

## **TITLE: Corporate Compliance Program (CCP) Charter**

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### **I. CORPORATE COMPLIANCE PROGRAM MISSION STATEMENT:**

Teleflex is committed to conducting its business in full compliance with all national, state and local laws and regulations wherever the Company conducts business. Teleflex's Corporate Compliance Program (Compliance Program) is established pursuant to applicable law, regulation, and recommendations from the Federal Sentencing Commission and the OIG Guidance "Compliance Program Guidance for Pharmaceutical Manufacturers" which applies to medical device companies by direct reference in footnote 5. The Corporate Compliance Program aids Teleflex in preventing, detecting and resolving compliance issues. The Compliance Program requires that all Teleflex employees, distributors, agents, contractors, and temporary personnel (collectively, Teleflex Personnel) timely report any Good Faith concern regarding suspected non-compliance in the course of Teleflex's business. All such concerns are thoroughly investigated and resolved in a timely manner in accordance with this Compliance Program. The Compliance Program is designed to assist Teleflex in maintaining a reputation of good corporate citizenship and the high levels of trust the Company has established in the market. In an increasingly competitive marketplace, Teleflex can thrive and prosper only by maintaining a reputation for high ethical standards that support our products and services.

The Compliance Program gives Teleflex Personnel specific direction in preventing, detecting, and resolving compliance challenges. