest doubt of improper influence. Stago Employees occasionally may provide modest gifts to Business Partners, but these should be modest in value and in accordance with the applicable country-specific requirements imposed by Stago affiliates and the laws and regulations applicable where the Business Partner is licensed to practice. A "Gift" refers to the transfer of any item of value including goods and services without compensation.

Under no circumstances should cash or cash equivalents (e.g. tickets to sporting events) be accepted as a business courtesy or gratuity.

Stago Employees entertaining Business Partners must always have a legitimate business purpose. Stago prohibits entertainment activities that compromise the business judgment, impartiality or loyalty of Employees or Business Partners.

When Business Partners are Healthcare Professionals, entertainment or gifts may be prohibited or very regulated in certain jurisdictions (Please refer to the Section *Relations with Healthcare Professionals* below*).*

Stago Employees may accept a reasonable level of entertainment from Business Partners so long as the entertainment meets any additional requirements imposed by the Stago affiliate for whom they work.
Additionally, Stago Employees must refrain from offering and decline:

- Any entertainment offered as part of an agreement to do, or not to do, something in return for the activity;
- Any entertainment offered that might compromise Stago's reputation or ethical standards; and
- Participating in any activity the employee knows or should know will cause the party offering the entertainment to violate any law, rule, regulation or the ethical standards of their own employer.

Confidentiality of Business Partners Information

From time to time, Stago may enter and be bound to various Non-Disclosure Agreements (NDAs) with one or more Business Partners. Under the terms of such NDAs, Business Partners may share with Stago Employees certain of their proprietary, privileged and/or business confidential information for the purposes of a business transaction, while requiring Stago Employees having access to such information to maintain confidentiality of the information. Stago Employees are required to hold such Business Partner information diligently and in strict accordance with the terms of the corresponding NDAs. Stago Employees are encouraged to speak to their manager to the extent that they have any questions about the proper use of, as well as any concerns associated with, Business Partner information.

Respect for free competition

Stago is committed to respect free competition and to comply with antitrust legislation in all markets in which it operates.

Violation of laws and regulations designed to promote competition and free enterprise has serious consequences for the Company and for individuals. Below are some examples of activities with important antitrust implications which are strictly forbidden:

- *Agreeing with competitors to fix prices or other terms of sale.*
- *Boycotting or otherwise refusing to deal with certain suppliers or customers.*
- *Dividing sales opportunities with competitors by territory or product line.*
- *Agreeing with distributors on resale pricing or imposing to distributors prices or discount for their resale.*
- *Price discrimination.*
- *Pricing to drive a competitor out of business.*
- *Disparaging, misrepresenting, or harassing a competitor.*

Antitrust issues may require legal analyses which are very complex. Any questions regarding the propriety of possible actions should be directed to the General Counsel or local in house Legal counsel if applicable.

The following points are given as examples.

Basic Do's and Don'ts:

Don't AGREE with Stago's competitors or anyone else outside of Stago:

- To fix prices or conditions of sales of Stago products.
- To limit Stago production, agree production quotas, or otherwise limit the supply, either geographically or by class of customer.
- To blacklist or boycott customers, competitors or suppliers.
- To limit or control Stago investments or technical developments in the market.
- DON'T DISCUSS OR EXCHANGE INFORMATION with Stago competitors on any subject relating to the issues mentioned above.

In other words, DO NOT have formal or informal discussions with Stago's competitors or anyone else outside of Stago on the following:

- Individual company prices, price changes, terms of sales, etc.
- Industry pricing policies, price levels, changes, etc.
- Price differentials, price mark-ups, discounts, allowances, credit terms.
- Costs of production or distribution, cost accounting formulas, methods of computing costs.
- Individual company figures on sources of supply, costs, production, inventories, sales, etc.
- Information as to future plans concerning technology, investments, or the design, production, distribution or marketing of particular products or services including proposed territories or customers.
- Matters relating to individual suppliers or customers, particularly in respect of any action that might have the effect of excluding them from market.

Failure to respect these basic rules may lead to very heavy fines for Stago, (for example, in the European Union, such fines can reach up to 10 % of total Stago turnover) and may also lead to criminal sanctions, including jail sentences, for the individuals who did not respect such rules.

Conflicts of Interest

Stago strives to encourage and promote objectivity in business decision-making. Stago Employees have a duty of loyalty to the organization and are expected to make business decisions with Stago’s best interests in mind and to exercise business judgment independent of external influences such as personal financial interests, external business relationships, outside employment, and familial relationships. Avoiding conflicts of interest is critical to maintaining integrity and honesty in the way Stago conducts its business.

Potential conflicts of interest can arise in any of the following circumstances - when a Stago employee:

- Accepts gifts from a potential Business Partner;
- Accepts additional employment by another company;
- Has a financial interest in a Business Partner or competitor;
- Places business with any firm in which the employee or an immediate family member of an employee has a financial interest; or
- Inappropriately communicates with a competitor.

Stago prohibits Employees from using company property, information, resources or position for personal gain or to compete with Stago in any way. Stago also prohibits Employees from taking or diverting to any third party any business opportunity that is discovered through the use of any of Stago's property, information or resources.

Relations with Healthcare Professionals

Stago's relationships with Healthcare Professionals are heavily regulated in most jurisdictions and strictly enforced by Stago as well as by various regulatory or governmental agencies.

Generally speaking, a Healthcare Professional is any individual or entity, directly or indirectly involved in the delivery of healthcare that can purchase, prescribe, lease, recommend, or use Stago products. The rules that govern the payment of anything of value such as gifts, meals, entertainment, honoraria, sponsored trips or grants, are complex and differ across countries.

Stago Employees must read and comply with the applicable rules for each country which are indicated in the local supplement of the Stago Code of Business Ethics.

The consequence for failing to comply with these rules can result in significant monetary and sometimes criminal penalties. If, by virtue of their role at Stago, Stago Employees are in contact with Healthcare Professionals, it is their duty to know the applicable laws and Stago policies that pertain to dealing with Healthcare professionals and to strictly adhere to such rules. More information on these regulations can be found under the local Stago current policies for Health Care Professionals.

Customs and international trade controls

Stago Employees, commit to comply with and to ensure that their Intermediaries and Business Partners comply with all enforceable local and international regulations applicable in terms of customs as well as to respect potential economic and financial restrictions applicable in terms of war zones and/or embargos.

States and international organizations draw up and update lists mentioning persons and states which are subject to economic and financial sanctions:

- Office of Foreign Assets Control ("OFAC"), the American Treasury department draws up the "Specially Designated Nationals List" ("SDN List"), which can be accessed on: http://www.treasury.gov/resource-center/sanctions/SDN-List/Pages/default.aspx;

- Bureau of Industry and Security ("BIS"), the American Trade Department draws up the "Denied Person List" ("DPL"), the "Unverified List" and the "Entity List", which can be accessed on http://www.bis.doc.gov/complianceandenforcement/liststocheck.htm ;

- France draws up a synthetic table of the existing restrictive measures per country which can be accessed on: http://www.tresor.economie.gouv.fr/8465_tableau-recapitulatif-des-mesures-restrictives-par-pays;

- The European Union publishes on its website a consolidated list of persons, entities and organizations which are subject to sanctions. This list can be accessed on: http://www.tresor.economie.gouv.fr/5061_Liste-electronique-consolidee-des-sanctions-financieres.

Stago Employees may not enter into an agreement with any person, State, entity, or state entity which is subject to international restrictions or sanctions.

Such rules are complex and are different for each country. When in doubt as regards to the beneficiary of a transaction, Stago Employees, must consult the Legal department before entering or executing an agreement.

In case of breach of the abovementioned rules, Stago and/or its Employees, expose themselves to heavy economic or financial sanctions as well as severe criminal sanctions (fines and imprisonment sentences).

Stago Employees must also comply with laws and regulations which have an impact on technology, software, financial transactions, import and export of goods and services, as well as cross-border information exchanges including exchanges by electronic means.

4. INTEGRITY IN GOVERNMENT RELATIONSHIPS AND ANTI - BRIBERY

Stago is committed to doing business with the government in every country in a manner that is fully compliant with any and all applicable laws and regulations. Stago Employees must be aware of and adhere to the laws and regulations that pertain to doing business with the government. These laws and regulations generally have three purposes: to obtain the best possible products and services at the best value; to promote full and open competition based on specifications and evaluations criteria that allow interested suppliers to respond appropriately; and to eliminate waste, fraud, and abuse.

Stago Employees must comply with all rules established by government officials for procuring products and services. This includes, but is not limited to, dealing with government officials in an environment of openness and under circumstances that avoid any perception of concealment, the appearance of impropriety, or any actual or potential conflict of interest.

Contacts with Government Officials

Stago strives to develop and maintain good relationships and effective communication with all levels of the government. Contacts with government officials must never be conducted in a way that would be in violation of applicable laws and regulations or could cast doubt on Stago's integrity. All contacts on Stago's behalf with government officials to influence legislation, regulatory policy or rulemaking must be performed under the direction of the Stago Senior Management Team. This includes the hiring of outside law firms or public affairs firms to make such contacts on behalf of Stago. Activities of certain Stago Employees with government entities may be subject to lobbying and gift laws and accordingly should be done in consultation with the Stago Senior Management Team before there is any contact with public officials in connection with such activities.

Entertainment or Gifts for Government Officials

Stago Employees are prohibited from offering any gifts, gratuities or non-business related entertainment for the personal use of Employees or officials of any government agency or elected officials to whom Stago is seeking to sell, is selling goods or services, or is lobbying. The only exceptions to this rule are company sanctioned gifts of a token nature with Stago's company logo. These gifts typically include coffee mugs, pens, awards, plaques, certificates and bags.

For more details see the local country applicable procedure.

Anti-bribery

Stago is committed to conducting its activities free from the influence of bribery and corruption. Stago Employees must observe the highest ethical standards when conducting business.

In France, as well as in most countries in the world (FCPA in the US and UK Bribery Act for the UK), anti-bribery legislations exist which prohibit Stago either from offering or providing anything of value to persons who are employed by either government or private sector employers or who act for them, e.g. as their agents, for the purpose of inducing them to show favor to Stago or to show disfavor to anyone else in relation to the employer's affairs or business, or to act improperly by failing to act in good faith or impartially when carrying out their activities for the employer or principal, or by failing to act consistently with any position of trust they may hold. Stago is also prohibited from providing anything of value as a reward for any such behavior.

Stago is also responsible for (and prohibited from) anything of value being passed on to an official, or to an employee or agent of a customer, or of a prospective customer, via an intermediary (i.e. some other person or entity which could be a company or even a hospital or laboratory) in the circumstances set out in the preceding paragraph.

This prohibition also applies to situations where the item of value is not provided directly to the official, or to the employee or agent of the customer, but is instead provided to or for the benefit of another person or entity, which might include a medical institution or laboratory.

In the case of Stago, relevant officials, Employees or agents in this context are likely to include (but not be limited to) Healthcare Professionals and hospital personnel (e.g. hospital laboratory personnel or procurement specialists) who are working in government hospitals as well as in the private, non-state operated healthcare sector, e.g. hospitals working for private medical insurers, and consultants in private practice. Anything of value or any advantage that is provided to relevant officials or to Employees or agents must be in full compliance with the applicable laws and this Code.

These anti-bribery legislations are actively enforced and individuals are very often the target for prosecution by the relevant authorities in each country.

Some of these anti-bribery laws – in particular the FCPA for the US, the UK Bribery Act in the UK and the French law Sapin II – may also have extraterritorial effect if all conditions are met.

5. COMPLIANCE AND EXPRESSING CONCERNS

Failure to comply with this Code of Ethics may result in disciplinary action.

The Stago Group Ethics Committee, in liaison with the local Ethics Committees and the local compliance officers, coordinate the programs on ethics and compliance. Their role is to help Stago Employees in resolving any question or interpretation of Stago's Code of Ethics and other related matters. They also help the managers in managing any compliance issues they might face.

Stago Employees are incited to speak to their local compliance officer, or to the Stago Group Ethics Committee, about any unethical behavior that they might know about, or when such Employees have doubts about the best course of action to follow in a given situation, in order to allow Stago to resolve the problem.

With respect to the whistleblowing of a known or suspected infringement of this Code of Ethics, no sanction or retaliatory action will be taken against the whistleblower or against any facilitator or any other natural or legal person having a connection with the whistleblower who based his/her whistleblowing on the genuinely belief that a Stago Employee behaved in a way that constitutes an infringement of this Code of Ethics. In addition, retaliation is prohibited against anyone who cooperates in an enquiry into an alleged infringement of this Code.

Any person who takes (or attempts to take) retaliatory actions against a Stago Employee, any facilitator or any other natural or legal person having a connection with this Employee, who based her/ his whistleblowing on a genuinely belief, exposed himself/herself to any appropriate disciplinary action. Furthermore, these retaliatory actions would be considered null and void.

If a Stago Employee uses the whistleblowing mechanism while she/he knows she/he is using it for a false alert or for an alert that is solely meant to be detrimental to someone else, the Stago Employee involved will expose herself/ himself to disciplinary actions.

We invite you to carefully read the procedure about the whistleblowing schemes included in your local supplement to this Code of Ethics in order: to identify the members of the Stago Group Ethics Committee and your local compliance officer; to have a detailed description of the procedure to follow when you are willing to use the whistleblowing mechanism.

STAGO

CODE OF BUSINESS ETHICS AND CONDUCT:

CANADIAN EDITION

Version: 2023

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INTRODUCTION

SCOPE: The ***STAGO Group Code of Business Ethics*** provides the principles of business ethics applicable to all employees of the STAGO Group. This ***Stago Code of Business Ethics and Conduct: Canadian Edition*** (hereinafter the "SCL Code") completes the ***STAGO Group Code of Business Ethics*** with not only details specific to Canadia but also conduct rules. The SCL Code applies to employees, including all officers and managers, of Stago Canada Ltd. (hereinafter referred to as "SCL"). Said employees, officers and managers shall hereinafter be referred to as "SCL employees." In addition, the STAGO Group Code of Business Ethics and the SCL Code apply, where incorporated by way of express contractual agreement, to vendors, suppliers, customers and clients (collectively referred to as "Business Partners") of SCL in Canada.

REQUIREMENTS: SCL employees are expected to understand and comply with the STAGO Group Code of Business Ethics as well as the SCL Code (together hereinafter the "Codes"). SCL employees should read these Codes, be sure to understand their requirements, and to ask questions as necessary. SCL employees are encouraged to report any concerns that they may have about violations or potential violations of the Codes. All reports will be taken seriously and investigated in accordance with the provisions of these Codes. As stated within the anti-retaliation provisions of the Codes, employees who report a concern in good faith about an alleged Code violation are protected from any form of retaliation.

If you are not sure whether a given matter is in conflict with the Codes, consider the following questions:

- ***Does the activity comply with the law, the Codes and SCL's policies and practices?***
- ***Would you have any difficulty telling your manager about it?***
- ***Would you have any difficulty telling your family about it?***
- ***How would the matter look if it were on the front page of The Globe and Mail?***

REPORTING A CONCERN: Ultimately, SCL's ability to enforce the Codes is based in large part on the willingness of SCL employees to follow the Codes' requirements and on their willingness to report alleged violations of the Codes. Indeed, reporting Code violations is highly encouraged and therefore the SCL Code provides guidance as to how to go about reporting an alleged Code violation. For deliberate reasons, the SCL Code provides employees with multiple options for reporting an alleged Code violation including your manager, the SNA Compliance Officer, the STAGO Ethics Committee or any of its members. Please be assured that your calls will be handled with seriousness and with discretion.

