TERRAMED LIMITED - SUPPLIER CODE OF CONDUCT

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1. Introduction and Purpose

TerraMed Limited ("TerraMed", "we", "us" or "our") is committed to conducting business with integrity, professionalism, transparency and respect for applicable laws, ethical standards and human rights.

As a supplier of medical devices, healthcare consumables and related products to the NHS, private healthcare organisations and other customers, we recognise our responsibility to maintain high standards of product quality, patient safety, corporate governance and supply chain accountability.

This Supplier Code of Conduct ("Code") establishes the minimum ethical, legal, environmental, social and operational standards expected of all organisations supplying goods or services to TerraMed, including manufacturers, distributors, contractors, service providers and other business partners (collectively, "Suppliers").

We expect Suppliers to comply with this Code, apply appropriate due diligence to their own supply chains and take reasonable steps to ensure that their employees, agents and subcontractors uphold equivalent standards.

These requirements apply proportionately, taking account of the nature, scale and risks of the relevant activities. Where applicable laws or contractual obligations impose higher standards, those requirements shall prevail.

We favour constructive engagement and continuous improvement. However, serious or persistent breaches of this Code may result in corrective action, suspension of orders or termination of the business relationship.

2. Business Integrity and Ethical Conduct

2.1. Compliance with Laws and Regulations

Suppliers must comply with all applicable laws, regulations, regulatory requirements and recognised industry standards in the jurisdictions in which they operate and supply goods or services.

This includes, where applicable, legislation governing healthcare products, product safety, employment, taxation, competition, anti-bribery, data protection, international trade and environmental protection.

Suppliers must maintain appropriate licences, registrations, authorisations and certifications required for their activities and notify TerraMed promptly of any material changes affecting their legal or regulatory compliance.

2.2. Bribery, Corruption and Improper Payments

TerraMed maintains a zero-tolerance approach to bribery, corruption and improper inducements.

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Suppliers must comply with applicable anti-bribery and anti-corruption legislation, including the UK Bribery Act 2010 where applicable, and maintain standards consistent with its principles.

Suppliers and their representatives must not directly or indirectly:

- Offer, promise, give, request or accept bribes, kickbacks or improper financial or non-financial advantages.
- Make facilitation payments to expedite routine governmental or administrative procedures.
- Offer inappropriate gifts, hospitality, travel, entertainment or other benefits intended to influence business decisions.
- Use intermediaries, consultants, agents or other third parties to engage in prohibited conduct.
- Provide personal benefits to public officials, healthcare professionals, procurement personnel or their relatives to obtain an improper commercial advantage.

Reasonable and proportionate business hospitality must be transparent, lawful and incapable of being reasonably perceived as improperly influencing a decision.

Suppliers must maintain proportionate procedures to prevent, identify and address bribery and corruption.

2.3. Conflicts of Interest

Suppliers must avoid actual, potential or perceived conflicts of interest that could compromise the integrity of their dealings with TerraMed or its customers.

Any financial, personal, professional or family relationship that could improperly influence procurement, contract awards, pricing or other commercial decisions must be disclosed promptly.

Suppliers must not exploit confidential information, business relationships or positions of trust for unauthorised personal or commercial gain.

2.4. Fraud, Financial Integrity and Tax Compliance

Suppliers must conduct business honestly and maintain accurate, complete and reliable financial and operational records.

Fraud, deliberate misrepresentation, false invoicing, falsification of product documentation, fraudulent expense claims and other dishonest practices are prohibited.

Suppliers must comply with applicable tax laws and must not knowingly facilitate tax evasion, money laundering or other financial crimes.

Suppliers are expected to maintain proportionate controls to identify and prevent fraud, including conduct addressed by the Criminal Finances Act 2017 and the Economic Crime and Corporate Transparency Act 2023, where applicable.

2.5. Fair Competition and Procurement Integrity

Suppliers must compete fairly and comply with applicable competition and procurement laws.

Price-fixing, bid-rigging, market allocation, collusive tendering and other anti-competitive practices are prohibited.

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Where Suppliers participate in NHS or other public-sector supply chains, they must support fair, transparent and lawful procurement practices, including applicable requirements of the Procurement Act 2023 and relevant contractual arrangements.

Suppliers must not misrepresent their capabilities, regulatory status, qualifications, certifications or product characteristics.

