

Cochlear Global Code of Conduct



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Message from our CEO & President

If you are reading this, you are part of a mission that began more than 40 years ago to help bring people into a world of sound. Professor Graeme Clark changed the world – he developed a new way of treating hearing loss. From the realisation of one man’s dream more than four decades ago, hundreds of thousands of people have experienced life’s opportunities through hearing. While a lot can change in four decades, our mission and the values that guide us are just as important today as they were at the start.

Our goal is to deliver value by helping more people to hear, which contributes to building a healthier and more productive society. Our capacity to create value depends on the strong and trusted relationships we build with our candidates, recipients, professional customers and payers.

With more than 4,500 Cochlear employees, helping people across more than 180 countries the Global Code of Conduct provides clear expectations of the way in which we must conduct business lawfully, ethically and responsibly. Both our words and actions demonstrate to our stakeholders how we are dedicated to helping people with hearing loss to experience a life full of hearing.

Please use the Global Code of Conduct – as well as our company policies, procedures, mission and global HEAR Behaviours – in your day-to-day work, to guide you in making the right choices. Every day, we face difficult and complex decisions – which is why this document is here for you to consult, to provide direction and support. If in doubt, please don’t hesitate to reach out to your manager or local Compliance Officer, People & Culture contact or local member of the Global Legal Team.

Thank you for ensuring the highest standards of honesty, fairness, professionalism and integrity every day, and for your commitment to putting our customers first.

A handwritten signature in black ink, appearing to read 'Dig Howitt'. The signature is fluid and cursive, written over a white background.

Dig Howitt
CEO & President

Ways of working together

Our culture is underpinned by a set of values and behaviours that bring our mission to life and support our strategy.

Our **values** are the core principles and beliefs that guide decision-making, behaviour and interactions within our organisation. They align to our mission, support our culture and serve as a declaration of how we treat each other, our customers and our partners. At our core we value:

- **Respect:** We value all individuals, regardless of background or beliefs.
- **Integrity:** We are honest, ethical and fact-based.
- **Accountability:** We own our responsibilities, actions and outcomes.

Our **HEAR Behaviours** reflect what we value as an organisation and alongside the Global Code of Conduct, provide a framework for working and interacting together.



Hear the customer

Put the customer at the centre of all that we do

- I see what we are doing through the customers' eyes
- I factor in what the customer needs in my decision making
- I bring the voice of the customer into our conversations



Embrace change & innovate

Think differently to change and grow

- I simplify complex information to make it easy to understand
- I look for the simplest solution without adding complexity in the future
- I change my mind when persuaded by a better idea



Aspire to win

Inspire each other to achieve

- I push the team to take actions toward our stretch goals
- I prioritise my actions to get things done
- I raise difficult and important issues
- I take calculated risks to achieve our goals
- I take action without being told what to do



Remove boundaries

Unite and act as one

- I challenge others' opinions in a constructive way
- I speak supportively of decisions made by others outside my immediate team
- I seek and use input from other parts of the business to make decisions
- I put the interests of the organisation ahead of my own or my team

Decision making guide

Our Global Code of Conduct – as well as our company policies, procedures, mission and global HEAR behaviours – guides us in making the right choices in our day-to-day work. Every day, we face difficult and complex decisions and the Global Code of Conduct is here for you to consult, to provide direction and support.

If in doubt as to the right course of action, the below questions will help you choose to do the right thing. If you answer ‘no’ or ‘not sure’ to any of these questions, there is a good chance it is not the right decision or you should seek further advice and guidance. If still unsure, please see [‘How to speak up or get support’](#).

Is it the right thing to do?



How to Speak Up

There are a range of ways Cochlear Representatives may speak up and report any breach, suspected breach, or allegations of a breach, of the Code:

- a. to their manager or supervisor;
- b. to their local member of the Global Legal Team;
- c. to People & Culture; or
- d. specifically for any serious breach of the Code:
 - i. to any Global Executive Team member; or
 - ii. to the [Cochlear Whistleblower Service](#).

The Cochlear Whistleblower Service is an externally-operated confidential service, available anywhere in the world, at any time, and reports may be made anonymously (subject to local laws and regulations).

To report a breach or suspected breach of the Code under the [Whistleblower Protection Policy](#), Cochlear Representatives should select option d. above. Please refer to the Whistleblower Protection Policy for further information on making a report and the protections available to those who make a report in accordance with the Policy.

All Cochlear Representatives with reasonable grounds to suspect any breach or potential breach of the Code have a duty to promptly speak up and make a report using one of the above options. Doing so will allow Cochlear an opportunity to deal with the issue in an appropriate manner. Cochlear's ability to prevent or detect conduct which breaches the Code in a timely manner depends on the efforts of all Cochlear Representatives. All reports are taken seriously.

How to Get Support

If there is a complicated issue, difficult business decision or another circumstance not addressed by the Code, Cochlear Representatives are encouraged to reach out and ask questions, seek advice and guidance from any of the following options:

Access the Cochlear Whistleblower Service:



The relevant team

(eg the local Quality team for questions on the Cochlear Quality Manuals)



Manager or supervisor



Compliance Officer



Local member of the Global Legal Team



People & Culture Business Partner



Global Executive Team member

How the Code applies to you

What is the Cochlear Global Code of Conduct?

The Cochlear Global Code of Conduct (**Code**) sets out the required conduct of all Cochlear Representatives in a way that is consistent with being a good global corporate citizen. The Code, together with our global HEAR behaviours, creates a link between our company mission and strategic goals by setting out standards for conducting our business. The Code is an integral component of the Cochlear Compliance Program.

Why must we follow the Code?

Cochlear is committed to carrying out its business fairly, honestly, and legally, wherever we operate around the world. The Code sets the baseline rules for business conduct as we drive our business forward, to maintain and enhance our reputation as an organisation which manufactures high-quality, reliable products and offers services with integrity and professionalism.

Who must follow the Code?

The Code applies to all:

- a. Cochlear employees, officers and directors, contracted staff, contractors and consultants; and
 - b. third parties that conduct business for or on behalf of Cochlear,
- (collectively referred to as **Cochlear Representatives**).

Every Cochlear Representative's responsibility

All Cochlear Representatives have a responsibility to understand and comply with the Code. Cochlear expects that all Cochlear Representatives will:

- a. promptly report any breach or potential breach of the Code;
- b. comply with all applicable laws and regulations in the countries in which the Cochlear Representative operates;
- c. act in accordance with Cochlear's values and in the best interests of Cochlear;
- d. act honestly and with high standards of personal integrity;
- e. not enter into any arrangement or participate in any activity that would conflict with Cochlear's best interests or that would be likely to negatively affect Cochlear's reputation;
- f. not take advantage of the property or information of Cochlear or its customers for personal gain or to cause detriment to Cochlear or its customers; and
- g. not take advantage of their position or the opportunities arising from their position for personal gain.



Every manager's responsibility

All Cochlear Representatives in a management or supervisory role have an additional responsibility to be a positive role model for those who report to them. It is important that managers or supervisors:

- a. help their team members become aware of, understand and apply the Code; and
- b. create an environment where team members are comfortable to speak up.

Cochlear managers or supervisors who condone or fail to prevent improper conduct can be subject to appropriate disciplinary action.

Disciplinary action for breach of the Code

Breaches of the Code may result in the individual or related entity being subject to disciplinary measures, including the termination of employment or business contract. A breach of law or regulation may also result in significant financial penalties and, for criminal offences such as insider trading, potential imprisonment.

Examples of conduct that can result in disciplinary action include if a Cochlear Representative:

- a. knowingly directs, participates in or authorises a breach of law, regulation or Cochlear policies or procedures;
- b. knowingly fails to report that a breach of the Code occurred or withholds information about the breach;
- c. retaliates against someone who reported a breach or potential breach of the Code;
- d. makes deliberately false or bad faith reports of compliance breaches;

- e. if a manager or supervisor, does not take reasonable steps to make sure that any Cochlear Representative under their supervision complies with the Code, legal obligations and Cochlear policies and procedures; and
- f. displays a disregard for the truth and fails to report a known or suspected breach of the Code.

Local laws

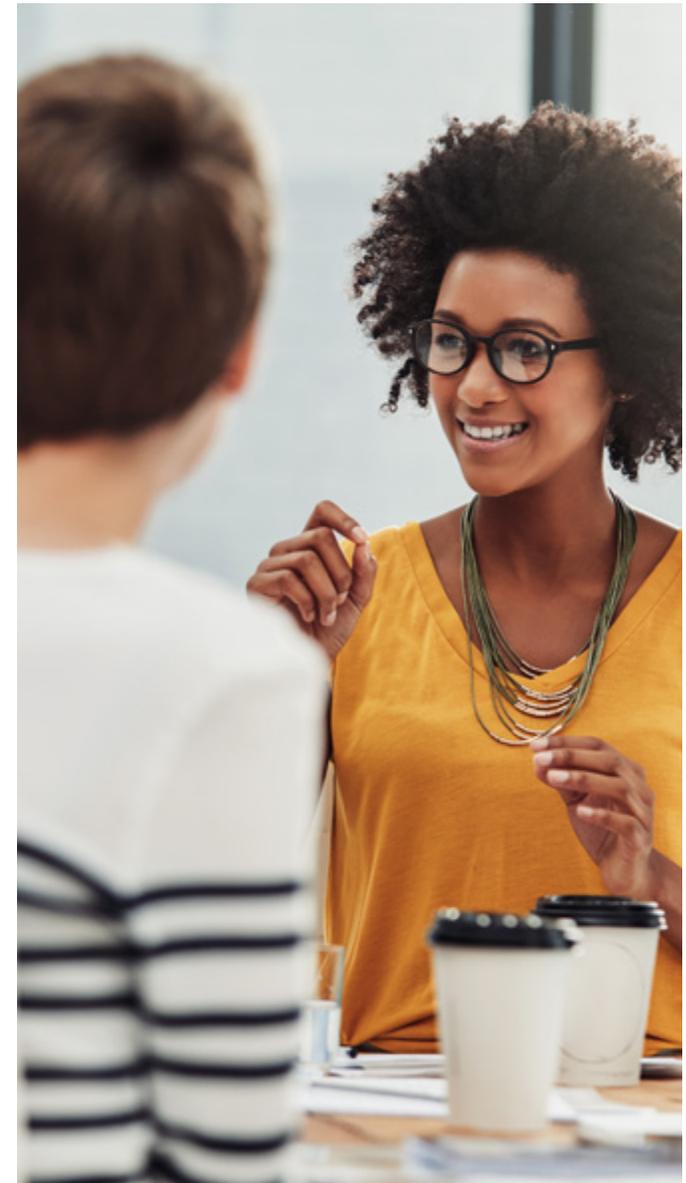
Where there is a conflict between our Code and a more restrictive applicable law or regulation, that applicable law or regulation shall prevail. If unsure, Cochlear Representatives should contact their local member of the Global Legal Team.

Training

Cochlear conducts annual mandatory training on the Code: induction training for new starters, 'live' training for those without access to our online training platform and online training for the rest of the global organisation.

Review of the Code

The Code will be reviewed annually to check that it is operating effectively and whether any changes are required.



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1.1 Anti-Bribery and Corruption

Cochlear is committed to instilling and maintaining a strong anti-Bribery and anti-Corruption culture, in line with our values. Cochlear expressly prohibits Corruption and the direct or indirect offering, giving, solicitation, or acceptance of any Bribe, Kickback or any other improper Benefit, by any Cochlear Representative in any form under any circumstances. This prohibition applies irrespective of whether an external party is a Public Official or operates in the private sector and extends to Benefits provided to an individual's family, friends or acquaintances. Cochlear is committed to compliance with all applicable laws and regulations against Bribery and Corruption in every country where we do business and ensuring our business outcomes are on the basis of proper conduct and free of improper influence.

Public Officials

In many jurisdictions around the world, Bribery or attempted Bribery of a Public Official is punishable with particular severity. Cochlear Representatives must be especially vigilant when interacting with Public Officials and must not offer, give or solicit any Benefit to a Public Official, or accept a Benefit from a Public Official, directly or indirectly, that may seem improper to others, even if deemed proper by the Cochlear Representative.

The Foreign Corrupt Practices Act in the United States prohibits corrupt payments (such as Bribes) to foreign officials for the purpose of obtaining or keeping business for or with, or directing business to, any person. Fines imposed on individuals (workforce members) may not be paid by their employer or principal. Companies that violate the Act can be barred from doing business with the US Government and may be ruled ineligible to receive export licences.

Healthcare Professionals

Cochlear values its relationships with Healthcare Professionals and the work they do to bring the gift of hearing to our customers. Cochlear maintains the highest standards of ethics and integrity in all its interactions with Healthcare Professionals and never improperly influences any decision made by a Healthcare Professional.

Cochlear Representatives should be aware that Healthcare Professionals may be considered Public Officials, for example, if they work for a public organisation, such as a hospital, university or government department.

Cochlear Representatives must comply with relevant local and regional Business Relationship Policies when interacting with Healthcare Professionals, including documenting all expenditure related to gifts, hospitality and entertainment as required as part of our payment systems when making expense claims.

In certain jurisdictions (such as the US), the government has established "fraud and abuse laws" that are designed to deter businesses or individuals from misusing government funds. Cochlear Representatives must be especially vigilant in adhering to the highest standards of conduct when engaged in activities that may implicate fraud and abuse laws. It can be difficult to recognise potential violations of the fraud and abuse laws regarding the prohibition against offering, paying, soliciting or receiving any money, gifts or services in return for the recommendation or purchase of items or services.

Facilitation payments

Cochlear Representatives must not give or permit the giving of a payment which is not officially listed as a public fee to a Public Official to expedite a process or routine administrative action, even where facilitation payments are not prohibited by law (for example, the issue of a document or a licence).

Gifts

Cochlear Representatives must comply with relevant local and regional [Business Relationship Policies](#) with regard to the provision of gifts to, and receipt of gifts from, third parties by Cochlear Representatives.

Suppliers

Cochlear is committed to combating Bribery and Corruption in its interactions with its suppliers, including by requiring its suppliers to comply with all anti-Bribery and Corruption laws in the [Supplier Code of Conduct](#). Cochlear's guidelines for Cochlear Representatives procuring goods and services, including in relation to fraud, Bribery, Corruption and gifts, are set out in our [Global Procurement Policy](#).



It is the responsibility of every Cochlear Representative to:

- a. avoid any Bribery or Corruption;
- b. prevent, detect and report to any Global Executive Member or the [Cochlear Whistleblower Service](#) any acts, suspected acts or allegations of acts of Bribery or Corruption by any Cochlear Representatives or any other party associated with Cochlear; and
- c. exercise due diligence at all times when dealing with third parties that supply to Cochlear or act on Cochlear's behalf.

Consequences

Bribery and Corruption are very serious offences and can result in significant fines, Cochlear being excluded from tendering for contracts and considerable reputational damage. An individual may face criminal and civil liability, lengthy imprisonment and large fines. Cochlear will treat any breach of Bribery and Corruption laws as a serious matter and will take disciplinary action, which may result in termination of employment or business contract and the incident being reported to relevant authorities.

Cochlear Representatives with any questions should contact their Global Executive Team member. To obtain advice or guidance on avoiding Bribery and Corruption, Cochlear Representatives should contact their Compliance Officer or local member of the Global Legal Team.



It is everyone's responsibility to avoid Bribery and Corruption, and to prevent, detect and report any acts to the Global Executive Member or the [Cochlear Whistleblower Service](#). When dealing with third parties that supply to or act on Cochlear's behalf, it is important to exercise due diligence at all times.



Cochlear supports free competition and is committed to complying with the competition and consumer protection laws and regulations in all of the countries in which it operates.

1.2 Competition

Cochlear supports free and honest competition. As a company with worldwide business activities, Cochlear is committed to complying with the anti-trust, anti-monopoly, trade practices and competition and consumer protection laws and regulations in force in the countries in which it operates.



Cochlear Representatives must:

- a. independently and unilaterally select and terminate business relationships;
- b. independently and unilaterally determine the prices and terms of sale for Cochlear products and services;
- c. not discuss commercially sensitive information with competitors, including but not limited to information concerning prices, products, sales, strategy, bids, profits, costs and methods of distribution (unless permitted to do so by the CEO & President and Group General Counsel);
- d. not accept, disclose or use confidential competitive information unless in an ethical manner and in compliance with all laws and regulations;
- e. not propose or enter into any agreement or understanding with competitors relating in any way to Cochlear, its products, its services, its prices or its distribution of products or services; and
- f. not supply our products or services to third parties on the condition that they may only supply them to others for a particular price or price range.

Cochlear Representatives must be especially vigilant of the above requirements during trade shows, customer association meetings, congresses or other public meetings that competitors may attend.

If it is proposed that Cochlear joins or otherwise participates in any industry or trade association in informing the government about health economics of cochlear implantation to support state and federal reimbursement for our products, the prior written approval of the relevant Global Executive Team member is required. Cochlear respects all competitors and Cochlear Representatives must ensure that statements made to other parties about our competitors are limited to substantiated factual comparisons of product or service performance.

Cochlear Representatives should consult their relevant [Business Relationship Policy](#), local and regional competition compliance manuals and the [Global Competitive Intelligence Guidelines](#) for further guidance on competition and competitor intelligence.

1.3 Conflicts of interest

At Cochlear, we take pride in conducting our business with the highest level of professionalism and integrity. Our business decisions are made in the interests of Cochlear and our customers, not for personal gain or benefit.

Cochlear Representatives are required to contact their manager, supervisor or People & Culture Business Partner if they could have a personal interest or intend to engage in any outside activity that may give rise to a Conflict of Interest.

In any potential Conflict of Interest situation, Cochlear Representatives must ask themselves:

- a. Could my personal interests interfere with those of Cochlear?; and
- b. Might it appear that way to others, either inside or outside Cochlear?



Cochlear Representatives:

- a. must not misuse Cochlear's name, resources, influence or reputation to gain personal advantage at any time. In addition, they should disclose any outside interest or activity, financial or otherwise, that may present a possible or potential Conflict of Interest, or the appearance of a Conflict of Interest;
- b. may legitimately participate in financial, business and other activities outside their jobs, provided that those activities are not a Conflict of Interest; and
- c. must proactively and promptly disclose any potential Conflict of Interest to Cochlear and be willing to resolve the conflict, as required.

Cochlear Representatives must take particular care if they are responsible for selecting or dealing with a supplier of goods or services on behalf of Cochlear, always following applicable Cochlear guidelines and the [Global Procurement Policy](#).

1.4 External communications

Cochlear Representatives must not make any public comment that gives the impression that what is being said is in any way an official company statement unless they have obtained the proper authority to do so. Public comment includes remarks during a speaking engagement, conference or other meeting of persons who are not Cochlear Representatives.

Please refer to the [Global External Communications and Media Policy](#).

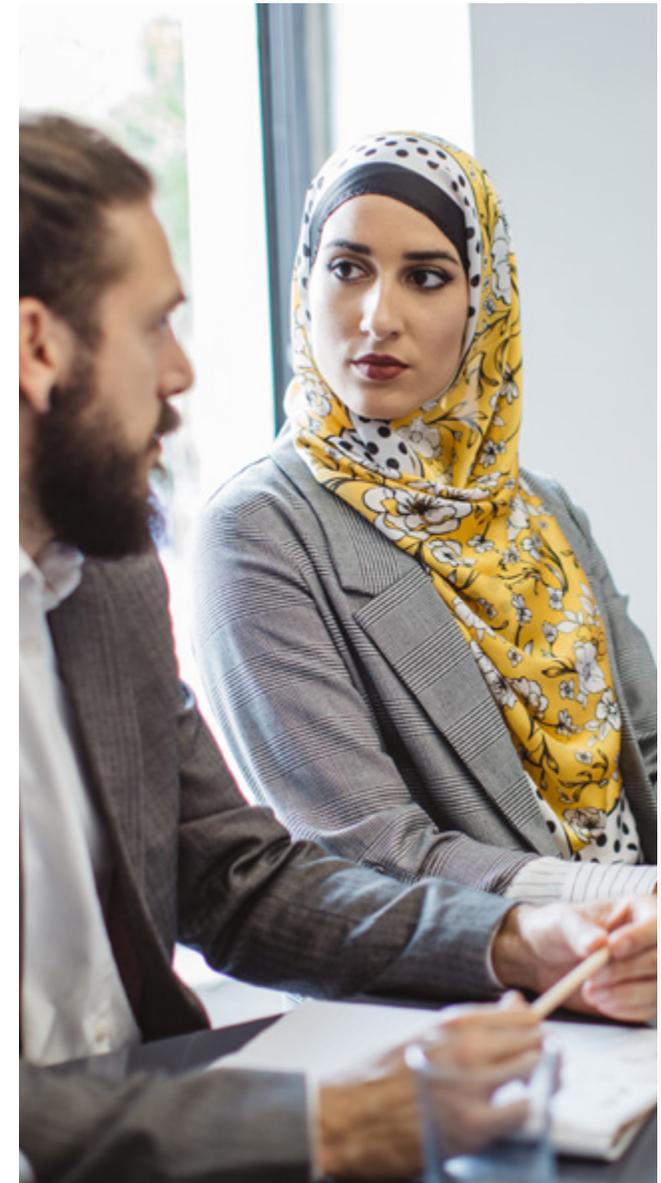
1.5 Social media

Social media is an important vehicle for Cochlear to engage with the community and its stakeholders. Cochlear Representatives are personally responsible for content they publish and are expected to exercise good judgment and common sense when communicating online.

Cochlear Representatives must refer to the [Global Guidelines for Employee Personal Use of Social Media](#) when using social media, both personally and on behalf of Cochlear.

1.6 Trade restrictions

Cochlear is committed to importing, exporting and engaging in all other forms of trade in compliance with all applicable laws governing trade restrictions, including sanctions laws, rules, regulations, export control measures and anti-boycott laws.



Economic sanctions prohibit most commercial and financial transactions with sanctioned countries, regions, governments, entities and individuals, without the appropriate licence or authorisation. Consistent with its mission, Cochlear will seek to maximise the distribution of its products and services around the world while complying with all applicable sanctions. If in doubt as to a sanctioned country, region, government, entity or individual, Cochlear Representatives should contact their relevant Compliance Officer, Finance Manager or local member of the Global Legal Team.

Export controls change regularly. Any Cochlear Representative involved in the sale or shipment of our products across borders must be aware of, and comply with, the relevant rules and check with their local member of the Global Legal Team for advice, if required.

Cochlear prohibits boycott activities. It is Cochlear policy not to comply with any request concerning foreign governments' boycotts or embargoes in one part of the world to gain business in another.

Violations of trade restrictions can be severe, including criminal penalties, for both Cochlear and the individual. Cochlear may be prohibited from further participation in certain trade. If asked to deal with a sanctioned or restricted country, entity or individual, Cochlear Representatives should immediately contact their relevant Compliance Officer, Finance Manager or local member of the Global Legal Team.

Please refer to our [Sanctions and Export Control Policy](#).

1.7 Clinical research

Cochlear is committed to ensuring the safety, confidentiality, privacy and wellbeing of all patients and volunteers who take part in our clinical trials around the world. Cochlear conducts all research initiatives to the highest ethical, scientific and clinical standards and in compliance with all relevant laws and regulations.

Cochlear Representatives responsible for Cochlear sponsored clinical investigations must comply with all of Cochlear's Standard Operating Procedures relating to the ethical conduct of clinical studies and research. Cochlear Representatives responsible for internally-conducted clinical investigations must comply with Cochlear's [Clinical Investigational Site Governance Policy](#).



Cochlear will seek to maximise the distribution of its products and services around the world while complying with all applicable sanctions.

1.8 Human rights

Cochlear respects human rights and aims to conduct our business in alignment with the rights and principles in the United Nations Declaration of Human Rights, the UN Guiding Principles on Business and Human Rights and the International Labour Organization Declaration on Fundamental Principles and Rights at Work.

Cochlear contributes to the United Nations Sustainable Development Goals and, as a signatory to the United Nations Global Compact (UNGC), Cochlear supports the UNGC's Ten Principles in the areas of human rights, labour, environment and anti-corruption across our business.

Cochlear is committed to ensuring there are no modern slavery practices in our operations and supply chains. Cochlear requires its suppliers to comply with the standards in the [Supplier Code of Conduct](#), including on labour practices.

Cochlear expects all Cochlear Representatives to promptly reach out and ask questions if they identify or are notified of any incidents of suspected human rights issues, including modern slavery.

1.9 Environmental sustainability

Cochlear's [Environmental Policy](#) sets out Cochlear's commitment to managing and reducing our impact on the global environment.

Cochlear sets targets to advance environmental sustainability and closely monitors our environmental performance across our operations and supply chain.

1.10 Public policy

Cochlear believes we have an important role to play in the development of public policy on issues that impact our business and where we can offer expertise and insight.

By engaging with government and other stakeholders in alignment with our mission and values, Cochlear can better serve patients, their families, Healthcare Professionals, recipients, candidates and other customers, as well as our Cochlear Representatives and communities.

1.11 Political activities

Cochlear engages with political and government stakeholders both directly and through membership of industry associations and other bodies, including by attending conferences, policy workshops, round table discussions and other formal and informal events.

Cochlear Representatives may only participate in these events with appropriate internal approvals and in compliance with all applicable laws.

Cochlear does not provide donations to either individuals or political parties (and Benefits must not be offered or given to political candidates), except that Cochlear Representatives may pay a fee to attend the events described above, which may include a political fundraising component.

Cochlear supports the rights of all Cochlear Representatives to participate in civic life including the political process. However, personal participation in political activities must not be seen as a statement or action on behalf of Cochlear, be on company time or create any potential Conflict of Interest. Cochlear Representatives must not use the Cochlear name and assets to support personal political activities. This includes the use of Cochlear facilities, office equipment, supplies and inventory.

1.12 Animal ethics

Cochlear is committed to the respectful and humane use of animals when required to be used in scientific research and medical device product development. Cochlear applies the 3R principles of Replacement, Reduction and Refinement in our animal research to minimise the impact on welfare of animals.

Please refer to our [Animal Ethics Policy](#).

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Conduct: our assets and information

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2.1 Continuous disclosure

As an Australian publicly listed entity, Cochlear Limited has obligations under the Australian Securities Exchange Listing Rules and Australian law to keep the market fully informed of information about Cochlear which a reasonable person would expect to have a material effect on the price or value of Cochlear securities.

Cochlear's [Continuous Disclosure Policy](#) sets out the required actions upon becoming aware of information that may potentially require disclosure, to ensure Cochlear meets its continuous disclosure obligations.

2.2 Insider trading

In the course of undertaking their roles, Cochlear Representatives may come across information about Cochlear that, for certain reasons, has not yet been made public. Non-public information that, if known, a reasonable person would expect to have a material effect on the price or value of an entity's securities is referred to as "inside" or "market sensitive" information.

Cochlear Representatives in possession of inside information must not conduct a trade, procure another person to conduct a trade or tell inside information to another person they ought to reasonably know will conduct a trade – in relation to Cochlear, or any other company.

Please refer to our [Trading Policy](#), which includes further information on the law, Cochlear's trading windows and requirements for "Designated Persons" and "Key Designated Persons".

2.3 Privacy

Cochlear takes the privacy of our device recipients, the details of Healthcare Professionals, and all of our Cochlear Representatives very seriously. It is vital that the collection, use and security regarding Personal and Sensitive Information meets best practice internationally and remains compliant with all applicable privacy legislation.

Unauthorised disclosure of, or access to, Personal and Sensitive Information may be damaging to the relevant individual and to Cochlear's reputation.

Cochlear is bound by privacy and data protection laws, which set a high standard of protection. As an individual, a Cochlear Representative may also be subject to civil and criminal prosecution under these laws. Cochlear considers the proper handling of Personal and Sensitive Information collected and held by it or on its behalf as essential to promoting a sense of security and trust, which is necessary for Cochlear's success.



Cochlear Representatives must:

- a. not use Personal and Sensitive Information for any purpose inconsistent with the purpose for which the information was originally collected and for which purpose(s) the individual has consented or for which Cochlear has another lawful basis to justify the use;
- b. promptly correct any Personal and Sensitive Information which is not up-to-date and/or accurate;
- c. take all reasonable steps to protect the security and confidentiality of Personal and Sensitive Information from misuse and loss, and from unauthorised access, modification or disclosure;

- d. apply privacy-by-design to the development of any new project or initiative involving Personal and Sensitive Information, including conducting a privacy impact assessment;
- e. retain Personal and Sensitive Information only for the time required to achieve the purpose for which the information has been collected;
- f. notify the Global Privacy Office or local member of the Global Legal Team upon becoming aware of or suspecting any incidents involving Personal and Sensitive Information.

If there are any circumstances that may breach the above conditions or any concerns regarding a course of action, Cochlear Representatives should consult with Cochlear's Chief Privacy Officer or local member of the Global Legal Team to obtain their guidance on how to proceed.

Cochlear Representatives must comply with Cochlear's [Privacy Standard](#), related privacy policies and standards and the [Global Privacy Notice](#), the [Acceptable Use of Information Technology Policy](#), the [Information Asset Classification Policy](#), any additional local or regional obligations in the relevant [Business Relationship Policy](#) and any other internal privacy guidelines.



Every Cochlear Representative has the responsibility to ensure our Intellectual Property is always protected and kept secure.

2.4 Intellectual property

Our Intellectual Property is often the differentiator between us and our competitors. Our Intellectual Property may be created by Cochlear Representatives Cochlear Representatives in the ordinary course of business, including together with third parties, or otherwise while using any Cochlear equipment, materials or information.

Every Cochlear Representative has the responsibility to ensure our Intellectual Property is always protected and kept secure. Cochlear Representatives that conceive a patentable idea or concept should raise that idea or concept with the Intellectual Property Department prior to any disclosure to ensure adequate protection.

2.5 Confidentiality

Cochlear Confidential Information is a valuable asset and Cochlear Representatives have an important responsibility to maintain confidentiality of Cochlear Confidential Information at all times, both under the Code and as a matter of law. If a breach of a Cochlear Representative's obligations under the Code leads to loss for Cochlear, Cochlear may be entitled by law to recover the amount of this loss from that Cochlear Representative.

Cochlear Representatives must not disclose, internally or externally, either directly or indirectly, non-public third party confidential information provided to Cochlear except on a need-to-know basis and in the performance of their duties on behalf of Cochlear (subject to the terms of the relevant confidentiality agreement).

Cochlear Representatives must never disclose proprietary or trade secret Cochlear Confidential Information externally to:

- a. any competitor of Cochlear, unless permitted to do so by the Group General Counsel and Global Executive Team member responsible for protecting the Cochlear Confidential Information; and
- b. anyone else, unless permitted to do so by a Band 2 department manager responsible for protecting the Cochlear Confidential Information (or above).

Such disclosure shall be governed by an appropriate confidentiality agreement signed by the approving Global Executive Team member or Band 2 department manager responsible for protecting the Confidential Information (or above), as the case requires.

To avoid inadvertently waiving attorney-client privilege, documents containing communications to and from lawyers or patent attorneys (whether in-house or external) should not be forwarded.

If unsure as to whether any information is confidential, please presume that it is confidential until a manager or supervisor confirms otherwise.

2.6 Business records

Accurate, complete and reliable Business Records are the responsibility of all Cochlear Representatives and are the basis of critical business and strategy decisions and public disclosures in respect of which strict laws apply.

Cochlear Representatives must avoid careless and inappropriate use of language, particularly in emails and notes, which could imply any improper conduct or agreement and have the effect of making lawful and ethical conduct look suspicious. Cochlear Representatives should assume that Business Records one day may be public and subject to inspection.



It is the responsibility of all Cochlear Representatives to:

- a. ensure all Business Records are accurate, complete and reliable in all material respects, including those related to dealings with and payments to third parties;
- b. comply with Cochlear's group and regional accounting policies and generally accepted accounting principles, to ensure transactions are accurately recorded and reported; and
- c. never include any false or misleading information in any Business Record.

Cochlear Representatives with a question or concern in relation to Business Records should contact their manager or supervisor, Finance Manager, Compliance Officer, or local member of the Global Legal Team.

2.7 Quality and Regulatory

Cochlear is subject to extensive product and quality regulations. Compliance with these regulations contributes to business performance by helping to assure patient safety and enhance the performance of our products and services. Cochlear Representatives must follow the Cochlear Quality Manuals and all of Cochlear's procedures when performing job functions related to the quality management system.

Please refer to the [Cochlear Quality Policy](#).



03

Conduct: our people

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3.1 Health and safety and workplace conduct

Cochlear is committed to providing a healthy, safe, inclusive work environment for all our people, where everyone feels safe and valued. We foster a trusting, collaborative and respectful workplace for all.

Our safe work systems and practices help ensure that the health and wellbeing of Cochlear's employees, consultants, contractors, customers and other visitors is protected. We recognise the value of a healthy balance between work and life and support flexible working arrangements for our employees where business requirements allow.

We support all people working with us to feel empowered to identify and control risk in their work. We expect our managers to actively lead safety by supporting and collaborating with their teams to create safe workplaces and encouraging the early reporting of anything that poses a risk to health or safety.

Being proactive about safety means fostering a safe environment where everyone is encouraged and supported to speak up when something is not right, and report and act on any issues which pose a risk to health and safety.

Cochlear Representatives also have a responsibility to be proactive with their personal health and safety and should only return to work after illness or injury when appropriate.

Any person undertaking work for Cochlear must not be adversely affected by any drugs or alcohol.

Cochlear Representatives are required to observe and practice the global HEAR behaviours both inside and outside of the Cochlear workplace. Cochlear values positive and respectful interactions with all persons. We do not tolerate any form of violence, threat of violence, intimidation, bullying, harassment, or sexual harassment in the workplace. We strive to create safe and supportive workplaces that are free from exposure to harm. Cochlear does not permit any form of weapon to be carried or maintained on any Cochlear property.

Cochlear Representatives should have regard to all local and global People & Culture policies in relation to conduct in the workplace.

3.2 Equal employment opportunity and discrimination

We all have a responsibility to make Cochlear a fair and inclusive workplace that allows Cochlear Representatives to feel engaged and empowered.

Cochlear takes pride in being an equal opportunity employer. Our [Diversity and Inclusion Policy](#) is reflected in all our people processes.

We make our talent decisions including recruitment, performance evaluation, remuneration and career development opportunities are based on merit, qualifications, performance and behaviours and we use systems and processes designed to ensure these decisions are made with integrity, free from bias and conflict of interest.

We do not discriminate against employees, applicants, consultants or contractors on the basis of race, colour, religion or belief, national origin, culture, ethnicity, disability, gender, age, sexual orientation, veteran status, marital or family status, socio-economic background, family or carer's responsibilities or other legally protected classification. We do not tolerate any form of discrimination. Any such action will be investigated and may be subject to disciplinary action that may also include termination of employment.



Cochlear Representatives must:

- a. promptly report unsafe or hazardous conditions and any work-related incident, injury or illness to their manager or supervisor;
- b. comply with applicable local Cochlear workplace health and safety policies and procedures; and
- c. comply with all applicable local workplace laws and regulations.

Glossary

Benefit means anything of actual or perceived value, including but not limited to cash or cash equivalents (such as vouchers or gift cards), gifts of any kind, favours, entertainment, food and beverages, accommodation, transportation, donations, services and other courtesies.

Bribery means the direct or indirect offering, giving, or promising to give any Benefit that is not legitimately due in order to retain or obtain an improper advantage.

Business Records means any information created, received or maintained in the course of conducting business at Cochlear, including any data, communication, document or file, in any form.

Business Relationship Policy means any regional or local Cochlear policy in place, providing guidance to Cochlear Representatives when interacting with third parties, including Healthcare Professionals.

Cochlear means Cochlear Limited ABN 96 002 618 073 and each of its related entities.

Cochlear Compliance Program means the internal program implemented in Cochlear Global Head Office and each Cochlear region to raise awareness, educate, train, report, monitor and certify compliance in relation to standards of conduct required by each Cochlear Representative, creating and enhancing a culture of acting lawfully, ethically and responsibly within Cochlear.

Cochlear Confidential Information means all information relating to Cochlear's business, products and services, or obtained or created by a Cochlear Representative in the course of their work for Cochlear, and which is not known by the general public.

Cochlear Representatives mean all Cochlear employees, officers and directors, contracted staff, contractors and consultants and third parties that conduct business for or on behalf of Cochlear.

Cochlear Quality Manuals mean the Cochlear Limited Quality Manual, Quality Manual Bone Anchored Solutions AB, Cochlear Chengdu Quality Manual, APAC Quality Manual, , EMEA Quality Manual, CLA Quality Manual and CAM Quality Manual.

Code means the Global Code of Conduct.

Compliance Officer means the Global Compliance Officer and the compliance officer in each region who is charged with the development, implementation, operation and modification of the Cochlear Compliance Program. The Compliance Officer can assist Cochlear Representatives with any question about applicable federal and state laws; compliance program management; employee training and communication; and auditing and monitoring. Some regions, such as Cochlear North America, have a Compliance Committee consisting of senior Cochlear executives who work with and advise the Compliance Officer, and share responsibility for overseeing compliance.

Conflict of Interest may arise when a Cochlear Representative's personal activities and relationships interfere, or appear to interfere, with their ability to make objective decisions in their position as a Cochlear Representative. A conflict of interest also may exist if the demands of any outside interest hinders a Cochlear Representative's ability to perform their job or results in use of Cochlear resources for non-company-related purposes.

Corruption means improper and usually unlawful conduct intended to secure a Benefit for oneself or another.

Healthcare Professional includes any individual (clinical or non-clinical, including but not limited to physicians, nurses, technicians, audiologists and research staff/ coordinators) or entity (such as hospitals, clinics or group purchasing bodies) involved in the provision of healthcare services or items to patients and that directly or indirectly purchase, lease, recommend, use, arrange for purchase or lease of, or prescribe Cochlear products and/or services.

For the purpose of the Code, the definition of **Healthcare Professional** does not include an individual who is a Cochlear Representative.

Intellectual Property means creations of the mind, including but not limited to all manner of know-how, inventions, industrial designs, copyrights, patents, trademarks, designs, trade secrets, art work, images, writings and names.

Kickback means anything of value provided directly or indirectly to another party for the purpose of obtaining or rewarding referrals or recommendations for products or services.

Personal and Sensitive Information means any information held by Cochlear relating to an identified or identifiable person, including but not limited to a person’s name, contact details, date of birth, as well as details of a medical condition, medical treatment or health records.

Public Official means anyone who is employed by, works for, or holds him or herself to be an authorised person for a government or a public body. This includes a Healthcare Professional working in or for a public hospital.

Version control

Policy application	Global	Policy version number	6.1
Policy approver	Board of Directors	Policy version date	14 November 2023
Policy owner name	Group General Counsel	Policy review cycle	Annually
Policy delegate name	Global Compliance Officer		
Referenced documents	<p>Externally available:</p> <ul style="list-style-type: none"> • Continuous Disclosure Policy • Diversity and Inclusion Policy • Environmental Policy • Privacy Notice • Supplier Code of Conduct • Trading Policy • Whistleblower Protection Policy <p>Internally available:</p> <ul style="list-style-type: none"> • Acceptable Use of Information Technology Policy • Business Relationship Policies • Clinical Investigational Site Governance Policy • Cochlear Privacy Standard • Cochlear Quality Policy • Cochlear Quality Manuals • Global Competitive Intelligence Guidelines • Global Guidelines for Employee Personal Use of Social Media • Global External Communications and Media Policy • Global Procurement Policy • Information Asset Classification Policy • Sanctions and Export Control Policy • Standard Operating Procedures 		

Hear now. And always

Cochlear is dedicated to helping people with moderate to profound hearing loss experience a world full of hearing. As the global leader in implantable hearing solutions, we have provided more than 700,000 devices and helped people of all ages to hear and connect with life's opportunities.

We aim to give people the best lifelong hearing experience and access to next generation technologies. We collaborate with leading clinical, research and support networks to advance hearing science and improve care.

That's why more people choose Cochlear than any other hearing implant company.

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Please seek advice from your health professional about treatments for hearing loss. Outcomes may vary, and your health professional will advise you about the factors which could affect your outcome. Always read the instructions for use. Not all products are available in all countries. Please contact your local Cochlear representative for product information.

ACE, Advance Off-Stylet, AOS, AutoNRT, Autosensitivity, Beam, Bring Back the Beat, Button, Carina, Cochlear, 科利耳, コクレア, 코클리어, Cochlear SoftWear, Contour, 콘트우아, Contour Advance, Custom Sound, ESPrit, Freedom, Hear now. And always, Hugfit, Hybrid, Invisible Hearing, Kanso, MET, MicroDrive, MP3000, myCochlear, mySmartSound, NRT, Nucleus, Osia, Outcome Focused Fitting, Off-Stylet, Profile, Slimline, SmartSound, Softip, SPrint, True Wireless, the elliptical logo, and Whisper are either trademarks or registered trademarks of Cochlear Limited. Ardium, Baha, Baha SoftWear, BCDrive, DermaLock, Human Design, Piezo Power, SoundArc, Vistafix, and WindShield are either trademarks or registered trademarks of Cochlear Bone Anchored Solutions AB.

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