The Codes are not an employment contract and all SCL employees are employed "at will" which means that either SCL or its employees can terminate the employment relationship at any time, with or without cause and with or without notice.

SCL has the right to amend, modify or revise this SCL Code at any time with or without advance notice to SCL employees or Business Partners as defined above.

1. MAINTAINING A SECURE WORK ENVIRONMENT

SCL strives to maintain a safe and secure work environment by way of the policies referenced below.

1.1. Equal Employment Opportunity

SCL is an equal opportunity employer and does not allow discrimination on the basis of protected personal characteristics with respect to its employment practices. It has been and will continue to be the policy of SCL to base all employment practices and related decisions upon valid business factors and individual merit. Employees who believe they are the victim of discrimination in the workplace should report their concern to their manager or to the SNA Compliance Officer, the STAGO Ethics Committee or any of its members. For further information, please see ***SCL's Equal Employment Opportunity Policy in the Employee Handbook***.

1.2. Harassment-Free

SCL has zero-tolerance for conduct that constitutes harassment in the workplace and strives to foster a work environment free of sexual discrimination. Accordingly, SCL prohibits any member of management and any employee from making unwelcome and/or unsolicited sexual advances. SCL also prohibits any conduct that creates an offensive working environment.

Any SCL employee who feels that he or she is a victim of any type of harassment should immediately report the matter to his/her manager. Reporting may be done in person, by telephone, or in writing. If the employee is uncomfortable making a report to his/her manager, the report can be directed to Human Resources or to any of the Code Contacts designated under the Section entitled "Reporting Violations of the Code." SCL will not permit violations of this Non-Harassment Policy. Violation of the policy will result in discipline, up to and including termination. ***Any report of harassment will be investigated and a determination as to whether harassment occurred will be made on a case by case basis.*** For further information, please see ***SCL's Sexual and Other Unlawful Harassment Policy in the Employee Handbook***.

1.3. Violence-Free Workplace

SCL strives to maintain a safe work environment that is free from violence. SCL prohibits violence of any kind directed towards or against SCL employees whether such violence arises by way of co-workers or by way of employees of Business Partners who interact with SCL employees. SCL will not tolerate workplace violence in any form including threatening behaviors, assaults, harassment, intimidation, bullying, taunting, teasing, or any other conduct that leads to violence in the workplace***.***

Additionally, subject to applicable laws, SCL prohibits possession of any dangerous weapons on its premises, including in vehicles parked in the company's parking lots as well as at company events. Such prohibited weapons include firearms, weapons accessories, and dangerous substances.

Employees are encouraged to report any violent workplace behavior whether directed against them or others, to their managers, Human Resources, or to the contacts referenced herein in the Section entitled "Reporting Violations of the Code."

1.4. Background Check Policy for New Hires

To ensure that individuals who join SCL are well qualified and have a strong potential to be productive and successful, it is the policy of SCL to check the employment references of all applicants. Please direct any questions regarding the background check policy to the Human Resources Department or to any of the Code Contacts designated under the Section entitled "Reporting Violations of the Code."

1.5. Safety and Security

SCL strives to provide a safe and healthy work environment for all employees. Employees must comply with all SCL safety and health requirements, whether established by management or by federal, provincial, or local laws. Accordingly, employees are expected: to conduct themselves in a safe manner; use good judgment and common sense in matters of safety; observe all posted safety rules; and follow all Occupational, Safety and Health Administration (OSHA) and state safety regulations. Please note SCL is a smoke free environment. Smoking is permitted in designated areas only. For more information, please see **SCL's Safety Policy in the Employee Handbook**.

1.6. Drug-Free and Alcohol Abuse Free Workplace and Workforce

SCL endeavors to maintain a drug-free workplace. SCL prohibits unlawful possession, use, dispensation, distribution or manufacture of controlled substances on work premises; in any areas owned or controlled by the company; or with limited exceptions off company premises while conducting company business. SCL also prohibits the possession of drug paraphernalia. In furtherance of this prohibition, SCL reserves the right to conduct security inspections of desks, lockers and other storage devices as necessary and in accordance with the SCL Security Inspection Policy. SCL also discourages SCL employees from the use of illegal, controlled substances, and drugs away from the Company's premises. Employees convicted of a criminal drug statute violation occurring in the workplace must notify Human Resources within five days of such conviction. For more information, please see **SCL's Drug and Alcohol Use Policy in the Employee Handbook**.

Additionally, SCL does not tolerate the abuse or misuse of alcohol in the workplace. Accordingly, employees who are under the influence, or involved in the abuse of alcohol while on SCL premises, conducting SCL business, or operating an SCL vehicle may be subject to immediate termination.

At times, SCL employees will attend business events where alcoholic beverages are provided. SCL employees are reminded that abuse or misuse of alcohol at such events is prohibited notwithstanding that the event is approved by SCL and that alcoholic beverages are provided. SCL employees are expected to be professional and, if they decide to drink, to drink responsibly at such events.

SCL does recognize that alcohol and drug addiction may constitute a disability. SCL employees who require accommodation in order to undergo treatment should contact Human Resources on a confidential basis.

2. MAINTAINING ACCURATE AND COMPLETE RECORDS

SCL strives to maintain accurate business records and to protect company funds and assets. SCL is committed to maintaining a system of internal controls that ensures compliance with applicable laws and regulations, and that promotes the full, accurate and timely disclosure of information in SCL's reporting to internal management, senior management of SCL's parent organizations, external auditors, and external parties including regulatory and governmental authorities.

2.1. Company Records

It is the responsibility of all SCL employees to ensure that SCL's records including documents, electronic information, voicemails, and any other form of media are properly managed, handled, stored and, where applicable, destroyed as appropriate in accordance with retention guidelines. In the normal course of performing the job, employees will likely receive, create, and transact with company records. Employees are required to properly maintain these records, to ensure that they are properly filed, labeled, and that access is appropriately limited to those with a business need to access the records.

2.2. Financial Reporting

SCL must maintain accurate financial records of its business transactions and must ensure proper reporting to auditors of its financial results. Financial records could include company-wide financial records, specific business unit transactions, as well as individual travel and expense reimbursement invoices. These and many other forms of financial information must be managed properly and must be appropriately presented when requested. To the extent that employees create, handle, or are otherwise involved in the handling of financial records they must ensure that the records are accurate, properly maintained, and appropriately represented in internal and/or external financial disclosures.

2.3. Travel and Entertainment Expense Reimbursement

SCL reimburses employees for all reasonable and necessary expenses incurred for the benefit of SCL SCL assumes no obligation to reimburse employees for expenses that are not in compliance with the SCL Travel and Entertainment Policy. Employees must submit accurate business expenses in accordance with SCL's Travel and Entertainment Policy. Travel and entertainment expense reimbursement requests that are inaccurate, inflated or based on fictitious expenses will be considered fraudulent. Employees that submit inappropriate or fraudulent reimbursement requests will be subject to discipline, up to and including termination. For additional information on the proper method for documenting expenses, as well as additional guidelines for traveling on SCL business, please see the **SCL Travel and Entertainment Policy**.

Example: *Employee Sue witnesses her manager Sam prepare a request for reimbursement which he will then process via the company's Concur system. Sam's records include documentation for entertainment that he provided to laboratory staff from People's Hospital. Sue notices that Sam's documentation includes a suspicious receipt that seems phony. Sam has in*

fact created a fake replacement receipt with his own computer after having lost the actual restaurant receipt. What should Sue do?

a. *Question Sam and conduct an investigation to determine whether the reimbursement request is proper.*

b. *Report the matter to the SNA Compliance Officer, the STAGO Ethics Committee or any of its members.*

c. *Realizing that her performance review is scheduled for next week, she should simply "look the other way" so as to not harm her working relationship with Sam and possibly provoke him into giving her a negative evaluation.*

The correct answer is b. Sue has witnessed a serious matter and a potential Code violation. Sue should not be concerned about her upcoming review because SCL has an express policy protecting her from retaliation from Sam. Sue should not conduct an investigation but rather should leave that the SNA Compliance Officer and the STAGO Ethics Committee to handle as appropriate.

2.4. Document Retention & Litigation Hold Procedures

Document management is critically important to SCL's business operations. All business records including documents, electronic records, emails, voicemails, and any other form of media should be maintained as required by SCL management and in accordance with applicable retention schedule. For more information, please see ***SCL's Record Retention Policy***.

In addition, from time to time, similar to many companies, SCL will be involved in a lawsuit or a potential lawsuit. In the event of litigation, SCL may need to issue a Litigation Hold Notice advising certain individuals of the company's need to retain, for legal purposes, specific types of records including documents, electronic records, email, voicemails and other forms of company information. If an SCL employee receives a Litigation Hold Notice memorandum from SCL management or Legal Counsel, such SCL employee is required to immediately follow the requirements of the notice. Litigation Hold Notices supersede any other retention schedule that would otherwise apply to the records at issue. It is important that records subject to a Litigation Hold Notice not be destroyed or in any way altered. SCL employees must follow the Litigation Hold Notice procedures.

Example: *Manager Debra recently fired a member on her team named Larry. After his termination, Larry sends an email to the entire department stating his intention to sue the company for unlawful discrimination. Debra subsequently calls a meeting and instructs members of the team to delete the email as well as prior emails from Debra to the team that included jokes about Larry's age and sexual orientation. What should Debra's remaining team members do about Debra's instruction?*

a. *Follow Debra's request and not second guess her strategy for defending against Larry's threatened lawsuit.*

b. *See whether SCL's document retention schedule calls for deletion of emails upon a manager's request.*

c. *Refrain from deleting anything about employee Larry given the threat of possible litigation and follow up with the SNA Compliance Officer, the STAGO Ethics Committee or any of its members to confirm what the correct thing to do is.*

The correct answer is c. The company is on notice of potential litigation so all documents relating to Larry should be kept. The manager's request to delete emails is wrong. Checking in with the SNA Compliance Officer, the STAGO Ethics Committee or any of its members is the right thing to do if you are in doubt before destroying or deleting any documents including email.

2.5. Personnel Records

SCL believes that an effective system for keeping records on job applicants, current employees, and former employees is essential to the proper functioning of the Human Resources and Accounting Departments. Additionally, SCL strongly respects the privacy rights and dignity of each employee. Employees are required to update their contact and status information as appropriate with Human Resources. The company pledges to conduct its business in a way that protects the privacy of the entire workforce. SCL also intends to ensure that its practices are in compliance with the Personal Information Protection and Electronic Documents Act (PIPEDA) and all other applicable provincial laws related to privacy. Employees who handle personnel records as part or all of their job, including Human Resource professionals, accounting professionals, and managers, are to handle, file and distribute personnel data in a confidential manner that respects and safeguards the privacy of SCL employees. Employee data should be shared or distributed only to those with a clear business need. Employee data should not be placed on unauthorized storage devices including laptops, thumb-drives, or other media that may be easily lost or stolen. All personnel records must be kept secure and confidential at all times.

3. USE OF COMPANY ASSETS FOR ELECTRONIC COMMUNICATIONS AND THE INTERNET

3.1. Limiting Use to Business Purposes

All communications data and information sent or received using SCL equipment or assets are SCL property and are not private communications. SCL owns and/or controls access to all communications equipment, including computers, software, email, instant messaging, text messaging, voice mail, conferencing equipment, company cell phones, and handheld devices. Additional SCL property includes all office supplies, SCL-owned or leased equipment, and furniture and therefore employees should use such resources for business purposes. SCL reserves the right to monitor all communications, including internet usage, and all other assets, to ensure that they are used for their intended business purpose and in accordance with applicable laws and SCL policies.

3.2. Incidental Personal Use

The Company recognizes that SCL employees may need to use Company equipment and/or communications from time to time for personal use. SCL employees may use SCL's computer/communication systems for limited non-disruptive personal use. Such use is considered to be part of SCL's Computer/Communication Systems. For more information, please see the ***SCL Computer/Communication Systems Policy***.
In general, such personal use is allowed provided such use:

- Is limited in duration or extent;
- Does not adversely affect your attention to, or completion of, your job responsibilities;
- Does not result in any significant incremental cost to the Company;
- Does not contain pornographic or offensive material, discriminatory or harassing language or derogatory references to race, age, disability, ethnicity, marital or family status, national origin, color, religion, creed, sex, sexual orientation, or any other characteristic protected by law;
- Does not otherwise violate this SCL Code or other SCL policy, particularly the sections related to conflicts of interest and/or disclosure of confidential information; and
- Does not include forwarding chain letters, mass emails for non-business purposes, or selling items or services for personal gain.

4. CONFLICTS OF INTEREST

As generally addressed in the STAGO Group Code of Business Ethics, STAGO and its various affiliate organizations including SCL strive to encourage and promote objectivity in business decision-making. Certain types of potential conflicts of interest merit particular attention and are addressed below.

4.1. Outside Employment

SCL employees are required and expected to dedicate their working time to their SCL position. To the extent SCL employees accept part-time or other employment, such outside activity should have no adverse effect on the employee's job duties with SCL Under no circumstances are SCL employees allowed to accept employment with any SCL competitor or with SCL Business Partners. Employees are encouraged to discuss any potential outside employment with the SNA Compliance Officer, the STAGO Ethics Committee or any of its members to confirm that there is no conflict of interest.

4.2. Outside Business Conducted at SCL

Employees cannot conduct the business of any outside employment during their work time at SCL Further, SCL assets, including email, voice mail, fax, computers, copiers and the like cannot be used in furtherance of non-SCL business.

Example: *Manager Zach works as a real estate broker in his spare time. He routinely communicates with his real estate partners on his personal cell-phone during the day. At times, he uses* SCL*'s fax machine and computer to conduct his real estate business but he is careful to do this during his lunch break and after business hours. Has Zach violated the Code?*

a. Yes, Zach is using company assets for a personal business rather than SCL business.

b. No, as long as he continues to use the fax and computer during lunch and after business hours.

c. No, because he once asked his supervisor if he could "quickly use" the fax and computer to complete a real estate deal and his boss said he "did not care."

The correct answer is a. The computer and fax are for SCL business use only. While incidental use of these assets for personal use is acceptable, such assets should not be routinely used for non-SCL business even if such use is approved on a one-time basis.

4.3. Outside Directorships

Employees who wish to serve or continue to serve on the board of directors of any organization, for-profit or non-profit, must disclose their plans to the SNA Compliance Officer, the STAGO Ethics Committee or any of its members so a determination can be made by SCL management whether such a position is in conflict with employment at SCL.

4.4. Financial Interest in SCL's Business Partners

Employees must disclose to the SNA Compliance Officer, the STAGO Ethics Committee or any of its members any direct or indirect (via family members) financial interest in SCL's Business Partners, customers, or clients. For purposes of this paragraph, "financial interest" is an ownership interest of greater than 5% in the entity at issue.

Example: *John is an SCL Employee. His wife, Susan, recently launched a software development company. John is a manager in the SCL finance department and the finance unit has declared the need to find a new software vendor to develop financial reporting capability. John has been given the responsibility to find the best vendor for the company. John knows the usual process is to get quotes from several vendors and to retain the vendor that is best for the company. In this instance, however, John believes this is an excellent opportunity to help his wife's new business venture and, because of how well he knows Susan and her talents, he is confident she will do a good job for the company. Has John violated the Code?*

a. No, he has much better knowledge of Susan's capabilities and her integrity. Retaining Susan is a safe bet for the company.

b. Yes, John has a conflict of interest and he has not reported this matter to his manager.

c. Yes, John has failed to follow the protocol for hiring a vendor.