2.6. Sanctions and International Trade

Suppliers must comply with applicable trade sanctions, embargoes, customs requirements, import and export controls and other international trade restrictions.

Suppliers must not knowingly provide TerraMed with goods or services originating from, or involving, prohibited persons, entities or transactions.

Suppliers must maintain adequate records concerning product origin, shipment, customs documentation and relevant trade authorisations.

Any actual or suspected sanctions violation or material trade compliance issue affecting TerraMed must be disclosed promptly.

2.7. Confidentiality, Intellectual Property and Insider Dealing

Suppliers must protect TerraMed's confidential information, commercially sensitive information, intellectual property and proprietary materials.

Such information must only be accessed, used or disclosed where authorised and for legitimate business purposes.

Suppliers must respect intellectual property rights belonging to TerraMed and third parties and comply with applicable confidentiality and non-disclosure obligations.

Suppliers must not trade in securities or disclose inside information in breach of applicable market abuse or insider dealing laws.

Confidentiality obligations continue after the termination of the business relationship.

2.8. Protection of Company Assets

Suppliers must safeguard any assets, equipment, systems, documents or other resources made available by TerraMed.

Such assets must be used only for authorised business purposes, protected against loss, theft, misuse and unauthorised access, and returned or securely disposed of when required.

3. Human Rights, Labour Standards and Workplace Practices

3.1. Human Rights and Modern Slavery

TerraMed is committed to respecting internationally recognised human rights and preventing modern slavery throughout its operations and supply chain.

Suppliers must comply with applicable human rights legislation, including the UK Modern Slavery Act 2015 where relevant, and uphold the principles of the International Labour Organisation (ILO).

Suppliers must not engage in, facilitate or knowingly benefit from:

- Forced, bonded, indentured or compulsory labour.
- Human trafficking, slavery or servitude.
- Child labour contrary to applicable law or international labour standards.
- Recruitment practices involving coercion, deception or unlawful recruitment fees.
- Unlawful withholding of passports, identity documents or wages.
- Restrictions on workers' freedom of movement through threats, intimidation or coercion.

Employment must be freely chosen. Workers must be able to leave employment in accordance with applicable legal and contractual notice requirements.

Suppliers must take appropriate steps to identify, assess and mitigate modern slavery risks throughout their supply chains.

3.2. Fair Employment and Working Conditions

Suppliers must provide lawful and fair employment conditions, including appropriate wages, benefits, working hours, rest periods and leave entitlements.

Suppliers must comply with applicable minimum wage legislation and ensure that wages are paid accurately and on time.

Workers must receive understandable information about their employment conditions and be treated with dignity and respect.

Suppliers must respect applicable rights relating to freedom of association, collective bargaining and lawful worker representation.

3.3. Equality, Diversity and Non-Discrimination

Suppliers must maintain workplaces free from unlawful discrimination, harassment, bullying, intimidation and victimisation.

Employment decisions must be based on legitimate qualifications, skills, performance and business requirements.

Suppliers must comply with applicable equality and employment legislation, including the Equality Act 2010 where relevant, and promote fair treatment regardless of protected characteristics.

3.4. Health, Safety and Welfare

Suppliers must provide safe and healthy working environments and comply with applicable occupational health and safety requirements.

This includes proportionate risk assessments, appropriate training, safe equipment, personal protective equipment where necessary, emergency procedures and arrangements for reporting workplace accidents and hazards.

Suppliers must take reasonable steps to prevent occupational injuries and illness and ensure that employees and subcontractors are competent to perform their assigned duties safely.

4. Environmental Responsibility and Sustainability

TerraMed recognises the importance of responsible environmental management and supports the transition towards a lower-carbon, resource-efficient healthcare supply chain.

We expect Suppliers to comply with applicable environmental legislation and adopt proportionate measures to reduce their environmental impact.

4.1. Environmental Management

Suppliers must identify and manage significant environmental risks arising from their operations.

This includes the responsible management of emissions, waste, wastewater, hazardous substances, energy consumption, water use and other natural resources.

Suppliers must maintain applicable environmental permits and comply with relevant waste handling, transportation and disposal requirements.

4.2. Carbon Reduction and Climate Responsibility

TerraMed supports the UK's commitment to achieving Net Zero greenhouse gas emissions by 2050.

Suppliers are encouraged to measure and reduce greenhouse gas emissions, improve energy efficiency and adopt practical carbon reduction initiatives.

