

## RAYNER GROUP – CODE OF CONDUCT

### OUR MISSION

Rayner is focused on providing the **best visual outcomes** for clinicians and patients. We are driven by science to **improve performance and safety**. We commit ourselves to be a **great partner** and to be easy to do business with.

### OUR VALUES

Ambition	Focus	Integrity	Openness	Respect
We play to win	We put patients first	We keep our promises	We are passionate about new ideas	We support each other

### CEO FOREWORD

*The Rayner Group is committed to conducting our affairs ethically, lawfully and with integrity.*

*At Rayner, integrity is one of our core values and is a foundational element of our business operations. We view compliance with laws, regulations and our internal policies, not just as a legal obligation, but as a fundamental principle that shapes our corporate culture and guides our decision-making.*

*As CEO, I want to emphasise that compliance is everyone's responsibility. Every one of us, irrespective of role, grade or function, plays a crucial role in maintaining the highest standards of integrity. Our stakeholders trust us to uphold these standards, and it is imperative that we honour this trust by ensuring that our actions are a reflection of our values.*

*I encourage all Rayner staff to familiarise themselves with our Code of Conduct and to participate actively in all compliance training sessions. We continue to invest in a corporate compliance program that is designed to provide you with the necessary tools, resources and training to understand and meet our regulatory and ethical obligations.*

*If you ever encounter a situation that raises concerns about compliance, I urge you to speak up. Our company has established clear channels for reporting and addressing such issues, including an anonymous reporting portal (<https://report.whistleb.com/en/rayner>) to protect your confidentiality. Remember, reporting unethical behaviour is not just a right but a responsibility.*

*Our continued success in executing our growth strategy means we are growing rapidly in a complex and evolving regulatory environment. Staying ahead requires vigilance and a proactive approach. Therefore, we continually review and enhance our compliance policies and procedures to ensure they are robust and effective.*

*I am confident that by working together, we can uphold the highest standards of ethical behaviour and compliance, which will not only protect our company but also enhance our reputation and ensure our long-term success.*

*Thank you for your commitment to making Rayner a leader in ethical business practices.*




Tim Clover, CEO Rayner Group

### GENERAL BUSINESS CONDUCT

Within the Rayner Group (collectively, '**Rayner**', '**we**' or '**us**'), we commit to conduct our business interactions and activities ethically, lawfully and with integrity. We shall, without limitation:

- **Laws:** Comply with all applicable local, national, and trade laws, statutes, acts, rules, codes, standards, guidelines and regulations of the jurisdictions where we do business.
- **Industry Codes:** Where industry codes apply, we shall comply with the letter and spirit of such rules, as well as the highest standards of our industry.
- **Fair Competition:** Compete for all business opportunities fairly, ethically and legally. We shall comply with all fair competition laws regulating competition and trade in each country where we conduct business. We shall not engage in collusion, price fixing, price discrimination or other unfair trade practices in contravention of competition laws.
- **Marketing and Sales:** Represent our products and services accurately and comply with applicable regulatory and legal requirements governing the marketing and sale of our products and services.

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- **Fair Dealing:** Deal fairly with customers, suppliers, competitors, independent auditors, employees, and any regulatory or government officials and not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing or practice.
  - **Improper Payments:** Not make any improper payments to government or non-government officials, employees, customers, persons or entities, nor request or accept any improper payment from suppliers, customers or anyone seeking to do business with us. We will not offer, promise, provide, request or accept (directly or indirectly) bribes, inducements or kickbacks of any kind, whether in dealing with public or government officials (including health care professionals and employees) or other private sector entities or individuals. We shall comply with the anti-bribery, anti-corruption and anti-money laundering laws of the countries in which we do business, and any other applicable prohibitions regarding any type of bribery, improper rebate or other corrupt practices.
  - **Prevention of Tax Evasion:** We will adhere to the policies and procedures we have in place that prevent the facilitation of tax evasion, aimed at eliminating the ability of third parties to unlawfully evade tax.
  - **Sanctions:** Comply with all applicable sanctions or export control regimes, including the observance of financial, trade and/or export controls which restrict trade with and export to certain countries, organisations and individuals.
  - **Gifts and Entertainment:** Observe our policies regarding gifts and entertainment contained within our Anti-Bribery and Corruption Policy. We will not offer anything of value to obtain or retain a benefit or advantage and will not offer anything that might appear to influence, compromise judgment or obligate any of our employees.
  - **Conflicts of Interest:** Avoid the appearance of or actual improprieties and/or conflicts of interests. We shall not permit our employees to directly deal (e.g. in the course of negotiating a supplier agreement or performing our obligations) with their spouse, domestic partner, or other family member or relative who holds a significant financial interest in the counter-party.
  - **Recording and Reporting Information:** Record and report all information accurately and honestly. All records and reports shall be created, retained and disposed of in accordance with applicable legal and regulatory requirements.

