

ZOLL[®]
an Asahi Kasei company

Third Party Code of
**Ethics and
Business Conduct**

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Introduction

At ZOLL® Medical Corporation and its divisions and subsidiaries ("ZOLL"), we are committed to maintaining the highest ethical standards in all our business dealings. This **Third-Party Code of Ethics & Business Conduct** (the "Code") reflects our commitment to integrity, accountability, and ethical behavior. We believe in doing the right thing—every time. While our third-party partners operate independently, their actions can significantly impact our reputation and success. We view these third parties as essential and valued partners to our business and we expect them to align with our core values and uphold the same high standards of conduct that we require from our employees.



Commitment to Ethical Business Practices

At ZOLL, we are committed to fostering an honest, inclusive, and productive work environment—one that values teamwork, diversity, and open communication. We recognize that ethical dilemmas may arise in business interactions, and we expect our third-party partners to uphold the highest professional and ethical standards. When faced with uncertainties, we encourage you to exercise sound judgment and seek guidance. Third-party partners must comply with all applicable laws and regulations in the countries where they operate. However, where this Code imposes stricter requirements than local laws, third-party partners are expected to adhere to the higher standard.

Mission and Values

ZOLL's mission is to improve patient outcomes and help save lives. Quality is ultimately defined by our customers' expectations. We believe that long-term, trusting business relationships are built on honesty, openness, and fairness.





Purpose and Scope

This Code establishes ethical expectations for all third-party partners conducting business with or on behalf of ZOLL. A "third-party partner" refers to any non-employee individual or entity that engages in business with, provides services to, or represents ZOLL, including but not limited to distributors, suppliers, consultants, agents, contractors, intermediaries, and other business partners.¹ While this Code covers a broad range of business practices, it cannot address every possible situation. Therefore, third-party partners are expected to understand both the letter and spirit of this Code and seek clarification when necessary. Additionally, third-party partners must ensure that their subcontractors, subdistributors, agents, and affiliates comply with these principles.

As a third-party partner, you are expected to uphold the following principles:

1. Knowledge and Awareness

Understand and adhere to this Code, ZOLL's policies and procedures, and all relevant legal and regulatory requirements applicable to your business operations.

2. Compliance with Laws and Standards

Follow all applicable laws, regulations, and industry standards in the countries where you operate. Where local laws or regulations allow for less stringent practices, this Code will take precedence, provided compliance is legally permissible.

3. Integrity and Ethical Conduct

Conduct business with honesty, fairness, and professionalism. Ensure that your business practices align with this Code, ZOLL's policies and all applicable legal and ethical standards.

4. Transparency and Accountability

Promptly report any concerns or suspected violations of this Code, ZOLL's policies, or applicable laws through designated reporting channels, such as ZOLL's helpline or a member of the Compliance, Privacy & Governance team.

¹ For the avoidance of doubt, the use of the term partner throughout this Conduct is not intended to and does not create a legal partnership relationship. The relationship between you and ZOLL shall be that of independent contractors.



Clarifying Compliance in a Global Context

We recognize that laws and regulations vary by region. While compliance with local legal requirements is essential, ZOLL expects its third-party partners to uphold our ethical standards wherever they operate. This ensures alignment with our core values and mission.

Navigating Uncertainty

As a valued partner, you play a crucial role in upholding our commitment to ethical business practices in all settings where ZOLL operates, including hospitals, ambulances, doctors' offices, schools, and more. We rely on your integrity, sound judgment, and moral courage to navigate complex situations. If you are ever uncertain about an ethical issue, we encourage you to seek guidance and support to ensure our shared values are upheld in every interaction.



Where to Go with Questions on the Code

Use Good Judgment and Seek Advice

This Code serves as a framework for ethical decision-making but cannot cover every possible situation. If you are uncertain about how to apply its principles, use your best judgment and seek guidance from the appropriate resources.

Recognize and Report Misconduct

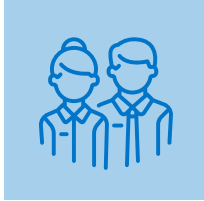
Transparency is vital. If you make a mistake or witness potential misconduct, seek assistance immediately. Reporting illegal behavior is not just encouraged—it is expected. We understand that raising concerns can be difficult, but we urge you to come forward.