Answer: Both b and c are correct. John should alert his manager or the SNA Compliance Officer, the STAGO Ethics Committee or any of its members to the fact that his wife owns a company that may be a possible match for the company's need and this will provide the company with the ability to identify another decision maker for the vendor selection process. John's attempt to take a short cut in the vendor selection process is also a breach of the Code given that the process is a company requirement.

4.5. Employee Political Involvement

SCL does not make contributions or payments to political parties or candidates nor will management directly or indirectly suggest that employees contribute to any particular party or candidate. Employees may not endorse candidates on SCL's behalf. Employees are encouraged to be involved in the political process as private individuals and they are free to express their political views and to support candidates of their choice. Employees are prohibited, however, from speaking on political matters on SCL's behalf without the express consent of the SCL Senior Management Team. Moreover, SCL employees may not use corporate resources or seek reimbursement from SCL for any expenditure in connection with such political activities.

4.6. Entertainment, Gifts and Meals

Providing and/or receiving entertainment, gifts or meals to or from Business Partners and any other business colleagues often is wholly appropriate. Such activity, however, if not properly

managed with clear rules and good judgment can create an actual or potential conflict of interest as well as the appearance of impropriety.

SCL employees must not participate in the breach of any Business Partners' rules regarding entertainment, gifts and meals for their own employees.

SCL employees with direct customer interaction (in particular, but not limited to, sales, marketing and training activities) must comply with the latest version of the SCL Code Supplement for Health Care Compliance Requirements (referred to as the "SCL Code HCR Supplement"). Accordingly, the requirements of this section of the SCL Code are in addition to the applicable restrictions imposed by the SCL Code HCR Supplement. Moreover the restrictions below are in conjunction with the global standards set forth in the STAGO Group Code of Business Ethics. Where Business Partners' policies or specific SCL or STAGO policies are more restrictive, the most restrictive policy must be followed. In general:

- **Meals –** Must be modest in value relative to the geographic location of the meal. Generally speaking, lunch should be no more than $50 CAD per meal, and dinner should be no more than $200 CAD per person.
- **Entertainment –** Must always have a legitimate business purpose and should not compromise the business judgment, impartiality or loyalty of those being entertained. SCL employees may accept or provide a reasonable level of entertainment from Business Partners and business colleagues. Such entertainment should not be in excess of $200 CAD per person and must not conflict with the rules, if any, that pertain to the Business Partners or such business colleagues by virtue of their respective employer policies.
- **Gifts –** As a general rule giving or receiving gifts is allowed to the extent not otherwise prohibited by way of Business Partners' policies or the SCL Code HCR Supplement. Such allowed gifts must not exceed $50 CAD in value.

5. CONFIDENTIALITY OF CORPORATE INFORMATION

5.1. Asset Protection

SCL's assets include, among other things, customer and employee private information, network operations and facilities, computer systems and passwords, security procedures, company facilities and their locations, technical and marketing research data, product development information, business plans and strategies, other business confidential information, and SCL property. SCL employees handling these assets in the course of their employment must keep such information safe and secure from theft, destruction, and loss. Accordingly, SCL employees must take all appropriate precautions to protect these SCL assets, systems and premises. Such precautions include the proper handling of assets, properly securing these assets, and ensuring that visitors are properly escorted.

5.2. Intellectual Property

Intellectual property includes information protected by STAGO's trademarks, patents or copyrights, the use of which is restricted by applicable intellectual property laws. To safeguard STAGO's intellectual property from illegal copying or other misuse, SCL employees must ensure that intellectual property is properly labeled with or identified by trademark, service mark or copyright symbols.

If an SCL employee is unsure whether or what protection is necessary or appropriate for a particular item, or he/she believes disclosure or use by a third party is improper, such employee must contact the Legal Department.

5.3. Proper Use of Others' Intellectual Property

SCL employees must respect the proprietary rights of others by complying with all applicable laws and agreements that protect the intellectual property rights of others, including all business providers, competitors or customers. Unless an SCL employee obtains the intellectual property owner's specific prior consent, such employee may not copy, distribute, display, perform, or modify third-party copyrighted materials, or conduct peer-to-peer or other file sharing of copyrighted materials. A work may be protected by a copyright even if there is no notice on the work.

5.4. Protecting SCL's Reputation

SCL's reputation as a company is a key asset. SCL employees are responsible for protecting this valuable asset. Use of the company brand and logo must adhere to approved corporate identity specifications. Unless an SCL employee receives prior approval, such employee may never suggest that she/he is speaking on behalf of SCL and/or STAGO when presenting her/his personal views at community, professional or cultural functions, or on the Internet. Even if an SCL employee claims to be speaking on her/his own behalf, such employee must not mention SCL and/or STAGO without first coordinating her/his comments with SCL's Director of Marketing. Further, all requests for interviews and/or comments from national and local media should be referred immediately to SCL's Director of Marketing.

5.5. Protecting SCL's Confidential Information

SCL expects undivided loyalty to the interests of the company, including protection of the company's trade secrets and its private and confidential Business Partner information. "Confidential information" refers to all non-public information, in any form, emanating at any time from SCL, its affiliates, any SCL Business Partner, or any other person that relates in any way to the business or operations of SCL, its affiliates, or any SCL Business Partner. Confidential information includes SCL information that is labeled "confidential" as well as information that is not labeled as "confidential" but by its nature should be reasonably construed as being confidential to SCL Examples include SCL business plans, operations plans, strategy plans, financial data, product and service information, Business Partner data, sales data, company reports, personnel information, contracts and related information.

Employees shall preserve and protect trade secrets and Confidential Information including all physical and non-physical forms of that information. Employees may not share such privileged information with people outside of the company or discuss such matters with other SCL employees unless such employees have a clear business need for the information. Any inquiries from outside sources that claim to have a "need to know" should be referred to a member of the SCL Senior Management Team. Employees who terminate employment with SCL are obligated to continue to maintain the confidentiality of proprietary information obtained or developed while employed by SCL

Upon termination of employment, or earlier, if requested to do so by SCL regardless of the timing, reasons, or circumstances of the termination, employees must deliver to SCL all materials, documents, passwords, and other tangible or intangible storage media containing any form of Confidential Information, whether located on SCL's premises or elsewhere.

For more information, please see the ***SCL Information Privacy and Security Policy and Procedure Manual***.

Example: *Stephen enters an elevator with his co-worker Andrew and there are other people in the elevator that do not work for SCL, including senior managers from Ace Hospital, a major SCL customer. As they enter the elevator, Andrew continues discussing the details of* SCL*'s strategic business plans including pricing and market strategy. What should Stephen do?*

a. *Continue discussing the project so as not to be rude to Andrew.*
b. *Politely say to Andrew, "lets discuss this when we get back to the office."*
c. *Just ignore Andrew and not say anything.*

The correct answer is b. Stephen's comment to Andrew will help Andrew remember his duty to keep confidential any company information.

6. COMPLIANCE WITH LAWS

As generally addressed in the STAGO Group Code of Business Ethics, STAGO and its various affiliate organizations, including SCL, strive to encourage and promote compliance with any and all applicable laws. SCL is committed to comply with all applicable federal, provincial, and local laws. Certain types of laws that may apply to all or some SCL employees merit particular attention and are addressed below.

6.1. Personal Health Information Privacy

SCL employees must adhere to laws protecting the privacy of certain health information, including Personal Information Protection and Electronic Documents Act ("PIPEDA") and related laws and regulations and their provincial equivalents (Alberta's Personal Information Protection Act; British Columbia's Personal Information Protection Act; New Brunswick's Personal Health Information Privacy and Access Act; Newfoundland and Labrador's Personal Health Information Act; Nova Scotia's Personal Information International Disclosure Act; Ontario's Personal Health Information Protection Act; Quebec's Act Respecting the Protection of Personal Information in the Private Sector), as amended from time to time, and to SCL's internal privacy policy. PIPEDA and certain regulations issued thereunder have imposed obligations on many of SCL's customers regarding the protection of certain health information. To assist our Customers in complying with these obligations, as well as with respect to SCL's group health plans, SCL has agreed to comply with the terms of certain Business Associate Agreements. The terms of such agreements require, among other things, that SCL establish reasonable safeguards and other measures for the protection of certain health information. SCL employees whom, by virtue of their job position, are subject to the PIPEDA and related laws and regulations and the SCL privacy policy must familiarize themselves with such regulations and adhere to the requirements therein. In particular, SCL employees should ensure that any health information that they transfer or transmit, including photocopies or print-outs or information transmitted over the internet, cannot be identified with a specific patient. Whenever possible, data should be stripped of any identifying information. This reduces the risk of inadvertent disclosure of personal health information and protects the privacy interests of patients. For more information, please see the ***SCL Policy on Personal Health Information & Privacy.*** If you are unsure about your responsibilities please speak to your manager and/or the SCL Privacy Officer.

6.2. Competitive Intelligence

SCL requires all employees to comply with all applicable laws in acquiring competitive intelligence. SCL prohibits acquiring competitive intelligence by means of theft, blackmail, wiretapping, electronic eavesdropping, bribery, improper inducement, receiving stolen property, threats, or other improper methods. Employees must respect the confidentiality of competitors' information and must not misrepresent who they are or for whom they work in obtaining such information. Employees should immediately notify their manager whenever the employee believes he/she has received information that the employee believes may be confidential or proprietary to another organization.

6.3. Antitrust

SCL strives to conduct business with Business Partners and competitors with complete honesty and integrity. SCL is committed to upholding laws which exist to promote vigorous competition and open markets. SCL prohibits employees from making false statements about competitors or their products or services; and prohibits employees from illegally obtaining the competitor's confidential information.

6.4. Healthcare Compliance

SCL's relationships with health care professionals ("HCPs") are heavily regulated and strictly enforced by SCL as well as various regulatory agencies. Generally speaking, a health care professional is any individual or entity, directly or indirectly involved in the delivery of healthcare that can purchase, prescribe, lease, recommend, or use SCL products. The rules that govern the payment of anything of value such as gifts, meals, entertainment, honoraria, sponsored trips or grants, are complex and differ across States and countries. The consequence for failing to comply with these rules can result in significant monetary and sometimes criminal penalties. If, by virtue of their role at SCL, SCL employees are in contact with HCPs, it is their duty to know the applicable laws and SCL policies that pertain to dealing with HCPs and to strictly adhere to such rules. More information on these regulations can be found under the SCL Code's current supplement for Health Care Compliance Requirements.

6.5. Corruption of Foreign Public Officials

The Foreign Corrupt Practices Act (FCPA) is a United States Federal Act which strictly prohibits the use of bribes or illegal payments to any non-United States official, political party or political candidate to obtain or retain business or other improper advantage. The Corruption of Foreign Public Officials Act (CFPOA) is the Canadian equivalent of the FCPA. SCL prohibits employees from participating in activity that might violate the FCPA or the CFPOA, such as commercial bribes, kickbacks, manipulations of sales, and keeping inaccurate books and records that attempt to disguise or conceal illegal activity.

6.6. When the Canadian Government is our Client

SCL does substantial business with government entities. While integrity is the foundation for all dealings with clients, special rules apply when the government is a client. Violations can result in criminal and civil penalties as well as exclusions from bidding on future government contracts.

Guidelines:

Those involved in bidding on or providing service under a government contract need to know and apply the following rules:

- Never seek or accept confidential bid information or government sensitive information related to a competitor;
- Never give or authorize the giving of any cash payment from SCL funds to any government official;
- Never give or authorize the giving of payments in goods to any government official;
- Never offer or provide gifts, gratuities or entertainment to any government official without prior written approval by the SNA Compliance Officer;
- Be familiar with the contract you are working under and conform strictly to the contract's terms and conditions;
- Billings must always be accurate, complete, and in full compliance with all rules and regulations;
- Labor hours and other costs, especially when performed under cost-reimbursable, time and materials, and labor-cost type contracts must always be accurate, complete, and in full compliance with all rules and regulations;
- Be truthful, accurate, and complete in all invoices, representations and certifications;
- Know your government client's specific rules and regulations; and
- Do not initiate any discussions about employment with any current or former government employee or agency with which you have had a business relationship without first consulting the SNA Compliance Officer, the STAGO Ethics Committee or any of its members. This includes employment with SCL or with a government agency.

If you have any further questions or concerns, please consult the SNA Compliance Officer, the STAGO Ethics Committee or any of its members.

7. REPORTING VIOLATIONS OF THE CODE

As reflected in both the STAGO Group Code of Business Ethics and the SCL Code, STAGO and its affiliate organizations, including SCL, strive to maintain an ethical workplace that complies with any and all applicable laws. By working together, SCL and its employees can help accomplish the objectives of the Codes and lessen the potential for liability that arises from failure to comply with laws, rules and the Codes.
Accordingly, SCL employees are encouraged to report any conduct which they believe may constitute a violation of the law, the STAGO Group Code of Business Ethics and/or the SCL Code as well as any conduct prompting concern or doubt. SCL employees may make such reports by talking to supervisors, managers, the SNA Compliance Officer or any member of the STAGO Ethics Committee or other appropriate personnel.

7.1. Code Contacts

SCL employees who wish to report any suspected violations of the STAGO Group Code of Business Ethics and/or of the SCL Code should do so first by reporting to the SNA Compliance Officer, as designated hereunder.

- **Compliance Officer, SNA:** Marc Bouchacourt
  Tel: +1 (973) 631-1200 extension 4207
  Email: Marc.Bouchacourt@stago.com

Reports may also be submitted via:

(1) Dedicated email address: **Ethics@ca.stago.com**, to which only the SNA Compliance Officer and his/her designee have access.

(2) U.S. Mail to: Compliance Officer, SNA
Diagnostica Stago, Inc.
Five Century Drive, Parsippany, New Jersey 07054

If reporting to the SNA Compliance Officer is not possible, for example because of an identified risk of conflict of interest or where there is a perception that the SNA Compliance Officer is involved or implicated in questionable conduct, reporting may be submitted to a supervisor or manager or to a specific member of the STAGO Ethics Committee by including in the report an explanation as to why the SNA Compliance Officer may have a conflict of interest or may be involved or implicated in the reported matter.

The SNA Compliance Officer will not participate in any activities assigned under the STAGO Group Code of Business Ethics and/or the SCL Code, which involve the audit, investigation or review of that individual or of any activities under his or her direction or control.

If no acknowledgement has been received pursuant to such initial reporting within 5 business days, reporting may be submitted to any of the following contacts who collectively comprise the STAGO Ethics Committee:

- **Stago Group President:** Jean-Claude Piel
- **Stago Group Chief Financial Officer:** Antoine Coulot
- **Diagnostica Stago France, Coordination Manager:** Brigitte Crelier
- **Stago Group General Counsel:** Fabienne Clarac

Reports to the STAGO Ethics Committee may be submitted via:

(1) Dedicated email address: **Ethics@stago.com**, to which only the STAGO Ethics Committee members have access.

(2) Mail to: STAGO Ethics Committee
Diagnostica Stago, S.A.S.
3 Allée Thérésa
92665 Asnières-sur-Seine
France

7.2. Method of Reporting

To the extent SCL employees elect to submit a written report of a Code violation or a suspected Code violation, such written report should be delivered in an envelope marked Personal and Confidential, to be opened only by the SNA Compliance Officer or, when relevant, by a member of the STAGO Ethics Committee. To the extent possible, it is helpful if all reports include the following information:

- Name of the alleged wrongdoer(s) and, if relevant, the location of their employment;

- Description of the alleged event including where, when, how;
- Names of witnesses that may be helpful for review of the matter; and
- Description, location, availability of documented and written material relating to alleged criminal conduct or violation of this Code.