Where reasonably requested, Suppliers should provide relevant environmental performance information, including emissions data and carbon reduction plans, to support TerraMed's reporting obligations and customer procurement requirements.

4.3. Sustainable Procurement and Packaging

Suppliers are expected to minimise unnecessary packaging, improve material efficiency, reduce waste and promote reuse or recycling where safe and appropriate.

For medical devices and healthcare consumables, sustainability initiatives must not compromise product safety, sterility, regulatory compliance, traceability or clinical performance.

Suppliers should consider opportunities to reduce environmental impacts across manufacturing, packaging, storage, transportation and product disposal.

5. Product Quality, Regulatory Compliance and Patient Safety

5.1. Quality and Regulatory Standards

Patient safety, product reliability and regulatory compliance are fundamental requirements of TerraMed's supply chain.

Suppliers must ensure that all goods and services provided to TerraMed conform to applicable laws, agreed specifications, contractual requirements and relevant quality standards.

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For medical devices and healthcare products, Suppliers must comply with applicable requirements of the UK Medical Devices Regulations 2002, as amended, and other relevant UK, European Union or international regulatory frameworks according to the markets in which products are supplied.

Products must possess the appropriate conformity assessments, registrations, documentation and UKCA or CE markings, as applicable.

Suppliers must provide accurate product descriptions, technical specifications, instructions for use, declarations of conformity and supporting regulatory documentation where relevant.

Suppliers must not provide counterfeit, falsified, unauthorised, expired or otherwise non-compliant products.

5.2. Quality Management and Documentation

Suppliers must maintain quality management arrangements proportionate to their activities and the risks associated with their products or services.

Where required by law, contract or product-specific requirements, Suppliers must maintain appropriate quality management certifications or documented systems.

Suppliers must ensure that relevant product specifications, testing records, batch information, manufacturing documentation and regulatory certificates are accurate, current and available for legitimate verification.

Any material change to product design, manufacturing location, materials, regulatory status or specifications that may affect products supplied to TerraMed must be communicated before implementation where practicable, or promptly where advance notification is not possible.

5.3. Product Traceability, Storage and Distribution

Suppliers must maintain appropriate systems to identify and trace products throughout the supply chain.

Where applicable, this includes records of manufacturers, product identifiers, lot or batch numbers, serial numbers, expiry dates and relevant distribution information.

Products must be stored, handled, packaged and transported in accordance with manufacturer instructions, applicable regulations and agreed conditions.

Suppliers must implement suitable safeguards against damage, contamination, deterioration, substitution and unauthorised modification.

Special attention must be given to sterile products, temperature-sensitive materials and medical devices requiring controlled storage or handling conditions.

5.4. Product Safety, Complaints and Recalls

Suppliers must notify TerraMed without undue delay upon becoming aware of any actual or suspected product defect, safety concern, regulatory non-compliance, adverse incident or other issue that could affect product safety, performance or availability.

Suppliers must cooperate with TerraMed, manufacturers, regulatory authorities and customers in the investigation of product complaints and safety incidents.

Where applicable, Suppliers must support post-market surveillance, incident reporting, field safety corrective actions, safety notices, product withdrawals and recalls in accordance with applicable Medicines and Healthcare products Regulatory Agency (MHRA) requirements.

Suppliers must maintain adequate records and procedures to enable the timely identification, isolation and recall of affected products.

5.5. Business Continuity and Supply Resilience

Suppliers should maintain proportionate business continuity and contingency arrangements to minimise the impact of operational disruptions.

Material risks affecting continuity of supply, including manufacturing interruptions, regulatory restrictions, transportation disruption, critical shortages or insolvency-related concerns, must be communicated promptly where they may affect TerraMed's obligations to customers.

Suppliers are expected to cooperate in identifying reasonable alternatives and mitigation measures to protect the continuity of healthcare product supply.

5.6. Subcontracting and Supply Chain Management

Suppliers remain responsible for the quality, compliance and performance of goods and services delivered through their subcontractors.

Material contractual obligations must not be subcontracted without TerraMed's prior written consent where required by the relevant agreement.

Suppliers must undertake reasonable due diligence on relevant subcontractors and communicate applicable requirements of this Code throughout their supply chains.

6. Data Protection and Information Security

6.1. Personal Data Protection

Suppliers must comply with applicable data protection legislation, including the UK General Data Protection Regulation (UK GDPR) and the Data Protection Act 2018, as applicable.

Personal data must be collected and processed lawfully, fairly, transparently and only for legitimate purposes.

Suppliers must apply appropriate technical and organisational security measures and ensure that personal data is accessed only by authorised personnel.

Where legally required, appropriate data processing agreements must be established before personal data is processed on TerraMed's behalf.

6.2. Information and Cybersecurity

Suppliers must implement proportionate safeguards to protect confidential information, operational systems and electronic records against unauthorised access, alteration, loss, disclosure or destruction.

These safeguards should include appropriate access controls, secure authentication, system maintenance, malware protection, data backup and personnel awareness measures.

Suppliers must notify TerraMed without undue delay of any actual or suspected cybersecurity incident or personal data breach that may affect TerraMed, its customers or information entrusted to the Supplier.

Suppliers must cooperate with reasonable investigation, containment, remediation and applicable reporting requirements.

7. Responsible Business Relationships

7.1. Fair Treatment of Business Partners

Suppliers must conduct their commercial relationships fairly, honestly and transparently.

This includes accurate invoicing, compliance with agreed contractual obligations, responsible payment practices and the avoidance of unreasonable or exploitative commercial conduct.

Suppliers should endeavour to pay subcontractors and smaller businesses promptly and in accordance with applicable contractual or statutory requirements.

7.2. Accurate Representations and Communications

Information provided to TerraMed, its customers or regulatory authorities must be truthful, complete and not misleading.

Suppliers must not make unsupported claims concerning product performance, clinical suitability, environmental benefits, certifications, accreditation or regulatory approval.

Marketing and promotional materials relating to products supplied to TerraMed must comply with applicable advertising and regulatory requirements.

8. Reporting Concerns and Whistleblowing

TerraMed encourages the prompt reporting of suspected misconduct, unethical behaviour, regulatory breaches, product safety concerns or violations of this Code.

Suppliers must maintain appropriate arrangements allowing employees and other relevant parties to raise concerns without fear of retaliation.

Concerns relating to TerraMed or its supply chain may be reported confidentially to:
management@terramed.co.uk

Reports should contain sufficient information to enable an appropriate assessment or investigation.

TerraMed will treat concerns responsibly, protect confidentiality as far as reasonably practicable and lawful, and prohibit retaliation against individuals who raise genuine concerns in good faith.

Suppliers must cooperate with legitimate investigations and must not conceal, destroy or falsify relevant information.

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Nothing in this Code prevents any individual or organisation from reporting concerns directly to a competent regulator, law enforcement authority or other legally authorised body.

9. Monitoring, Audit and Corrective Action

TerraMed reserves the right to assess Suppliers' compliance with this Code through proportionate due diligence, questionnaires, document reviews, audits or other reasonable verification measures.

Suppliers must cooperate with legitimate compliance assessments and provide relevant records and supporting documentation, subject to applicable law, confidentiality obligations and reasonable security requirements.

Where non-compliance is identified, TerraMed may require the Supplier to implement an appropriate corrective action plan within an agreed or reasonably specified timeframe.

Corrective measures may include improved procedures, additional training, enhanced monitoring, remediation of adverse impacts or verification of compliance.

TerraMed reserves the right to suspend or reduce orders, reject non-compliant goods, require remedial action or terminate the business relationship where justified by the seriousness or persistence of a breach and subject to applicable contractual rights and legal requirements.

Immediate protective action may be taken where necessary to address serious risks involving patient safety, bribery, fraud, modern slavery, significant regulatory violations or other material misconduct.

10. Implementation and Review

Suppliers are expected to communicate the requirements of this Code to relevant employees, representatives and subcontractors and to establish proportionate internal arrangements supporting compliance.

TerraMed will review this Code periodically and update it where necessary to reflect changes in legislation, regulatory guidance, industry standards, customer expectations and business operations.

The Code supplements applicable contractual arrangements and does not replace statutory requirements or the specific obligations agreed between TerraMed and its Suppliers.

TerraMed remains committed to developing responsible, transparent and sustainable supply chain relationships that support high-quality healthcare delivery and protect patients, employees, business partners and the wider community.

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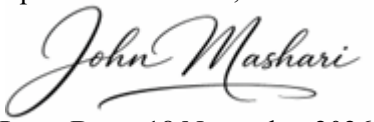

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