Reporting Channels

You have multiple ways to report concerns:

- Your ZOLL business contact – If appropriate, raise your concerns directly.
- ZOLL's Helpline – zoll.ethicspoint.com. - A secure, confidential resource available 24/7, 365 days a year, in over 250 languages. Reports may be made anonymously where permitted by law.
- Online reporting and country-specific phone numbers – Visit the ZOLL Helpline website for reporting details and toll-free numbers.
- Compliance, Privacy, Governance Department – For questions about this Code, email compliance@zoll.com.

We encourage you to use these reporting channels to ensure concerns are addressed promptly and appropriately.



Respectful Interactions

ZOLL believes that everyone deserves to be treated with civility and respect, regardless of role or position. We expect our third-party partners to conduct business in a professional, courteous, and respectful manner when interacting with patients, customers, colleagues, ZOLL employees, and all other stakeholders. Disrespectful behavior, whether through words or actions, towards any individual in a business-related context is unacceptable. Third-party partners should foster an inclusive environment that values diverse experiences and perspectives, recognizing that constructive dialogue and differing viewpoints contribute to innovation and better outcomes.

By upholding these principles, third-party partners help create a collaborative, productive, and ethical business environment aligned with ZOLL's values.



Anti-Bribery and Anti-Corruption

ZOLL conducts business in a transparent and ethical manner and expects the same from its third-party partners. ZOLL strictly prohibits all forms of bribery and corruption. Third-party partners must never offer, promise, authorize, or provide any payment or benefit intended to improperly influence a government official, healthcare professional (HCP), or any other individual or commercial entity in the performance of their duties. When engaging with HCPs who are employed by or affiliated with government authorities, third-party partners must comply with all applicable laws, regulations, professional requirements, and industry codes, including local transparency and anti-kickback regulations.

Anti-Trust and Fair Competition

ZOLL fully supports the principles of anti-trust and fair competition laws, which promote open and fair competition by prohibiting practices such as price-fixing, market allocation, bid-rigging, and other forms of anti-competitive behavior. Third-party partners must not enter into agreements or engage in discussions with competitors that could improperly restrict competition or create an unfair market advantage. This includes sharing sensitive business information, such as pricing, market strategies, or customer data, in a way that may violate competition laws.

Global Trade

ZOLL operates globally and is committed to complying with all applicable import, export control, and economic sanctions laws that govern the transfer of products, items, software, technology, and the performance of certain services. Third-party partners must also comply with these laws and regulations, which can be complex and vary by country. We require our partners to follow these regulations diligently, ensuring adherence to all relevant import and export controls, including obtaining any required licenses. Additionally, it is essential that third-party partners provide accurate and truthful information to customs and regulatory agencies to ensure full compliance with all applicable laws. The diversion of ZOLL products, whether by misrepresenting the end user, destination, or intended use, is strictly prohibited. Third-party partners must ensure that ZOLL products are only distributed to approved recipients and in accordance with applicable trade laws and contractual obligations.



Data Privacy and Protection

ZOLL is committed to safeguarding personal information collected from employees, business partners, patients, healthcare professionals, and others. Third-party partners engaging with ZOLL or working on our behalf are expected to comply with all applicable data protection laws and ZOLL's privacy policies when collecting, processing, and storing personal information.

As our third-party partner, you are responsible for:

- **Legitimate Collection:** Collect personal information only for legitimate business purposes. Ensure that data is shared exclusively with individuals who have authorized access and a legitimate need to access it.
- **Data Minimization:** Process only the minimum amount of personal information necessary to fulfill the legitimate business purpose.
- **Data Protection:** Safeguard and protect personal information in accordance with established security policies. Retain personal data only as long as necessary to fulfill its business purpose.
- **Third-Party Compliance:** Ensure any third parties with access to personal information are contractually obligated to protect it in line with applicable data privacy and security standards.
- **Secure Data:** Protect the confidentiality, integrity, and availability of all data and systems. Implement appropriate measures to safeguard systems, networks, and data under your control, especially those connected to ZOLL's infrastructure.
- **Prompt Reporting of Security Incidents:** Immediately notify ZOLL of any cybersecurity incidents, breaches, vulnerabilities, or potential threats that could compromise the integrity, confidentiality, or availability of ZOLL's data, systems, or infrastructure.



Financial Integrity

ZOLL expects third-party partners to maintain accurate, complete, and reliable records in accordance with applicable laws and regulations. By maintaining transparent and accurate documentation, third-party partners help ensure that legal and ethical business practices are being followed, and any fraudulent or unethical activities are prevented.