You are encouraged, but not required, to provide your name and phone number for future contact.

7.3. Confidentiality of Report

The STAGO Ethics Committee together with the SNA Compliance Officer will hold your identity and any report you may submit in strict confidence and on a "business need to know basis." However, absolute confidentiality cannot be guaranteed and SCL assumes no liability for the subsequent release of the name of the individual(s) making such report. The STAGO Ethics Committee and the SNA Compliance Officer will generally limit the release of information only to:

- Third party advisors, such as outside legal counsel and independent public auditors, as deemed necessary;
- The senior management of SCL's parent organizations if deemed necessary; and
- Appropriate law enforcement officials.

Anonymous reports will be treated seriously and investigated as fully as possible, however the completeness of the investigation may be adversely affected if the report is anonymous.

7.4. Prohibition against Retaliation

No retribution or retaliation will be taken against any person who has filed a report based on a good faith belief that an employee of SCL has engaged, or is about to engage in, criminal conduct or conduct in violation of this Code. Additionally, retaliation is prohibited against any individual who cooperates in an investigation pertaining to a potential Code violation.

Retaliation is discriminating against or taking an adverse employment action against an employee because that individual reported a concern related to a potential Code violation or participated in an investigation relating to a potential Code violation.

Any person who takes (or attempts to take) retaliatory action against another employee, for reason of a good faith report by this employee, will be subject to appropriate disciplinary action up to and including termination of employment. SCL employees are directed to report immediately to the STAGO Ethics Committee any action that they believe is retaliatory as described above.

7.5. Investigations

Only the STAGO Ethics Committee and the SNA Compliance Officer or their designees have the authority to conduct an internal investigation relating to an actual or potential breach of this Code. All SCL employees have the duty to cooperate fully with any internal investigation conducted by SCL. Such cooperation includes but is not limited to: (1) cooperating with an interview and being truthful and candid; and (2) maintaining any and all information and documents relevant to the investigation. Nothing in this Code prohibits or discourages any SCL employee from fully cooperating in any investigation conducted by law enforcement

officials. SCL fully encourages all SCL employees to fully cooperate in any such investigations, subject to all applicable rights and privileges. SCL employees who fail to cooperate with an SCL internal investigation or with an investigation conducted by law enforcement officials will be subject to discipline up to and including termination of employment.

7.6. SCL Reports to External Parties

In accordance with applicable laws and regulations, the SNA Compliance Officer and/or the STAGO Ethics Committee will determine whether a particular breach of the Codes involves issues that trigger a reporting obligation to law enforcement, the government's Office of Inspector General, or any other third-party. The SNA Compliance Officer has the express authority to make a report on SCL's behalf to appropriate law enforcement or to an external governmental agency.

Matters that involve certain violations of criminal law, violations of the applicable laws or regulations prohibiting false claims to the government, or matters involving overpayments on a particular government contract will be reported in accordance with applicable regulations. Any questions about such reporting can be forwarded to the SNA Compliance Officer or the STAGO Ethics Committee.

8. WAIVERS

SCL employees who believe a waiver of the Codes is necessary or appropriate, must provide a written explanation for such need to the SNA Compliance Officer or the STAGO Ethics Committee in advance of any action that is otherwise deemed a breach of the Codes. No waiver shall be deemed to have been granted unless the waiver is in writing and signed by the SNA Compliance Officer or a member of the STAGO Ethics Committee.

9. ANNUAL AND NEW HIRE CERTIFICATION REQUIREMENTS

SCL employees must certify at the point of hire and annually thereafter that they understand their responsibilities under the Codes. All employees will be given access to the Codes and will be required to sign an employee certification form upon hire. This certification will be renewed on an annual basis and signed by each employee. (See attached forms).

STAGO CANADA LTD.
Code of Business Ethics and Conduct Certification
Form 1

All SCL employees (as that term is defined in the introduction paragraph of the Stago Code of Business Ethics and Conduct: Canadian Edition) are required to sign this form upon initial employment and thereafter fill out and sign Form 3 annually or whenever the STAGO Group Code of Business Ethics or the Stago Code of Business Ethics and Conduct: Canadian Edition is substantially revised.

SCL is committed to the highest standards of integrity. This means that SCL is dedicated to conducting business in an ethical manner and in compliance with all applicable laws, rules and regulations. All employees should understand that improper activities could damage SCL's reputation and result in serious adverse consequences for both the company and the individuals involved. Moreover, all employees should avoid practices that may create even an appearance of impropriety. The purpose of the Stago Code of Business Ethics and Conduct: Canadian Edition is to affirm required standards of conduct.

Doing Business with the Canadian Government

SCL emphasizes that this fundamental commitment to conducting business in an ethical manner and in compliance with all applicable laws, rules and regulations is especially significant with respect to contracts involving the Canadian Government. When SCL is awarded a government contract, the company has an obligation to the public and the nation to fully comply with government contracting laws, rules and regulations, as well as the highest standards of integrity.

SCL is dedicated to ethical and legal conduct, and expects its employees to adhere to the same high standards. As a result, the undersigned acknowledges that:

a) I understand my obligations related to confidential, proprietary and/or government sensitive information, including classified information, relative to the operations of SCL, its clients, or competitors.

b) I will not accept or use a competitor's confidential or proprietary information, government sensitive information relating to such competitor, or something similar belonging to anyone else.

c) I understand my obligation is to comply with company policies and procedures, as well as laws and regulations, prohibiting bribes, gratuities, kickbacks, and the government's acceptance of items of value, including meals and entertainment, from vendors. I also understand that my obligation is in no way limited to compliance with these topics and extends to all laws and regulations.

d) I understand the need and requirements pertaining to conflicts of interest or potential conflicts of interest.

e) I understand that the integrity of our data is of paramount importance. Improper alteration or manipulation of data will not be tolerated.

f) I understand that SCL will not tolerate any violations of company policies and procedures or applicable local, provincial, and federal laws, rules and regulations.

g) I understand that all employees have an obligation to report any actual or suspected violations of company policies and procedures or applicable local, provincial, and federal laws, rules and regulations. Employees are required to report such actual or suspected violations to their supervisor, manager or the SNA Compliance Officer or the STAGO Ethics Committee.

In addition, by signing below I also hereby certify and acknowledge that:

1) I have access to and I have read both of the latest versions of the STAGO Group Code of Business Ethics and the Stago Code of Business Ethics and Conduct: Canadian Edition.

2) I fully understand my duty to comply with both Codes.

3) I recognize that failure to comply with the STAGO and/or SCL Code may subject me to disciplinary action, up to and including termination of my employment, and may result in criminal and/or civil consequences for the individuals involved.

4) I have reviewed all online and audio material provided as part of this year's training received on the STAGO and SCL Codes or have been informed by SCL that I will receive such training within 90 days from the date of my hire.

5) Irrespective of my position, I understand that if I engage in direct customer interactions, then I must also review the latest version of the SCL Code Supplement for Health Care Compliance Requirements and sign Certification Form 2.

_____	_____	_____
Printed Name	**Signature**	**Date**

STAGO CANADA LTD.
Code of Business Ethics and Conduct

REGULATORY CERTIFICATION FOR SCL EMPLOYEES WITH DIRECT CUSTOMER INTERACTIONS
Form 2

In order to comply with various federal and provincial law requirements pertaining to direct interaction (in particular, but not limited to, sales, marketing and training activities) with health care practitioners, please respond to the questions below to the extent you have engaged and/or are likely to engage in direct customer interaction on behalf of SCL (as that term is defined in the introduction paragraph of the Stago Code of Business Ethics and Conduct: Canadian Edition).

By signing below, I certify and acknowledge that:

1. I have read the SCL Code Supplement for Health Care Compliance Requirements ("SCL Code HCR Supplement").

2. I have received training on the SCL Code HCR Supplement and have reviewed all online and audio material provided as part of this year's training.

3. I fully understand my duty to comply with the SCL Code HCR Supplement.

4. I understand my obligation to maintain ethical relationships with all health care practitioners or professionals.

5. I fully understand my restrictions as they relate to my direct interactions with customers or potential customers of SCL and in particular with health care practitioners or professionals.

6. I recognize that as an SCL Employee my conduct as part of my direct interactions with customers or potential customers of SCL may subject SCL to significant civil penalties and fines.

7. I recognize that my failure to report my payments and transfers of value and other sales and marketing efforts as outlined in the SCL Code HCR Supplement may subject me to disciplinary action, up to and including termination of my employment.

_____	_____	_____
Printed Name	**Signature**	**Date**

STAGO Code of Business Ethics and Conduct: Canadian Edition

Annual Re-Certification

Form 3

All SCL employees (as that term is defined in the introduction paragraph of the Stago Code of Business Ethics and Conduct: Canadian Edition) are required to complete and sign this form annually.
Please answer the following questions based on your activities in the previous calendar year. If your answer to any of these questions is "yes," please provide a written explanation with additional details about your answer.

1. Are you a member or have you been in the past year a member of a Board of Directors/Trustees of any company or organization outside the Stago Group?
   Yes___ No___
2. Are you or have you been engaged in the past year in any outside employment?
   Yes___ No___
3. Do you have or have you had in the past year a financial interest in a competitor or any other organization that potentially competes with SCL? Yes___ No___
4. Did you share any Stago confidential information with a third party that was not on a "need to know" basis? Yes___ No___
5. Did you participate or notice any fraudulent activity at SCL? Yes___ No___
6. Did you have any criminal convictions in the previous calendar year[1]? Yes___ No___

I hereby certify and acknowledge that:

- The answers provided above are true and correct.
- I fully understand my duty to continue to comply with the latest version of:
  - the STAGO Group Code of Business Ethics; and
  - the Stago Code of Business Ethics and Conduct: Canadian Edition; and
  - the SCL Code Supplement for Health Care Compliance Requirements with regards to any direct customer interaction (including but not limited to sales, marketing and training activities) I may engage in on behalf of SCL
- I have reviewed all online and audio material provided as part of this year's training on the STAGO Group and SCL Codes.
- I recognize that failure to comply with these Codes and related policies may subject me to appropriate disciplinary action, up to and including termination of my employment.

_____	_____	_____
Printed Name	**Signature**	**Date**

[1] SCL does not automatically terminate employees for criminal convictions. SCL considers all mitigating circumstances when reviewing an employee's criminal conviction.

STAGO CANADA LTD.
CODE SUPPLEMENT
FOR
HEALTH CARE COMPLIANCE REQUIREMENTS

Version: 2023

TABLE OF CONTENTS

SECTION 1. INTRODUCTION

This Supplement for Health Care Compliance Requirements (hereinafter the "SCL Code HCR Supplement") is intended to supplement the Stago Code of Business Ethics and Conduct: Canadian Edition (hereinafter referred to as the "SCL Code"). This Supplement applies to all SCL employees having direct interaction with customers or potential customers and the health care practitioners and professionals ("HCPs") working for them, and in particular those SCL employees engaged in sales and marketing efforts as defined by applicable regulations.

SCL promotes and supports ethical and responsible interactions with HCPs, in particular in relation with the sale and marketing of its products and services and SCL respects independent decision-making by HCPs with regard to the health care of their patients. The SCL Code HCR Supplement is, in part, SCL's effort to raise awareness and heighten sensitivity among SCL employees about the various laws that regulate relations with HCPs, and the ethics standards to be complied with regarding such relations, in particular with respect to sales, marketing and training activities.

Except for low risk medical devices, the **Canadian Food and Drugs Act** (R.S.C., 1985, c. F-27) and Medical Devices Regulations (SOR/98-282) require manufacturers of devices to have a medical device licence from Health Canada before such devices can be sold in Canada. In order to obtain a medical device licence, device manufacturers must submit evidence to Health Canada that the safety, effectiveness and labelling requirements for their medical device have been met.

In addition, Canadian provinces have laws and regulations that regulate medical device manufacturers by restricting the sales and marketing activities of these organizations in relation to health care practitioners. Some of these laws may require certification by these organizations of their marketing efforts.

Sales, marketing and training efforts of SCL have among their primary goals to deliver information, in an ethical manner, about the company's products to health care organizations and HCPs that purchase and use medical devices. SCL sales, marketing and training efforts are directed primarily to hospital purchasing agents, but also sometimes to physicians, health care practitioners or health care professionals as defined by the relevant statutes.

In an effort to promote SCL's ethical sales and marketing practices, SCL has implemented an effective compliance program – one which includes policies and procedures that foster compliance with the SCL Code and its HCR Supplement – by:

- Adopting a written marketing code of conduct;

- Implementing, in connection with SCL's employee awareness and training programs, regular training to employees on applicable health care regulations as well as industry standards that correspond to their roles or functions at SCL;

- Implementing the SCL Code's policies and procedures for investigating and taking corrective action in response to instances of non-compliance applicable health care regulations; and

- Ensuring that the SNA Compliance Officer and STAGO Ethics Committee, who are responsible for administering the SCL Code, also enforce the SCL Code HCR Supplement.

SCL compliance efforts are ongoing and are subject to regular audits and enhancements. SCL will continually monitor its policies and procedures to ensure that it continues to promote and encourage ethical business practices amongst its workforce.

As noted above, SCL is subject to numerous laws and regulations governing the interaction of its employees with HCPs. Each law has varying requirements and restrictions. SCL will attempt to comply with all applicable laws and regulations as well as with the Medtech Canada (formerly MEDEC) Code. However, SCL employees are responsible for ensuring that they are in compliance with the rules and regulations of the jurisdiction that governs their customer interactions.

A summary of the Medtech Canada (formerly MEDEC) Code as well as various provincial regulations currently applicable is provided below. For questions relating to your duties and requirements under applicable provincial law, please consult the SNA Compliance Officer or any member of the STAGO Ethics Committee.

SECTION 2. REGULATORY AND INDUSTRY STRUCTURE

SCL employees are advised that many Canadian publicly-funded entities, such as hospitals, have enacted conflict of interest policies and/or internal by-laws governing procurement. These conflict of interest policies and procurement guidelines often restrict the types of relationships that vendors are permitted to have with employees.

A failure to abide by these policies and/or internal by-laws governing procurement may lead to SCL being excluded from consideration. Since these conflict of interest policies and/or internal by-laws vary considerably, it is impossible to provide a comprehensive summary. In general, these policies seek to create a fair and transparent procurement process and may provide a mechanism for unsuccessful vendors to challenge a procurement decision.

SCL subscribes to the voluntary code of conduct of Medtech Canada (formerly MEDEC), the national association leading the effort to develop and advance Canada's innovative medical technology industry.

SCL employees are responsible for learning about the legal, regulatory and industry requirements that govern their sales and marketing practices.

SCL employees routinely interact with physicians in the course of sales activities. SCL employees should always be aware of the ethical limits with respect to physician interactions with industry and to conduct themselves accordingly.

Physicians are individuals who are licensed to practice medicine by the respective provincial College of Physicians and Surgeons or, in Quebec, the Collège des Médecins.

As indicated earlier, SCL employees must be aware of the expectations and regulatory requirements of the physicians with whom they deal and the various guidelines, regulations and codes have been reproduced as Schedules. While the Schedules are not directly applicable to SCL employees, SCL employees must not facilitate breaches of these codes of ethics, regulations

and/or guidelines by physicians. If there is any concern, the the SNA Compliance Officer or any member of the STAGO Ethics Committee should be consulted.

Schedule "A" – Medtech Canada (formerly MEDEC) Code of Conduct

Medtech Canada has enacted a revised Code of Conduct in June 2019. The guiding principle is that there should not be any "undue influence" on healthcare professionals making decisions regarding the sale, lease, or prescription of products. SCL employees are expected to abide by the Medtech Canada Code of Ethics in all interactions with healthcare professionals.