#### HUMAN RIGHTS, LABOUR AND EMPLOYMENT

We shall honour human rights and provide equal opportunities in the workplace. We will, without limitation:

- **Child Labour:** Not use or support child labour and shall comply with all applicable child labour laws.
- **Forced, Compulsory Labour and Human Trafficking:** Not support, promote or use compulsory labour, slavery, forced or involuntary labour, or human trafficking of any kind. Worker-paid recruitment fees shall be specifically prohibited.
- **Discrimination:** Maintain human dignity and respect within a workplace that is free from discrimination and harassment based on race, national or social origin, caste, religion, gender, sexual orientation, political affiliations, age or other conditions protected under applicable laws.
- **Immigration Laws and Proper Documentation:** Employ or use only workers who have a legal right to work in the jurisdiction in which we intend to hire such employees. We shall review appropriate and relevant documentation and ensure the legal status of prospective employees prior to hiring such employee.
- **Wages and Benefits:** Comply with all applicable wage laws and regulations, including those relating to minimum wages, overtime hours and proper classification, and provide legally required benefits.
- **Disciplinary Practice:** Not engage in or tolerate the use of corporal punishment, mental or physical coercion or verbal abuse of employees. No harsh or inhumane treatment shall be permitted.
- **Working Hours:** Comply with applicable laws and industry standards on working hours and holiday entitlements, ensuring that maximum hours of work prescribed by law are not exceeded. Overtime shall be paid in accordance with local laws and regulations.
- **Freedom of Association:** Comply with all laws regarding the rights of employees to associate or not associate with any legally constituted group (e.g. a union or works council).

#### HEALTH, SAFETY AND THE ENVIRONMENT

We will provide a safe and healthy workplace and take effective steps to prevent potential accidents and injury to employees' health. We shall ensure that our workplace and business operations are designed to reduce/minimise their harmful impact to the environment. We shall, without limitation:

- **Workplace Environment:** Provide a safe and healthy working environment and comply with all applicable health and safety laws, including, where appropriate, addressing occupational injury and illness, emergency preparedness and occupational safety.
- **Facility Security:** Maintain adequate security at our facilities at all times.
- **Hazardous and Restricted Substances:** Comply with all applicable environmental laws and regulations regarding waste, hazardous or toxic materials and identify and disclose to us all chemicals in products that are regulated by governments and other authorities in the applicable countries/regions where they are being used.

- **Environment:** Comply with all applicable laws, regulations, standards, rules, permits, licence approvals and orders regarding the environment and the use of restricted substances. We shall obtain, maintain and keep current all required environmental permits, licences, registrations and approvals as well as any operational reporting requirements as identified in the laws, regulations, standards etc. of the country in which the relevant facility is located.

**REPORTING OF BREACHES OF THE CODE**

Any breach of this Code must be reported promptly. Breaches can be reported through the following Rayner contact channels:

- Website: 'Contact Us' section of [www.rayner.com](http://www.rayner.com)
- Telephone: +44 (0) 1903 258900
- E-mail: [compliance@rayner.com](mailto:compliance@rayner.com)
- Portal: <https://report.whistleb.com/en/rayner> (reports can be made anonymously via this channel)

**OBJECTIVES AND MEASURES**

Objective	Measures
To ensure that compliance is a priority	<ul style="list-style-type: none"> <li>- Measure our performance and work to always improve</li> <li>- Ensure that our Quality Management System (QMS) and other infrastructure supports compliance</li> <li>- Use internal auditing and ongoing risk assessment to identify problems, ensure compliance and help identify areas for process improvement</li> <li>- Use corrective and preventive actions to improve compliance processes</li> <li>- Make compliance integral to our business plans</li> <li>- Make sure that we have competent, motivated staff, who understand their role in delivering our compliance objectives</li> </ul>
To be streamlined and responsive to compliance events	<ul style="list-style-type: none"> <li>- Develop and maintain relevant processes either in the QMS or other suitable system</li> <li>- Respond promptly and proactively if a compliance issue is identified utilising established systems such as the CAPA process</li> </ul>
To ensure that our supply chain is compliant	<ul style="list-style-type: none"> <li>- Carry out appropriate and proportionate quality and compliance checks on our suppliers</li> <li>- Work with our suppliers to identify and close gaps</li> <li>- Monitor our supply chain via appropriate forums and processes</li> </ul>
To have skilled and knowledgeable staff, able to do their jobs well	<ul style="list-style-type: none"> <li>- Complete an annual review of competence for relevant and appropriate members of staff</li> <li>- Provide appropriate training to help relevant staff to develop and improve in relation to compliance objectives</li> <li>- Ensure that each job has a written job description showing levels of responsibility and authority in respect of compliance</li> </ul>