Human Rights

ZOLL is committed to upholding human rights and fair labor practices. We strictly prohibit forced labor, child labor, and any form of unlawful discrimination, including discrimination based on race, color, religion, sex, gender identify, sexual orientation, national origin, disability, or any other protected characteristic. ZOLL adheres to applicable local labor laws and does not tolerate child or forced labor among our third-party partners. Our goal is to foster a positive, inclusive work environment that respects individual rights and is free from unlawful discrimination and harassment.

As a third-party partner, we expect you to share this commitment by avoiding any practices that constitute modern slavery, including:

- Human trafficking
- Slavery
- Servitude (coercing individuals to work under threat or penalty)
- Forced labor
- Debt bondage (forcing individuals to work to repay debts under unfair conditions)
- Forced marriage
- Child labor

By upholding these values, we promote respect for human dignity and fairness in the workplace.

Conflict Minerals

ZOLL is committed to the responsible sourcing of conflict minerals and encourages all our third-party partners to actively work toward ethical sourcing practices. We encourage you to work with your suppliers and partners to ensure minerals are sourced ethically, avoiding high-risk regions and supporting transparency. Small actions, such as verifying the origin of minerals and working with certified smelters, requesting sourcing information from suppliers, and ensuring transparency, can contribute to a positive impact in promoting responsible sourcing practices.

Environmental Responsibility and Sustainability

ZOLL is committed to environmental responsibility and expects all its third-party partners, regardless of size, to share this commitment. We encourage you to minimize waste, improve energy efficiency, and prioritize sustainable sourcing. Small actions, such as reducing paper use, optimizing energy consumption, and sourcing materials responsibly, contribute to a positive environmental impact.

Quality, Health and Safety

ZOLL is committed to maintaining the highest standards of quality, safety, and accountability in all our operations. We prioritize well-being by delivering exceptional products and services that comply with global regulatory standards. We expect our third-party partners to share this commitment by implement appropriate measures to ensure the safety and efficacy of products and services. This includes having mechanisms to manage:

- Product and service quality and compliance
- Environmental impact
- Labor standards
- Health and safety risks
- Ethical business conduct
- Business continuity risks
- Continuous improvement

Third-party partners should provide adequate training to their employees to ensure they possess the necessary knowledge and skills to meet these standards. They should also require their subcontractors and suppliers to comply with these expectations. Any adverse events, product quality complaints, or safety concerns must be promptly reported to ZOLL.



Conflict of Interest

ZOLL expects all third-party partners to conduct business with the highest standards of integrity and transparency, avoiding any conflicts of interest that may compromise objective decision-making or result in unfair advantages. A conflict of interest occurs when personal, financial, or business interests, whether actual, potential, or perceived, interfere, or could potentially interfere, with impartial and fair business decisions involving ZOLL. It is the responsibility of our third-party partners to promptly disclose any actual, potential, or perceived conflicts of interest to both their ZOLL business contact and the Compliance, Privacy, and Governance department. Full transparency is essential to ensuring ethical and fair business practices.

Examples of conflicts that must be disclosed include, but are not limited to, the following situations:

- Acting in multiple roles that may present a conflict of interest (e.g., consultant and distributor), without prior disclosure and approval from ZOLL.
- Owning or having a financial interest in a business that competes with ZOLL, provides services to ZOLL, or is a customer, distributor, or partner of ZOLL.
- Establishing a business relationship with ZOLL while having personal, family, or financial ties to a ZOLL employee who may influence decisions related to that relationship.
- Engaging in business dealings or negotiations where a close associate or family member employed by ZOLL may influence the decision-making process or contract awards.
- Maintaining relationships with government officials, regulators, or healthcare professionals that could influence business dealings with ZOLL.
- Doing business with third-party entities influenced by family members, close associates, or employees of ZOLL.
- Using ZOLL's confidential or proprietary information for personal gain or to benefit another business, individual, or organization.