Schedule "B" – CMA Guidelines

The Canadian Medical Association (CMA) is a not-for-profit organization that represents the interests of physicians in Canada. This is a voluntary, fee-based, association that has published the *Guidelines for Physicians in Interactions with Industry ("CMA Guideline").*

The CMA Guideline limits the involvement of non-physicians and industry members like SCL in Continuing Medical Education/Continuing Professional Development ("CME/CPD") and has restricted the type of compensation that can be paid to physicians for attending a CME/CPD event.

Many provincial professional colleges have incorporated or adopted the CMA Guideline, in whole or in part, into their guidelines or rules. The CMA Guideline is an excellent reference point with respect to interactions with physicians.

Schedule "C" – College of Physicians & Surgeons of Alberta

The College of Physicians & Surgeons of Alberta governs physicians practicing in the province of Alberta and has enacted specific rules regarding physicians' interactions with industry and/or conflicts of industry. These have been reproduced for your ease of reference.

Schedule "D" - College of Physicians and Surgeons of British Columbia

The College of Physicians & Surgeons of British Columbia governs physicians practicing in the province of British Columbia and has enacted rules regarding Conflicts of Interest that impact on physicians' interactions with industry. These have been reproduced for your ease of reference.

Schedule "E" – Ontario - Conflicts of Interest under the Medicine Act, 1991

In Ontario, the *Medicine Act, 1991* governs physicians practicing in Ontario and the Conflicts of Interest rules are regulations enacted under that piece of legislation that impact on physicians' interactions with industry. These have been reproduced for your ease of reference.

Schedule "F" - Quebec Code of Ethics of the Collège des Médecins,

In Quebec, physicians (“Médecins”) are governed by the Quebec Collège des Médecins and certain aspects of its Code of Ethics are relevant to physicians’ interactions with industry and have been reproduced for your ease of reference.

Schedule “G” – Nova Scotia College of Physicians and Surgeons

The College of Physicians & Surgeons of Nova Scotia governs physicians practicing in the province of Nova Scotia and has enacted rules regarding Conflicts of Interest that impact on physicians’ interactions with industry.

CONCLUSION : If you have any questions whether an SCL involvement with a healthcare professional might violate the Medtech Canada Code of Conduct, the conflict of interest or procurement by-laws of a potential purchaser, the CMA Guidelines or any legal, regulatory or ethical requirement, please contact the SNA Compliance Officer or any member of the STAGO Ethics Committee.

SCHEDULE “A” – MEDTECH CANADA (FORMERLY MEDEC) CODE OF CONDUCT EXCERPTS

Full version available on line at:
https://cdn.ymaws.com/medtechcanada.org/resource/resmgr/code_of_conduct/2019_code_en_append.pdf

Section 4. Company-Conducted Product Training and Education

Medtech Canada recognizes the essential commitment that Companies make to provide Healthcare Professionals or Government Officials with appropriate product education and training. Historically, both industry and Healthcare Professionals or Government Officials have worked collaboratively in providing education and training on medical technologies and therapies in order to improve the health of patients. Companies have a responsibility to make product education and training available to Healthcare Professionals, a practice that is strongly encouraged. However, Companies also recognize the need for Healthcare Professionals to preserve the freedom of the medical profession and maintain independence in ongoing education and assessment of Companies’ productsand services.

When providing these programs and activities, Companies should adhere to the following:

- Companies should ensure that the primary purpose of the program is to address the educational/training needs of the Healthcare Professionals. If meals and refreshments are provided, they should be modest in value. Activities primarily promotional in nature should not be considered as educational/training programs.
- Programs and events should be conducted in clinical, laboratory, educational, conference or other appropriate settings including the Company’s own facilities or commercially available meeting facilities that are conducive to effective transmission of knowledge. Where possible, programs requiring “hands-on” training in medical procedures should be held at training facilities, medical institutions, laboratories or other appropriate facilities. The training staff should have the proper qualifications and expertise to conduct such training.
- Companies may pay for reasonable travel, lodging (should an overnight stay be required), meals and refreshment costs incurred by attending Healthcare Professionals.
- Companies are not permitted to facilitate or pay for the meals, refreshments, travel, lodging or other expenses of guests of Healthcare Professionals or for any other person who does not have a *bona fide* professional interest in the information being shared at the meeting.

Section 5. Third-Party Educational Conferences

Bona fide independent, educational, scientific or policymaking conferences promote scientific knowledge, medical advancement and the delivery of effective healthcare. These typically include conferences sponsored by national, regional or specialty medical associations or societies, conferences organized by accredited continuing medical education providers. All third-party education conference decisions should be made based on objective criteria that does not take into account the value or volume of purchases made by, or anticipated from, the recipient. Companies may support these conferences in various ways:

- **Conference Sponsorships.** Companies may provide conference sponsorships when the event is primarily dedicated to promoting objective scientific and educational activities and discourse. Such sponsorships may either be (a) provided to the conference sponsor to reduce the overall conference costs; or, (b) provided to institutions or relevant organizations to allow attendance by Healthcare Professionals to support professional development, in which case the institution, organization or the conference sponsor selects the attending Healthcare Professionals. Such sponsorships should be paid only to organizations with a genuine educational purpose or function and may be used only to reimburse the legitimate expenses for *bona fide* educational activities. Such sponsorships also should be consistent with relevant guidelines established by professional societies or organizations. The conference sponsor should be responsible for, and control the selection of, program content, faculty, educational methods and materials.
- **Direct Support of HCPs.** Companies may not provide direct financial support to Healthcare Professionals for professional development at third-party educational conferences.
- **Meals and Refreshments.** Companies may provide funding to the conference organizer to support the conference's meals and refreshments. Also, Companies themselves may provide meals and refreshments for all Healthcare Professional attendees, but only if it is provided in a manner that is also consistent with the sponsor's guidelines. Any meals and refreshments should be modest in value.
- **Faculty Expenses.** Companies may make grants to conference organizer for reasonable honoraria, travel, lodging and modest meals for Healthcare Professionals who are *bona fide* conference faculty members.
- **Advertisements and Demonstration.** Companies may purchase advertisements and lease booth space for Company displays at conferences. Any games of chance such as sweepstakes or draws need to comply with applicable local laws and the Medtech Canada Code of Conduct (see Gifts Section 8). Any benefit must not exceed the limits noted in the Gifts Section 8.

Section 6. Sales, Promotional and Business Meetings

Healthcare Professionals or Government Officials to discuss, for example, product features, contract negotiations and sales terms, insofar as the relationship does not impede on the Healthcare Professional's or Government Official's ability to maintain professional autonomy and independence. Such meetings should occur at or close to the Healthcare Professional's or Government Official's place of business. It is appropriate for Companies to pay for occasional modest meals and refreshments for Healthcare Professional or Government Official attendees in an environment that is conducive to the exchange of information. Where plant tours or demonstrations of non-portable equipment are necessary, it is appropriate to pay for reasonable travel costs of attendees. However, it is not appropriate to facilitate or pay for meals, refreshments,

travel, lodging or other expenses of guests of Healthcare Professionals or Government Officials or any other person who does not have a *bona fide* professional interest in the information being shared at the meeting.

Section 7. Arrangements with Consultants

Many Healthcare Professionals and Government Officials serve as consultants to Companies providing valuable *bona fide* consulting services, including research, participation on advisory boards, presentations at Company-sponsored training and product collaboration. It is appropriate to provide Healthcare Professionals and Government Officials with reasonable compensation for performing these services. The following factors support the existence of a *bona fide* consulting arrangement between Companies and Healthcare Professionals or Government Officials:

- All consultancy agreements should have full transparency and HCPs should notify their employer.
- Company consulting arrangements should be written, signed by the parties and specify all services to be provided.
- Compensation paid to consultants should be consistent with fair market value for the services provided.
- Consulting agreements should be entered into only where a documented legitimate need and purpose for the services is identified in advance.
- Selection of consultants should be on the basis of the consultant's qualifications and expertise to address the identified purpose and should not be related to the volume or value of business generated by the consultant.
- Company-sponsored meals, refreshments and meeting venues that occur in conjunction with a consultant meeting should be modest in value and should be subordinate in time and focus to the primary purpose of the meeting.
- Companies may pay for reasonable and actual expenses incurred by consultants in carrying out the subject of the consulting arrangement, including reasonable and actual travel, modest meals and lodging costs incurred by consultants attending meetings with, or on behalf of, Companies.
- When a Company contracts with a consultant for research services, there should be a written research protocol.
- Government officials may be brought in as consultants and their employer should be notified.

Section 8. Gifts

Except in very few well defined situations below, Companies must not provide gifts to Healthcare Professionals or Government Officials. The only acceptable gifts that can be provided must be occasional and relate to the Healthcare Professional's practice, benefit patients or serve a genuine educational function, and must not be of a personal nature. Some examples of gifts allowed are medical textbooks or surgical and anatomical models, and any such gifts from a company may not exceed a fair market value of $100 CAD for any one instance.

Companies may occasionally give Healthcare Professionals or Government Officials items of minimal value (having a fair market value of $10.00 CAD or less) as long as such are within the permitted categories above. Some examples are pens and notepads in the course of a business

presentation or training. Gifts must not be given in the form of cash or cash equivalents (ie., gift cards or gift certificates); must be recorded accurately; and must be provided in connection with a normal business relationship, without the expectation of reciprocity.

It is not considered appropriate to give gifts to a Healthcare Professional or Government Official for their significant life events such as a marriage, birth or birthday. However, in the case of a death, each Company may make its own determination as to the appropriateness of sending flowers or making a donation subject to the maximum fair market value limit of $100 CAD or less.

Section 9. Grants and Charitable Donations

Companies may make educational and research grants and charitable donations for philanthropic purposes. It is not appropriate for Companies to provide grants and donations for the purpose of unlawfully inducing Healthcare Professionals or Government Officials to purchase, lease, recommend, use, or arrange for the purchase, lease or prescription of Companies' products. It is not allowable to provide a grant or donation directly to an individual Healthcare Professional or Government Official except where allowable in Section 5. All grants and donations must be provided directly to the Requesting Organization. All grant and donation decisions should be made based on objective criteria that does not take into account the value or volume of purchases made by, or anticipated from, the recipient. Companies should implement appropriate measures to ensure that such grants or donations are not employed as an unlawful inducement. In addition, grant and donation decisions should be made without the control or influence of the sales organization and be appropriately documented. This section does not apply to Education and Research Funding provided as a Contract Value Add. These are covered in Section 10.

9.1 Educational Grants

Educational Grants in accordance with Section 5, may be provided to educational institutions, professional organizations, and public healthcare institutions in support of bona fide continuing medical education programs, grand rounds, patient education and public education as long as all requirements of this Section are met. The Requesting Organization is responsible for controlling content, materials, budget, and selection of faculty. Educational Grants cannot be provided to Healthcare Professionals, medical practices or private healthcare institutions and cannot be used for recreation or entertainment or for programs in which the majority of content is not educational. Educational Grants can be monetary or medical technology, however, medical technology that is intended to be multi-use can only be provided as a loaned grant specifically for the requested program.

9.2 Research Grants

Research Grants may be provided to research institutions for purposes such as supporting genuine independent medical research for the advancement of medical science, or the improvement of healthcare delivery and increased patient access to healthcare technology. Research Grants must have scientific merit, well-defined objectives and milestones as well as reporting obligations to the donor organization to confirm appropriate grant use as per the applicable objectives and milestones. Research grants may not be unrestricted and may not be linked, directly or indirectly, to the purchase of medical technology from the granting organization.

9.3 **Charitable Donations**

Companies may make monetary or Medical Technology donations for charitable purposes such as supporting patient education, public education, or the sponsorship of events where the proceeds are intended for charitable purposes. Donations should be made only to organizations. Such organizations may include hospital foundations but do not include Healthcare facilities. Donations of Medical Technology intended for clinical use are not allowable except where the donation is intended to support a humanitarian mission/ disaster relief effort organized through a charitable organization. Charitable donations should not be made in response to a request by a Healthcare Professional or Government Official unless the Healthcare Professional or Government Official is an officer or employee of the organization and submits a written request on behalf of the organization.

Section 10. Requests for Proposals (RFP) and Tenders

10.1 Industry will follow all applicable conduct requirements in an RFP.

10.2 It is not unlawful for healthcare facilities to request “value added” items, grants or donations from Companies in conjunction with an RFP or tender process. Therefore “value added” requests are not unlawful inducements. However, Medtech Canada does not consider all “value added” requests as procurement best practice, unless the “value add” relates to the product and services requested in the RFP and are clearly defined (documented) within the RFP document. More detailed information can be found in Appen- dix A, Medtech Canada Value Add Position Paper dated May 2016.

Section 11. Entertainment and Recreation

It is not appropriate for Companies to provide or pay for “Entertainment” for Healthcare Professionals or Government Officials regardless of whether the Healthcare Professional or Government Official is a consultant, speaker or otherwise.

Section 12. Meals and Travel

Modest and reasonable meals and travel may be provided to Healthcare Professionals or Government Officials as an occasional business courtesy when part of a bona fide exchange of scientific, educational or business information. The time, duration of meals, and the venue in which they are provided should always be subordinate to the business purpose. Modest travel expenses are generally defined as economy class with exceptions permissible for legitimate reasons. It is not appropriate to provide meals or travel to spouses or guests of Healthcare Professionals or Government Officials or for any other person without a bona fide professional interest in the event.

This similarly applies to meals and travel in the following sections: 4. Company Conducted Product Training and Education, 5. Third-Party Educational Conferences, 6. Sales, Promotional and Business Meetings and 7. Arrangements with Consultants.

Section 13. Product Evaluations

Product evaluations are defined as situations where Companies leave products and services for use for a limited time by Healthcare organizations free of charge.

In accordance with procurement policies or guidelines of the Healthcare Professional's organization, companies may provide products to Healthcare Professionals, at no charge, as part of the sales and customer evaluation processes.

- Product evaluation purposes in the interests of a potential customer in order to ensure that the potential customer's requirements are satisfied;

The following are required to be in place at the start of the evaluation period:

- The length of the loan must be known and limited to a reasonable evaluation period.
- The arrangement must be documented between the institution and the Company stating the duration and subject of the evaluation, as well as its purpose.

Under no circumstances should a product evaluation be undertaken with the intention to unlawfully influence an RFP

Section 14. On-Site Product Demonstrations

On-site demonstrations are situations where Healthcare organizations utilize or observe equipment in their own clinical environment on a trial basis in the presence of a Company as part of the equipment selection process. The equipment remains in the possession of the Company over the course of the demonstration. The Company must assess if providing an on-site demonstration is appropriate in each circumstance.

Prior to the start of the on-site demonstration, the arrangement must be documented between the Healthcare organization and the Company which will contain the details and purpose of the demonstration, including the duration of the demonstration, the equipment and the scope of the on-site demonstration.

Upon the conclusion of the demonstration, the equipment should be removed by the Company, or stored at the Healthcare organization's location in a manner so that it cannot be utilized without the presence of the Company.

Section 15. Site Visits

Where site visits to clinical or manufacturing sites are necessary in order to evaluate products, Companies may fund reasonable expenses which are in line with this code and the member organization's travel policies for the visit under the following conditions:

- Whenever possible site visits should occur in Canada. Companies should fund expenses only for attendees with a bona fide professional interest in the equipment.

SCHEDULE "B" – CMA GUIDELINES

CANADIAN MEDICAL ASSOCIATION

GUIDELINES FOR PHYSICIANS IN
INTERACTIONS WITH INDUSTRY

Physician–industry relationships are evolving in an increasingly complex health care landscape as new industry sectors assume more prominent roles in medicine. Today, physicians interact with industry in the course of medical practice, research, and education. Appropriate interactions with industry can benefit patients, society, and physicians through the advancement of medical science and practice, effective and safe use of health care products and services, and ultimately by improving patients' opportunities to access the benefits of health care and health outcomes. However, physicians' interactions with industry can influence their professional judgment and potentially conflict with patients' interests in ways that can harm patients and public health. Evidence indicates that physicians may not always be aware of, or be able to accurately self-assess, how their industry affiliations can subconsciously influence their judgment, their assessment or presentation of medical evidence, their clinical decisions and their prescribing.

Physicians have a responsibility to ensure that their participation in collaborative efforts with industry primarily serves the interests of their patients and the public. Physicians must strive first to avoid or second to minimize or manage conflicts of interest. They must always disclose any ties with industry that have, or could be perceived as having, the potential to influence their judgment, including their professional recommendations, clinical decisions, and prescribing.

Conflicts of interest arise when a person in a position of trust has competing professional or personal interests. Conflicts of interest occur where judgments or decisions about a primary interest — in this case, patient well-being, trustworthy medical research and knowledge, and excellent medical education — are unduly influenced by a secondary interest. Secondary interests can include direct financial gain, professional advancement, and reputational benefits, or other benefits to family, friends, or colleagues and may arise in the context of competing roles that physicians hold (such as clinical, education, research, organizational, administrative, leadership, and advocacy roles). Conflicts of interest may be real, potential, or perceived, and may exist even if no unethical or inappropriate act results from the conflict. Conflicts can persist even after an individual has ceased to benefit directly from a secondary interest.

This document guides physicians in determining how to appropriately interact with industry and effectively mitigate bias and undue influence through the avoidance or management of conflicts of interest. The medical profession leads by example by promoting physician-developed guidelines. The guidelines offer direction on how physicians should interact with industry at an arm's length including when acting as consultants, advisors, or employees, or as recipients or users of industry funding, products, or information. Physicians are also increasingly taking on leadership roles in medical innovation or entrepreneurship enterprises — roles that place the physician within industry.a A companion document to these guidelines, the **Recommendations for Physician Innovators**, provides recommendations for physicians in navigating conflicts of interest arising from their roles as medical professionals who are also engaged directly in medical and health care innovation.

Relationships between physicians and industry are also guided by the **CMA Code of Ethics and Professionalism**. Physicians should also be aware of regulatory and legal requirements that govern medical practice and the use of patients' personal health information in the jurisdiction where they practise as well as any additional requirements set out by relevant institutions, research ethics boards, accreditors and publishers, which may be more stringent than these guidelines.

These guidelines are directed primarily to individual physicians across the career life cycle — including learners and practising and retired physicians. They are also relevant to guiding the development of relationships between medical organizations and industry.

GUIDING PRINCIPLES

These principles apply both to these guidelines and to the **Recommendations for Physician Innovators**. These principles draw on the **CMA Code of Ethics and Professionalism**.

Well-being of the patient

A physician's primary obligation is to preserve and promote the well-being of the patient. Relationships with industry are appropriate only where they do not undermine the physician's duty of loyalty to protect and further the patient's best interests and goals of care. Physiciansmust resolve any conflict of interest between themselves and their patient resulting from interactions with industry in favour of the patient. In particular, they must avoid acting in self-interest in their prescribing and referral practices.

Public trust

Trust is central to the patient–physician relationship and to providing the highest standard of medical care. Patients and the public should be able to trust that physicians prioritize the well-being of patients above all else. Physicians must uphold patients' and the public's trust in physicians, in the profession of medicine and in medical science. Transparency helps promote public trust by facilitating oversight and accountability, as well as facilitating public commentary and advocacy.

Professional integrity

Physicians must uphold professional integrity when engaging in innovation or entering into associations, contracts, and agreements with industry. Integrity requires maintaining professional autonomy and independence, acting in accordance with professional expectations and the best available medical evidence, adhering to scientific methodology, and safeguarding the interests of the patient or public. Professional integrity also requires humility, honesty, and the transparent disclosure of innovation activities and industry relationships to patients, colleagues, and supervisors when such potential conflict would be viewed by others as relevant to the relationship in question.

Social accountability and equity Social accountability is central to professional excellence in medicine. Physicians and the profession express social accountability when they respond to the current and future priority health needs of the patients and communities that they serve in their

clinical practice, education, research, leadership, and advocacy. Physician interactions with industry and physician-led innovation should be guided by a primary concern for advancing the health and addressing the evolving health needs of Canadians, including by advancing medical practice and science to reduce health inequities and disparities in care.

PART I: PHYSICIAN INTERACTIONS WITH INDUSTRY

A. PRACTICE

Medical practice

1. Physicians should always maintain professional autonomy in interactions with industry. Physicians must remain committed to scientific methodology and to their professional responsibilities.

2. Physicians who are employed by, or affiliated with, industry should not allow their employment or affiliation to influence their clinical judgment and medical practice in ways that do not support the well-being of their patients and the public.

3. Physicians with industry affiliations or with a direct financial interest in health care industryhave an obligation to disclose these affiliations, interests, or investments to patients and ensure that they do not affect their decision-making in practice, including with respect to diagnosis, prescribing, and patient care.

4. Physicians should dispense pharmaceuticals or other products only where permitted by applicable law and regulations, including the regulations of their medical regulatory authority, and where they can demonstrate that these cannot be provided by an appropriate other party, and then only on a cost-recovery basis.

5. Physicians who enrol patients into industry-sponsored patient support programs or patient assistance programs in the course of their practice must not accept compensation or benefits from an industry member or representative in return for prescribing a particular agent, recommending a particular device, diagnostic, or service, or enrolling a patient to the program.

6. Physicians should limit the presence of industry representatives in their practice, including ensuring that industry representatives are not present during clinical rounds and confidential conversations or decisions, unless rounds are open to the public.

Clinical practice guidelines (CPGs)

7. This section provides general guidance to which physicians involved in clinical practice guideline (CPG) development should adhere. These principles also apply to the development of clinical care pathways developed in hospitals and health systems to guide care. ThePrinciples for Disclosure of Interests and Management of Conflicts in Guidelines developed by the Guidelines International Network serve as an additional source of guidance for physicians and physician organizations involved in guideline development. Physicians should also be aware of guidelines and standards related to CPG development adopted by other bodies, including academic journals.

8. Clinical practice guidelines are used to inform medical practice and education. Owing to their potential to significantly affect practice, CPGs must be developed on the basis of an independent, rigorous assessment of the best available medical evidence by a committee with significant representation of the target audience of the guideline. Financial and non-financial interests held

by physicians involved in CPG development can give rise to biases that may lead to the overestimation of benefits or underestimation of harms associated with a treatment or intervention, which may in turn unduly influence the strength or direction of a practice recommendation.

9. Physicians must be aware of how industry affiliations can influence their judgment and must not allow their affiliations to influence their assessment or presentation of medical evidence.

10. Physicians involved in CPG development should be free of financial and other relevant non-financial conflicts of interest. Where this is not possible, a majority of panel members should be free of conflicts of interest and the panel must adhere to the guidance listed below.

11. Physicians and physician organizations involved in CPG development must disclose all financial and non-financial conflicts of interest in writing, including disclosing the nature of conflict, the name of the business involved, and the amount provided; physicians on a CPG development panel must inform the chair should they develop a new conflict of interest.

12. Physicians chairing a guideline development panel must be free of direct financial or other relevant non-financial conflicts of interest. The chair is accountable for the assessment of conflicts of interest for panel members.

13. Physicians with conflicts of interest may be involved in CPG development by imparting or clarifying medical information only if they have unique expertise that cannot be provided by experts without industry affiliations or other relevant conflicts of interest. In such cases, those developing a CPG should seek a balance of opinion among those involved.
14. Physicians with direct financial conflicts of interest must recuse themselves from adjudication and voting on the strength or direction of a practice recommendation.

Samples

15. A sample is a unit of a pharmaceutical product, therapeutic agent, or medical device intended for patient use provided to a physician free of charge for the purpose of evaluating the product, agent, or device. Samples can also be referred to as clinical evaluation packages.

16. Physicians should only accept samples they request and should not accept unsolicited samples distributed at conventions, displays, meetings, or learning programs.

17. Physicians who accept samples or other health care products are responsible for recording the type and amount of medication or product dispensed; ensuring their age-related quality, appropriate storage and security prior to dispensing; and ensuring proper disposal if the items are outdated and still in the physician's possession.

18. Physicians who accept samples must determine whether samples are appropriate and dispense them on the basis of clinical evidence, their own clinical judgment, and in accordance with the principles of professional integrity, social accountability, and equity. This includes taking into account whether the physician considers that the sample is their first choice of treatment, and any impact that the patient's use of samples may have on the patient's costs, including when such samples are no longer available.

19. Physicians must avoid distributing samples, including pharmaceutical products and devices, for which they, or any practice they are associated with, would receive any form of material gain.

20. Where industry provides physicians with software (including applications) for clinical evaluation for patient use, physicians should adhere to the guidance in this section.

Gifts

21. Physicians must not accept a fee, gift, meal, or equivalent benefit from industry, including in exchange for interacting with them in a promotional or similar capacity. Physicians should be aware that acceptance of gifts of any value, even minor, has been shown to influence clinical and therapeutic decision-making.

22. Physicians may accept patient teaching aids (also known as service-oriented items) appropriate to their area of practice provided that the aids: (i) hold no personal value to the physician; (ii) are not connected to any stipulation that the physician prescribe a particular medication or use a particular medical device; and (iii) carry at most the logo of the donor company and do not refer to specific therapeutic agents, medical devices, diagnostic tests, or other products or services. Promotional activities

23. This section provides guidance about the promotion of industry products or services that may be understood as having a clinical or health benefit by physicians, in their capacity as physicians, through any private or public medium, including through social media.

24. The promotion of products or services, whether or not they are directly related to health care or wellness, is at a high risk of creating a conflict with the physician's primary obligation to the well-being of the patient and to the maintenance of public trust.

25. Physicians should carefully reflect on the potential impact of the information they share via social media on both the intended and potential future audiences, especially as information can be easily circulated further without their knowledge or control.

26. Physicians must avoid using their role as a physician to promote services (except their own medical services) or products to patients or the public for commercial gain outside of their treatment role.

27. Physicians should not accept positions from industry to conduct seminars or similar promotional events aimed at enhancing the sale of industry products or services to other physicians. This also applies to third-party contracting, including participation in speaker's bureaus, on behalf of industry.

28. Physicians must disclose all relevant relationships with industry and real or perceived conflicts of interest in a way that is obvious to any relevant audience where discussing products and services. They should refer to relevant medical evidence, not overstate benefits or understate harms, not mislead patients or others about a product or service's impact, and be guided by a primary concern for patient well-being. Disclosure should be done in a serious manner and in such a way that the audience has sufficient time to absorb the information being disclosed.

29. Physicians should not display industry-developed advertisements or informational materials with logos, except for teaching aids, in clinics or hospitals, nor accept payments or donations in return for displaying industry-sponsored materials.

Advisory boards and consulting

30. Physicians may be asked to become members of advisory or consultation boards or to serve as advisors or consultants for industry organizations. Physicians should be mindful of the potential for these relationships to influence their clinical decision-making, research, and teaching.

31. The expected deliverables of all consulting or advisory arrangements should be clearly set out in writing in the form of a contractual agreement. Physicians should avoid informal consulting arrangements.

32. Remuneration of the physician should be commensurate with the work performed and take into account the extent and complexity of the physician's involvement.

33. Whenever possible, meetings should be held in the geographic location of the physician or as part of a meeting that they would normally attend. Basic travel and accommodation expenses may be reimbursed to a physician advisor or consultant who is required to travel. Hospitality and other arrangements must not be reimbursed for personal guests of the advisor or consultant, including spouses or family members.

34. Physicians must disclose their participation on advisory boards or as consultants where relevant in the course of their practice, research, or teaching.

B. EDUCATION

Continuing professional development (CPD)

35. This section of the guidelines primarily addresses accredited/certified CPD activities, including activities referred to as continuing medical education (CME), for practising physicians, including regular scheduled series, rounds, journal clubs, and small groups. The same general principles apply to live, in-person CPD events and accredited online or electronic CPD (eCPD) content, or any other written, curriculum-based CPD modules. Physicians should also refer to this guidance when considering attendance at informal or non-accredited learning activities with industry involvement. Physicians should approach non-accredited learning activities offered by industry with caution, recognizing that there is a higher likelihood that such events are promotional in nature.

36. CPD provider organizations and presenters must also follow all applicable laws and regulations and the guidance outlined by relevant accrediting bodies. These guidelines are complementary with the National Standard for Support of Accredited CPD Activities; should discrepancies arise, the more stringent of the two standards should be followed.

37. The purpose of accredited CPD activities is to address the educational needs of physicians and other health care providers to improve patient care. Financial and in-kind support by industry should not be considered necessary or desirable for CPD activities but may be accepted as outlined in the national standard. Non-accredited learning activities offered by industry are considered promotional in nature and are not considered as CPD.

38. Physician presenters must disclose to participants any financial affiliations with manufacturers or providers of products and services mentioned at the event, financial affiliations with manufacturers of competing products, and any other related relationships with for-profit and non-for-profit organizations over the previous two years.

39. A reference list for studies cited in CPD activities and modules should be made available to participants to allow them to evaluate the quality of the evidence discussed.

40. Generic names should be used. Where trade names are required, generic names must also be included.

41. If specific products or services are mentioned, there should be a balanced presentation of the prevailing body of peer-reviewed scientific information on the product or service and of reasonable alternatives. If unapproved, “off-label” uses of a product or service are discussed, presenters must inform the audience of this fact.

42. Physicians acting as authors of accredited eCPD modules should have special expertise in the relevant clinical area and must declare any relationships with the sponsors of the module or any competing companies. Authors are ultimately responsible for the content and validity of eCPD modules and should ensure that they are both designed and delivered at arm’s length of any industry sponsors.

43. Physicians should only accept travel and accommodation arrangements and attend venues and social events for CPD activities receiving financial sponsorship from industry for accredited/certified activities in keeping with the arrangements that would normally be made without industry sponsorship. For example, the industry sponsor must not pay for travel or lodging costs or for other personal expenses of physicians attending a CPD event. Physicians must not accept subsidies for hospitality outside of modest meals that are held as part of a conference or meeting. Hospitality and other arrangements must not be subsidized by sponsorsfor personal guests of attendees or faculty, including spouses or family members.

44. Participants must not accept payment or subsidies to participate in an accredited CPD activity, but they are not precluded from claiming or receiving compensation from residency programs, employers, or provincial CPD support funds. However, presenters at CPD events may accept reasonable honoraria and reimbursement for travel, lodging, and meal expenses. All participants at an event cannot be designated presenters.

Medical students and residents

45. The principles in this section apply to learners as well as to medical educators.

46. Academic institutions and training environments should provide guidance for, and supervision of, learners in their interactions with industry. Medical curricula should deal explicitly with these guidelines by including educational sessions on conflicts of interest, detecting bias, and physician–industry interactions in the context of medical education, practice and research.

47. All lecturers and those educating or training medical learners should fully and consistently disclose to both learners and their educational institutions any relationship with industry, including financial and non-financial conflicts of interest.

48. Learners should carefully examine involvement in extracurricular activities, non-accredited events, and clubs that receive financial support from industry, no matter how informal, in light of the principles and guidance in these guidelines. They should avoid events or activities that have the potential to create bias or a conflict of interest. Industry ties in this context may include industry sponsorship or a training component provided by industry.

49. In very limited circumstances, industry can play a role in providing training to residents specific to the use of medical devices, pharmaceutical delivery methods, or skills or techniques developed by industry. Such training should only be considered where there is no means of providing the training internally. If training is provided by faculty with industry relationships, all conflicts of interest should be examined and managed, including through careful review by the educational

institution and disclosures to learners and the institution. Drug detailing should only be provided by faculty or lecturers without industry relationships.

50. Sponsorships of learners, scholarships, and bursaries funded by industry should be managed, evaluated, and selected centrally by educational institutions. There should be no industry sponsorship of, or scholarships for, travel to attend conferences. There should be no expectation that recipients should provide any benefit to, or enter into any relationship with, industry.

C. RESEARCH

Industry-sponsored research

51. Physicians who conduct research have the primary responsibility to ensure that research involving humans meets high scientific and ethical standards that respect and protect the dignity and welfare of participants consistent with standards and guidelines that govern the ethical conduct of research involving humans.

52. Physicians participating in industry-sponsored research must comply with all laws, policies, standards and guidelines governing research involving humans, including the *Tri-Council Policy Statement:Ethical Conduct for Research Involving Humans*(TCPS 2); the *International Conference on Harmonisation Guideline for Good Clinical Practice* (ICH/GCP), as set forth in *Division 5 under the Canadian Food and Drugs Act*; and all relevant privacy legislation.

53. Physicians must avoid remuneration for conducting or collaborating in research studies that could influence their judgment, decision-making, or actions. Remuneration may cover reasonable time and expenses and should be approved by the relevant research ethics board. Research subjects must beinformed if their physician will receive a fee for their participation and by whom the fee will be paid.

54. Physicians must ensure that agreements with industry protect the physician's right to publish or disclose complete and accurate study data and results or report adverse events that occur during the course of the study.

55. Physicians should participate only in post-marketing surveillance studies that are scientifically appropriate for drugs or devices relevant to their area of practice and where the study may contribute substantially to medical knowledge about the drug or device. Studies that are clearly intended for marketing or other purposes must be avoided.

SCHEDULE "C" – ALBERTA

ALBERTA STANDARDS OF PRACTICE

HEALTH PROFESSIONS ACT

28 Conflict of Interest Involving Financial or Personal Gain by Physicians

(1) A physician must not, directly or indirectly, enter into any business arrangement that may create a real or perceived conflict of interest to the physician's duty to the patient.

(2) A physician must not offer or cause any inducement to be offered or received by any person, including a patient of the physician, in return for:

(a) the referral of another person to the physician or a clinic or group with which the physician is associated, whether or not the referral is medically appropriate, or

(b) the provision of any service or product, whether or not the provision of the service or product is medically appropriate.

(3) A physician must not refer a patient to a facility or healthcare business operated separate and apart from the physician's medical practice if the physician has a direct or indirect interest in that facility or healthcare business, unless:

(a) the physician directly provides the care or service, or the College has approved an exemption to the physician and the physician is acting within the terms and conditions established by the College,

(b) the care or service has been approved by the College to be provided at that facility, and

(c) the facility has the appropriate accreditation from the College.

(4) A physician must not have a direct or indirect interest in a healthcare business to which the physician refers a patient or to which a patient may be expected to attend due to geographic proximity or necessity unless permitted by the Registrar.

(5) If the College has granted permission to a physician in subsection (4), the physician must satisfy the following conditions:

(a) the terms on which the interest is offered to the physician must not be related to the past or expected volume of referrals of patients or other business from the physician to that facility,

(b) there must be no requirement that the physician make referrals to the facility or otherwise generate professional business as a condition for investment or remaining as an investor, and

(c) the financial return for the physician must be directly attributable to the physician's proportionate financial interest in the facility rather than to the volume of referrals made by that physician.

(6) A physician must not seek or accept any payment or benefit, directly or indirectly, for any service rendered or product provided to a patient by any other physician or person other than for services provided by a partner, associate, employee or locum of the physician.

(7) For the purposes of subsection (6), a benefit includes, but is not limited to:

(a) any financial advantage, and

(b) any good or service sought or received by the physician.

(8) If a conflict of interest is unavoidable by a physician or if the Registrar has given permission for the physician to remain in a conflict of interest, the physician must:

(a) make full, frank and timely disclosure of the conflict of interest to the patient, and

(b) obtain the informed consent of the patient before providing any medical advice or treatment to the patient.

(9) The consent of a patient to permit the physician to remain in a conflict of interest does not allow the physician to act in any manner other than in the best interest of the patient.

29 Sale of Products by Physicians

(1) For the purpose of this standard, products include, but are not limited to, any product, device or appliance offered for the diagnosis, cure, alleviation or prevention of disease, disorders or injuries in a patient.

(2) If a physician offers products, other than prescription drugs, for sale to a patient, the physician must not sell the product at a price in excess of the fair market price paid by the physician plus a reasonable handling cost.

(3) If a physician offers products for sale to a patient, the physician must, at a minimum, create and maintain records detailing the following:

(a) the actual cost of the product to the physician, including any rebate or price reduction provided to the physician,

(b) the name of the manufacturer and the supplier of the product,

(c) the date the product was supplied to the physician,

(d) the expiry date of the product, if any, and

(e) any additional costs incurred by the physician, including any formula or calculation used by the physician to determine the additional cost added to the price of the product charged to the patient.

37 Relationships with Industry

(1) For the purposes of this standard, “industry” means any manufacturer or distributor of healthcare products, including pharmaceuticals and medical devices.

(2) A physician must not enter into a relationship with industry if it weakens the fiduciary relationship with any patient of that physician.

(3) A physician must resolve any conflict of interest resulting from interaction with industry in favor of his or her patients.

(4) A physician must always maintain professional autonomy and independence in any relationship with industry.

(5) A physician must disclose to a patient any relationship between the physician and industry that reasonably could be perceived as having the potential to influence the physician's clinical judgment.

(6) When a physician participates in industry sponsored research activities the physician must:

(a) only participate in research activities that are ethically defensible, socially responsible and scientifically valid,

(b) only participate in research activities that have been formally reviewed and approved by an appropriate ethics review body,

(c) enroll patients in research activities only after full, informed, competent and voluntary consent of the patient or authorized agent,

(d) protect the patient's privacy in accordance with provisions of applicable legislation,

(e) only accept remuneration that covers time and expenses at a reasonable rate,

(f) disclose to research subjects that the physician will receive a fee for participation and the source of that fee,

(g) when submitting and/or publishing information in any media, disclose any relationships with industry providing funding or other consideration for the research performed or the publication submitted,

(h) avoid entering into agreements that limit the physician's right to publish or disclose results of the study or report adverse events that occur during the course of the study, and

(i) only participate in industry sponsored surveillance studies that are scientifically valid and expected to contribute substantially to knowledge about the drug or device.

(7) A physician involved in organizing or presenting at a continuing professional development event must:

(a) disclose to participants any financial relationship with industry for products mentioned at the event or with manufacturers of competing products.

(b) not conduct a seminar or similar event directly or indirectly for industry that promotes a product for the purpose of enhancing the sale of that product, and

(c) not accept reimbursement for expenses or honoraria at a rate that could reasonably be perceived as having undue influence.

(8) A physician must not claim authorship or contribution to the production of educational materials unless the physician has substantially contributed to the material.

(9) A physician must ensure that all industry contributions are declared on educational materials.

(10) A physician attending a continuing professional development event must not accept reimbursement for expenses from industry unless they are in the employ of the industry or are directly involved in the presentation of the professional development activity.

(11) When considering the use of clinical evaluation packages such as samples of medications or devices a physician must:

(a) recognize the influence on the physician's prescribing choices,

(b) use appropriate clinical evidence to determine the choice of medication or device,

(c) document the type and amount of medication or device in the patient record, and

(d) not receive any form of material gain based on the choice of the product.

(12) A physician must not accept any personal gift of any monetary or other value from industry.

(13) Notwithstanding subsection (12), a physician may accept teaching aids provided by industry.

(14) A physician must not accept a fee or other consideration from industry in exchange for seeing an industry representative in a promotional or similar capacity.

Schedule "D" – BRITISH COLUMBIA

The College of Physicians and Surgeons of British Columbia

Practice Standard
Conflicts of Interest

Effective: June 1, 1995

Last revised: May 6, 2022

A **practice standard** reflects the minimum standard of professional behaviour and ethical conduct on a specific topic or issue expected by the College of its registrants (all physicians and surgeons who practise medicine in British Columbia). Standards also reflect relevant legal requirements and are enforceable under the Health Professions Act, RSBC 1996, c.183 (HPA) and College Bylaws under the HPA.

Preamble

This document is a standard of the Board of the College of Physicians and Surgeons of British Columbia.

The patient-registrant relationship is fiduciary, where the registrant has a legal and ethical duty to act in the best interest of the patient. This includes managing and avoiding situations where conflicts of interest might occur. A conflict of interest arises when a registrant's duty to act in the patient's best interests may be affected or influenced by other competing interests. Conflicts of interest can be real, potential, or perceived. Conflicts of interest may arise in a variety of circumstances including financial, non-financial, direct, and indirect transactions with patients and others. Financial gain by a registrant is not necessary to establish a conflict of interest. Additionally, a registrant does not need to directly profit from the relationship. A conflict of interest may arise where the benefit is, or could be, accrued by a registrant's family, close friends, corporation or other businesses, and business partners.

This standard addresses circumstances in medical practice, education, and research, where there is a high potential for a conflict of interest to occur. Expectations regarding conflicts of interest that may arise from a registrant's relationship with industry are also outlined in this standard. The College has developed this standard in accordance with the CMA Code of Ethics and Professionalism, which states that registrants, in the process of shared decision-making, are to:

24. Avoid, minimize, or manage and always disclose conflicts of interest that arise, or are perceived to arise, as a result of any professional relationships or transactions in practice, education, and research; avoid using your role as a physician to promote services (except your own) or products to the patient or public for commercial gain outside of your treatment role.

COLLEGE'S POSITION

Registrants are expected to take steps to manage and avoid situations where a conflict of interest might occur and, in the event that a conflict of interest arises, disclose this to the patient.

CONFLICT OF INTEREST IN PRACTICE

Common situations which may give rise to a real or perceived conflict of interest include, but are not limited to, the following:

- Promoting and selling products to patients for profit (this must be read in conjunction with the College standards Promotion and Sale of Medical Supplies and Devices, and Sale and Dispensing of Drugs).
- Accepting or offering commissions, rebates, fees, gifts or other incentives related to
    - o patient referrals, or
    - o devices, appliances, supplies, pharmaceuticals, diagnostic procedures and therapeutic services.
- Leasing space to or from third parties where the rental arrangement is markedly different from fair market value and/or the lease arrangements are dependent on the volume of business generated by the physician or third party.
- Accepting or offering fee-splitting. Fee-splitting, also referred to as a “kick-back,” occurs when a registrant receives payment in return for making a referral. Patients must be able to trust that registrants will be transparent with them and that they will make treatment recommendations, including referrals, based on the skill of other health-care professionals, services or facilities to whom the patient is referred, medical needs of the patient, and the quality of products or services provided.
- Referring patients to businesses or facilities where the registrant holds a financial interest, including treatment and/or diagnostic facilities. Referring a patient to a facility where the registrant has an interest may be acceptable if there are no viable alternatives to meet the patient’s needs.

  Registrants must scrupulously avoid situations, real or perceived, where the patient feels unduly pressured or coerced into undergoing a procedure at the referred facility.

Registrants must manage this conflict of interest by ensuring that:

- the return on a registrant’s investment is based on the equity or interest in the facility, and not on the volume of patient referrals made by the registrant;
- prior to referral, the registrant fully discloses the interest they have in the facility to the patient; and
- where applicable, the registrant provides accurate information about wait times and other considerations for alternate facilities to allow the patient an opportunity to make a fully informed decision about whether or not to proceed with treatment at the referred facility.

CONFLICT OF INTEREST ARISING FROM CLINICAL RESEARCH

Although advances in medical care depend on sound clinical research, the pursuit of science by clinical investigators can compromise a registrant’s duty to act in the patient’s best interest. The College expects that registrants participating in clinical research have completed the most recent Tri-Council Policy Statement: Ethical Conduct for Research Involving Humans (TCPS2) training, and practise strict adherence to the protocols outlined in the TCPS2 modules.

When a registrant is offered compensation or reward for participating in clinical research, there is the potential for conflict of interest. While some conflicting interests are inherent in research, such as grants or promotions through research and publication of findings, ethical problems arise if a registrant’s personal or financial interest in the research diminishes their ability to be objective in the provision of patient care. It is considered reasonable and acceptable for

registrants to be compensated at fair market value for any time they spend conducting the clinical research, for loss of income, and for any related expenses they incur during the study.

Registrants must enroll a patient as a participant in research in accordance with the expectations set out in TCPS2. In extreme cases, a lack of objectivity may lead a registrant to overestimate the benefits or downplay the risks associated with the research intervention, which can erode patient trust and lessen the integrity of the research.

Obligations

Registrants must inform their patients if they will receive a fee for the patient's participation in a research study.

Before agreeing to participate in clinical research, registrants must ensure that the study has been appropriately evaluated and approved by a recognized and reputable research ethics board that adheres to TCPS2 principles.

CONFLICT OF INTEREST ARISING FROM RELATIONSHIP WITH INDUSTRY

Interactions between registrants and industry may give rise to real or perceived conflict of interest.

Registrants must maintain professional independence free from the influence of industry and in the best interest of the patient.

The College adopts and endorses the following principals outlined by the Canadian Medical Association (CMA), which applies to all registrants of the College:

- A physician's primary obligation is to the patient. Relationships with industry are appropriate only if compatible with the fiduciary nature of the patient-physician relationship.
- The primary objective of professional interactions between physicians and industry must be the advancement of the health of Canadians rather than the private good of either a physicians or industry.
- Relationships between physicians and industry must be guided by the CMA Code of Ethics and Professionalism.
- Physicians must resolve any conflict of interest between themselves and their patients associated with interactions with industry in favour of their patients.

CONFLICT OF INTEREST IN RELATION TO EDUCATION

Conflict of interest related to education may occur in any educational setting where a registrant makes an endorsement for personal gain.

Obligations

Registrants involved with educational activities must ensure scientific validity and objectivity of all educational teachings and materials.

Organizers and individual presenters of educational events must disclose to the participants any financial affiliations that may pose as a conflict of interest. All industry contributions must also be declared on educational materials.

Medical curricula and clinical training of learners must not be influenced by registrant-industry interactions.

Guiding Ethical Principles

CMA Code of Ethics and Professionalism (extracts)

Fundamental commitments of the medical profession

- Consider first the well-being of the patient; a lways act to benefit the patient and promote the good of the patient.
- Always treat the patient with dignity and respect the equal and intrinsic worth of all persons.
- Practise medicine competently, safely, and with integrity; avoid any influence that could undermine your professional integrity.

Managing and minimizing conflicts of interest

22. Recognize that conflicts of interest may arise as a result of competing roles (such as financial, clinical, research, organizational, administrative, or leadership).
23. Enter into associations, contracts, and agreements that maintain your professional integrity, consistent with evidence-informed decision-making, and safeguard the interests of the patient or public.
24. Avoid, minimize, or manage and always disclose conflicts of interest that arise, or are perceived to arise, as a result of any professional relationships or transactions in practice, education, and research; avoid using your role as a physician to promote services (except your own) or products to the patient or public for commercial gain outside of your treatment role.
25. Take reasonable steps to ensure that the patient understands the nature and extent of your responsibility to a third party when acting on behalf of a third party.
26. Discuss professional fees for non-insured services with the patient and consider their ability to pay in determining fees.
27. When conducting research, inform potential research participants about anything that may give rise to a conflict of interest, especially the source of funding and any compensation or benefits.

Approved by the CMA Board of Directors – Dec. 2018

The CMA Code of Ethics and Professionalism was also approved by the Council of the College of Physicians and Surgeans of Saskatchewan on February 20, 2020.

PART IV
CONFLICTS OF INTEREST

15. In this Part,

"benefit" means any benefit, gift, advantage or emolument of any kind, whether direct or indirect, and includes,

(a) the receipt of any benefit from the services of any person or reimbursement of the cost of those services,

(b) the benefit or receipt of the payment or reduction of any amount of any debt or financial obligation,

(c) the receipt of any consultation fee or other fee for services rendered, except in accordance with a written contract for each service where,

(i) a copy of the contract is available and produced to the College on demand,

(ii) each contracted service is within the normal scope of the member's specialty, and

(iii) each service is supported by records adequate to satisfy the College that it was in fact performed,

(d) the acceptance of any loan except in accordance with a written evidence of indebtedness,

(i) executed at the time of transfer of funds,

(ii) witnessed at the time of actual execution by an individual whose name is legibly recorded on the document,

(iii) available and produced to the College on demand, and

(iv) that provides for a fixed term of loan and fixes a set interest rate, both of which are reasonable having a view to prevailing market rates at the time of the loan,

(e) the acceptance of a loan that is interest free or related in any way to a referral made by the member,

(f) the acceptance of credit unless the credit is unrelated in any way to a referral of patients to the creditor and the credit is extended pursuant to an agreement in writing,

(i) executed at the time of the transaction,

(ii) witnessed at the time of actual execution by an individual whose name is legibly recorded on the agreement,

(iii) available and produced to the College on demand, and

(iv) that provides for a fixed term of credit and fixes a set interest rate, both of which are reasonable having a view to prevailing market rates at the time of the transaction;

“medical goods or services” includes medical goods, appliances, materials, services and equipment, and drugs and laboratory services;

“member of his or her family” means any person connected with a member by blood relationship, marriage or adoption, and,

(a) persons are connected by blood relationship if one is the child or other descendant of the other or one is the brother or sister of the other,

(b) persons are connected by marriage if one is married to the other or to a person who is connected by blood relationship to the other, and

(c) persons are connected by adoption if one has been adopted, either legally or in fact, as the child of the other or as the child of a person who is connected by blood relationship (otherwise than as a brother or sister) to the other;

“supplier” means a person who,

(a) sells or otherwise supplies medical goods or services, or

(b) is registered or licensed under any Act regulating a health profession. O. Reg. 241/94, s. 2.

16. It is a conflict of interest for a member where the member, or a member of his or her family, or a corporation wholly, substantially, or actually owned or controlled by the member or a member of his or her family,

(a) receives any benefit, directly or indirectly, from,

(i) a supplier to whom the member refers his or her patients or their specimens, or

(ii) a supplier who sells or otherwise supplies any medical goods or services to the patients of the member;

(b) rents premises to,

(i) a supplier to whom the member refers patients or their specimens, or

(ii) a supplier who sells or otherwise supplies any medical goods or services to the patients of the member,

except where,

(iii) the rent is normal for the area in which the premises are located, and

(iv) the amount of the rent is not related to the volume of business carried out in the premises by the tenant;

(c) rents premises from,

(i) a supplier to whom the member refers his or her patients or their specimens, or

(ii) a supplier who sells or otherwise supplies any medical goods or services to the patients of the member,

except where,

(iii) the rent is normal for the area in which the premises are located, and

(iv) the amount of the rent is not related to the referral of patients to the landlord; or

(d) sells or otherwise supplies any drug, medical appliance, medical product or biological preparation to a patient at a profit, except,

(i) a drug sold or supplied by a member to his or her patient that is necessary,

(A) for an immediate treatment of the patient,

(B) in an emergency, or

(C) where the services of a pharmacist are not reasonably readily available, or

(ii) despite subclause (i), an allergy preparation prepared by a member for his or her patient that is sold or supplied by the member for a price that does not exceed the total of,

(A) the true cost of production of the preparation, and

(B) the fee for the professional component, for the member's review of the case, for the prescription of the material and for the general supervision of the member's laboratory in preparing the material. O. Reg. 241/94, s. 2.

17. (1) It is a conflict of interest for a member to order a diagnostic or therapeutic service to be performed by a facility in which the member or a member of his or her family has a proprietary interest unless,

(a) the fact of the proprietary interest is disclosed to the patient before a service is performed; or

(b) the facility is owned by a corporation the shares of which are publicly traded through a stock exchange and the corporation is not wholly, substantially or actually owned or controlled by the member, a member of his or her family or a combination of them. O. Reg. 241/94, s. 2.

(2) A member who or whose family has a proprietary interest in a facility where diagnostic or therapeutic services are performed shall inform the College of the details of the interest. O. Reg. 241/94, s. 2.

DIVISION VI
INDEPENDENCE AND IMPARTIALITY

63. A physician must safeguard his professional independence at all times and avoid any situation in which he would be in conflict of interest, in particular when the interests in question are such that he might tend to favor certain of them over those of his patient or where his integrity and loyalty toward the latter might be affected.
O.C. 1213-2002, s. 63.

63.1. A physician may neither subscribe to any agreement nor accept any benefit likely to influence his or her professional practice as regards the quality of care and its availability as well as the patient's freedom of choice.
The physician must ensure that a patient is given priority access to medical care strictly on the basis of criteria founded on medical necessity.
O.C. 1113-2014, s. 11.

64. A physician must disregard any intervention by a third party which could influence the performance of his professional duties to the detriment of his patient, a group of individuals or a population.
O.C. 1213-2002, s. 64.

72. A physician may not be party to an agreement in which the nature and extent of professional expenses can influence the quality of his practice.
Likewise, a physician may not be party to an agreement with another health professional in which the nature and extent of the professional expenses of the latter can influence the quality of his practice.
Any agreement entered into by the physician or a partnership or join-stock company of which he is a partner or shareholder regarding the enjoyment of a building or a space for practice of the medical profession, must be entirely recorded in writing and include a statement from the physician that the obligations arising from the agreement comply with the provisions of the Code and a clause authorizing release of the agreement to the Collège des médecins upon its request.
O.C. 1213-2002, s. 72; O.C. 39-2008, s. 2.; O.C. 1113-2014, s. 13.

73. A physician must refrain:

(1) from seeking or obtaining a financial benefit other than the physician's fees from the prescription of apparatus, examinations or medications, either directly, indirectly or through an enterprise controlled by the physician or in which the physician takes part;

(2) from granting, in the practice of his profession, any benefit, commission or rebate to any person whatsoever;

(3) from accepting, in his capacity as a physician or by using his title of physician, any commission, rebate or material benefit with the exception of customary presents and gifts of modest value.

Despite subparagraph 1 of the first paragraph, a physician may make a profit from the sale or marketing of an apparatus or examination that the physician prescribes and has developed or contributed to its development, directly, indirectly or through an enterprise controlled by the physician or in which the physician takes part, in which case the physician must so inform the patient.
O.C. 1213-2002, s. 73; O.C. 39-2008, s. 3; O.C. 1113-2014, s. 14; O.C. 1122-2016.

73.1 Specifically constituting a material advantage as contemplated by subparagraph (3) of section 73 is the enjoyment of a building or a space at no charge or at a discount for the practice of the medical profession granted to a physician or to a partnership or corporation of which he is a partner or shareholder by:

(1) a pharmacist or a partnership or corporation of which the pharmacist is a partner or shareholder;

(2) a person whose activities are linked, directly or indirectly, to the practice of pharmacy;

(3) another person in a context that may present a conflict of interests, whether real or only apparent. Whether a rent is fair and reasonable is determined as a function of local socio-economic conditions at the time it is fixed.

O.C. 39-2008, s. 4

75. A physician may not allow his title to be used for commercial purposes.
O.C. 1213-2002, s. 75.

76. A physician must refrain, directly or indirectly, from leasing or selling apparatus or from selling any medication or product presented as having a benefit to health, except the apparatus installed or the medications and products administered by the physician directly.
In addition, a physician may not claim disproportionate amounts as payment for the medical supplies required by the treatments administered by the physician.
O.C. 1213-2002, s. 76; O.C. 1113-2014, s. 15.

77. A physician must respect the patient's freedom of choice by indicating to the patient, on request, the places where the patient may receive the diagnostic or therapeutic services when the physician issues the patient a prescription or a referral form to that effect.
O.C. 1213-2002, s. 77; O.C. 1113-2014, s. 16.

78. A physician who undertakes or participates in a research project must state his interests and disclose any real, apparent or potential conflicts of interest to the research ethics committee. In research-related activities, a physician must not be party to any agreement nor accept or grant any compensation that would call his professional independence into question. Remuneration or compensation of a physician for the time and professional expertise he devotes to research must be reasonable and known to the ethics committee.
O.C. 1213-2002, s. 78.

79. A physician who receives benefits from the enterprise offering a product having a benefit to health or therapeutic or diagnostic services in which the physician has interests or is part of an enterprise which is within his or her power to control and which manufactures or markets products

having a benefit to health or therapeutic or diagnostic services must so inform the circles in which he or she promotes them.
O.C. 1213-2002, s. 79; O.C. 1113-2014, s. 14; O.C. 1122-2016.

80. A physician may not be party to any agreement or accept any benefit that could jeopardize his professional independence, particularly in the context of continuing medical education activities.
O.C. 1213-2002, s. 80.

81. A physician who organizes a continuing medical education activity or acts as a resource person in the context of such an activity must inform the participants of his affiliations or financial interests in a commercial enterprise in the performance of this activity.
O.C. 1213-2002, s. 81.

82. A physician who is to perform a graft or organ transplant must not participate in the determination or confirmation of death of the patient from whom the organ is to be removed.
O.C. 1213-2002, s. 82.

88. A physician may not, by whatever means, advertise or make a representation to the public or to a person having recourse to his services or allow such to be made in his name, about him or for its benefit, that is false, misleading or incomplete, particularly as to his level or competence or the scope of effectiveness of his services, or favouring a medication, products, or method of investigation or treatment.
O.C. 1213-2002, s. 88; O.C. 550-2010, s. 2.

88.1. A physician may not use or allow in an advertisement the expression in an unsuitable way of support or gratitude concerning him or his professional practice.
O.C. 550-2010, s. 2.

89. A physician, expressing medical opinions through any public information medium, must express opinions in keeping with current information in medical science on the subject and indicate the caution with respect to a new diagnostic, investigative or treatment procedure which has not been sufficiently tested.
O.C. 1213-2002, s. 89; O.C. 550-2010, s. 2.

92. A physician must, in any advertising or any other item of identification used to offer professional services, clearly indicate his or her name and a specialist's title corresponding to one of the specialties defined in the Regulation respecting medical specialties (chapter M-9, r. 26.1). The physician may also mention in it the professional services he or she offers.
O.C. 1213-2002, s. 92; O.C. 550-2010, s. 4; O.C. 1113-2014, s. 18.

93. A physician must keep a complete copy of every advertisement in its original form, as well as a copy of any relevant contracts, for a period of not less than three (3) years following the date on which the advertisement was last published or broadcast. The copy must be submitted to a syndic of the Collège upon request.
O.C. 1213-2002, s. 93.

SCHEDULE "G" – NOVA SCOTIA
The College of Physicians and Surgeons of Nova Scotia

Guidelines Regarding Conflict of Interest

Note re. Guidelines and Policies

This document is a physician **guideline** approved by the Council of the College of Physicians and Surgeons of Nova Scotia.

Guidelines contain recommendations endorsed by the College of Physicians and Surgeons of Nova Scotia. The College encourages its members to be familiar with and to follow its **guidelines** whenever possible and appropriate. Note that **guidelines** may contain references to College **standards**.

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Preamble

A conflict of interest exists whenever a reasonable person could perceive that a physician's personal interest is at odds with the physician's professional responsibilities. Conflict of interest can be actual or perceived, provided the perception is reasonable.

At all times the onus is on the physician to demonstrate that the patient's interests have been maintained as paramount. Recognition and disclosure of a conflict of interest alone may not ensure that the patient's best interests have been maintained.

Professional Standard(s)

In all situations of conflict of interest, the physician must:

1. Recognize the conflict;
2. Disclose the conflict to the patient, so that the patient is fully informed of the nature of the conflict;
3. Document the details of the disclosure made to the patient; and
4. Thereafter act in a way that serves the patient's best interests.

Guidance

The following is intended to help physicians interpret the standards and are not to be considered a complete list of potential conflicts of interests

Interpretive Guide

The interests of a physician can be influenced in a variety of ways. Conflicts of interest can occur in the following situations:

1. **A financial interest includes** situations where physician's primary interest of patient welfare may be influenced by financial gain. Financial benefits may be direct or indirect.

a. **Direct financial benefits** occur when a physician receives a direct benefit or payment such as:

- receiving bonuses for recruiting patients into a research study;
- industry funded physician speaking engagements;
- payment from a pharmaceutical company to promote or prescribe the company's drug; and
- ownership in a commercial medical devices company influences clinical decision-making.

b. **Indirect financial benefits** occur when a physician receives an indirect benefit such as:

- industry supported funding for research on a medical device; and
- job security for supporting specific research.

2. **A non-financial interest includes** situations where physicians receive a secondary benefit not related to a payment such as:

- recognition of professional achievement .e.g., desire for international recognition may impair clinical judgment when evaluating the effectiveness of a new surgical procedure developed by the physician.
- career advancement e.g., failing to disclose a consulting relationship with a pharmaceutical company who gives the physician a prestigious award.
- support for religious/ideological beliefs, e.g., personal religious beliefs may interfere with objectivity in assisting to develop organizational policy on embryonic stem cell research.

3. **A personal interest** refers to situations where a physician's spouse or relative receives a secondary benefit such as:

- referring patients to businesses or facilities in which the spouse or relative holds a material financial interest, including diagnostic and/or treatment facilities.
- purchasing medical devices from a relative.

A conflict of interest can be actual or perceived, provided the perception is reasonable.

Guiding Examples

The following examples illustrate conflicts that would require action by the physician:

- The physician or medical department (if the physician is a decision maker in the medical department) chooses a supplier for surgical instruments or prosthetics where personal interests or indirect benefits may accrue.
- The physician prescribes a drug to patients in situations where the physician has a financial interest to do so.
- The physician recommends or enlists a patient in a research study, when the physician has a financial interest to do so.
- The physician researcher's allegiance to a particular school of thought in psychiatry influences the integrity of psychotherapy research.

For example, the following examples illustrate potential conflicts that would not require action:

- The physician prescribes a drug made by a company, shares of which he holds in his retirement fund. (Unless a significant holding is involved, this describes a situation where a reasonable person would not perceive the conflict to be adequately significant to require disclosure.)
- The physician provides free drug samples to an uninsured patient. (This describes a situation where, all things considered, doctor's interests are aligned with the patient.)

Further Reading

College of Physicians and Surgeons of Alberta (2005). Conflict of Interest.

College of Physicians and Surgeons of British Columbia (2007). Conflict of Interest.

College of Physicians and Surgeons of Manitoba (2003). Conflict of Interest.

Document History

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