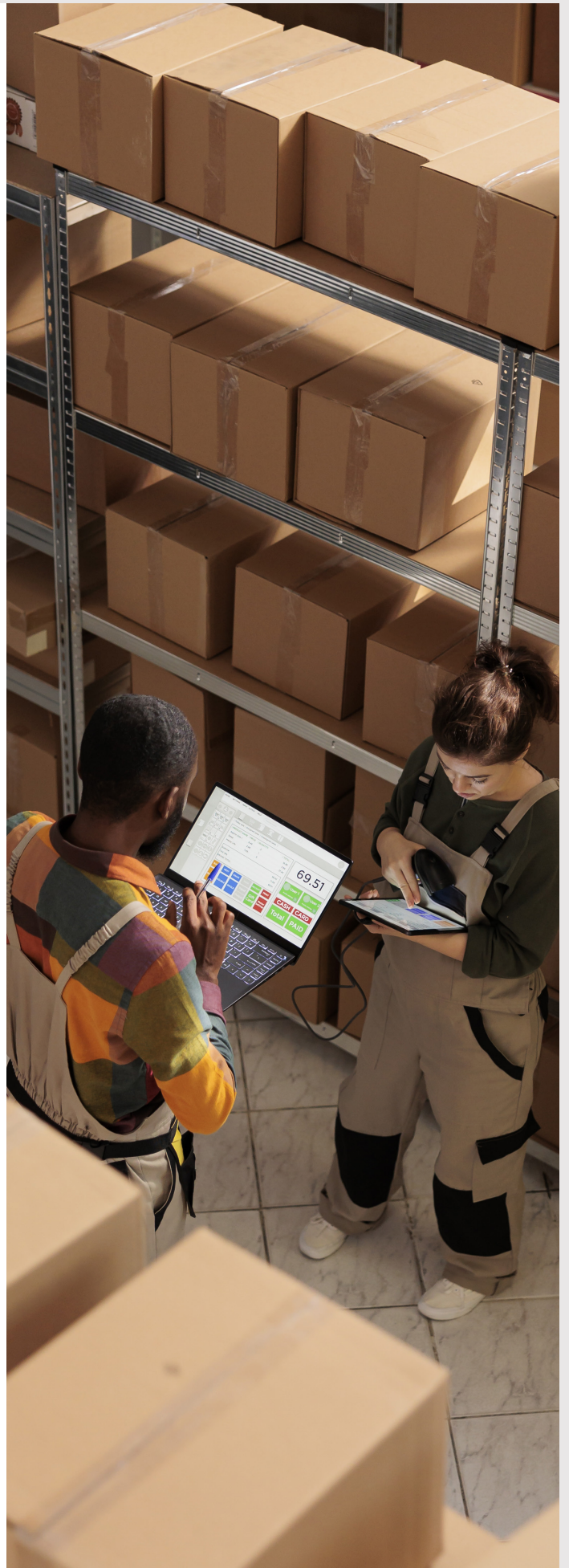
ZOLL expects all conflicts of interest to be disclosed promptly. While not all potential conflicts are prohibited, it is essential that all conflicts, whether actual, potential, or perceived, be reported for evaluation. ZOLL reserves the right to assess and determine the acceptability of any disclosed conflict.

Failure to disclose any actual, potential, or perceived conflicts of interest may result in corrective actions, including the possible termination of the business relationship. You can send any disclosures or inquiries regarding conflicts of interest to COICompliance@zoll.com or contact the Compliance, Privacy and Governance department.



Fair Procurement

At ZOLL, we are committed to upholding the highest standards of fairness, integrity, and transparency in all third-party engagements, including suppliers, consultants, distributors, contractors, healthcare professionals, and others. Our fair procurement practices ensure that every relationship is selected, evaluated, and managed ethically, in compliance with legal and regulatory standards. We expect our third-party partners to implement their own internal controls, ensuring that both they and their respective third-party partners maintain similar standards of fairness, integrity, and transparency in all business practices.





Integrity in Interactions with Patients, HCPs, HCOs, and Customers

At ZOLL, our core focus is on delivering innovative medical products and services that improve patient care and safety. Patients, HCPs, HCOs, and customers are a focal point of ZOLL's business. We believe that customer service and product quality are key drivers of our success. ZOLL customers should be acquired through professional sales interactions that emphasize our superior service and products, never through unethical or questionable conduct or relationships. ZOLL does not offer payments, gifts, gratuities, or any other form of improper inducement to secure business. We do not reward individuals or offer illegal incentives to influence the purchase of ZOLL products or services. As an AdvaMed member, ZOLL adheres to the AdvaMed Code of Ethics, as well as other relevant industry codes of conduct. We operate in full compliance with the business practices and regulations of the countries in which we operate. We expect our third-party partners to always uphold these same ethical standards and act with integrity.



Advertising and Promotion

ZOLL is committed to educating a wide range of stakeholders on the safe and effective use of its products, technologies, and services. We provide accurate and truthful information to ensure that purchasers and users can make well-informed decisions. In our marketing and promotional efforts, we strictly adhere to applicable laws, regulations, and industry practices. We expect our third-party partners to uphold the same standards, ensuring that all advertising and promotional activities related to ZOLL's products, technologies, and services are truthful, clear, and compliant with all relevant legal and ethical guidelines.



Responsible Management of Third Parties

We view our third-party partners as an essential and valued partner and an extension of ZOLL in our mission. Third-party partners are expected to monitor their representatives' adherence to ethical business practices and actively participate in ZOLL's compliance initiatives. Additionally, we expect third-party partners to carefully evaluate and continuously monitor their own partners to ensure compliance with applicable laws, regulations, and this Code. Third-party partners should ensure their employees and representatives receive ongoing education on ethics, compliance, and best practices related to their role. ZOLL may provide training materials, guidance, or updates on key compliance areas, and we encourage third-party partners to actively engage in these initiatives.



Monitoring and Enforcement

ZOLL may engage in audit and monitoring activities to assess third-party compliance with this Code and to support the continuous improvement of any identified gaps. Adherence to this Code is expected and ZOLL reserves the right to terminate relationships in cases of ethical violations or misconduct. By adhering to this Third-Party Code of Ethics & Business Conduct, we can foster a culture of integrity and accountability. We expect all third-party partners to fully embrace these principles, reinforcing our shared commitment to ethical conduct and excellence. Incorporating these standards into this Code sets clear expectations for our external partnerships, further solidifying ZOLL's dedication to ethical practices across all business relationships. Together, we can foster a collaborative environment that prioritizes integrity and encourages responsible business practices.

Violations of the Code

ZOLL takes violations of this Code seriously. Third-party partners are expected to understand and adhere to the principles outlined in this Code while conducting business with or on behalf of ZOLL. If a third-party partner has any questions or concerns regarding their obligations under this Code, they should seek clarification from their ZOLL business contact. Violations of this Code may result in termination of the business relationship.



Glossary

- **AdvaMed Code** – A set of ethical standards developed by the Advanced Medical Technology Association (AdvaMed) governing interactions between medical technology companies and healthcare professionals.
- **Bribery** – Offering, giving, receiving, or soliciting something of value as an inducement to influence a decision or action.
- **Business Continuity** – Strategies and plans to ensure essential business operations continue during disruptions.
- **Conflict Minerals** – Minerals such as tin, tungsten, tantalum, and gold (3TG) that may be sourced from conflict-affected regions, requiring responsible sourcing practices.
- **Conflict of Interest** – A situation where personal, financial, or other interests may compromise or appear to compromise professional judgment or decision-making.
- **Economic Sanctions** – Government-imposed restrictions that limit trade, financial transactions, or access to resources with specific countries, entities, or individuals.
- **Fair Competition** – Conducting business in a way that fosters open, fair, and competitive markets, avoiding monopolistic or collusive practices.
- **Global Trade Compliance** – Adhering to international laws and regulations governing the import, export, and distribution of products and services.
- **Harassment** – Unwelcome conduct that creates a hostile, intimidating, or offensive work environment, including but not limited to discrimination, bullying, or inappropriate behavior.
- **Healthcare Organization (HCO)** – A hospital, clinic, or any other entity providing medical services.
- **Healthcare Professional (HCP)** – A licensed individual providing medical care, such as doctors, nurses, or technicians.
- **Human Rights** – Fundamental rights inherent to all individuals, including the right to fair labor practices and freedom from forced labor or unlawful discrimination.



Glossary cont.

- **Integrity** – The practice of being honest and adhering to strong moral and ethical principles.
- **Modern Slavery** – Practices such as human trafficking, forced labor, servitude, or child labor that exploit individuals for profit.
- **Procurement** – The process of acquiring goods, services, or works from external sources in an ethical and transparent manner.
- **Third Party Partner** – Any non-employee entity or individual conducting business with or on behalf of ZOLL, including suppliers, distributors, consultants, and agents.
- **Transparency** – Conducting business in an open and honest manner, ensuring accountability and ethical behavior in decision-making.

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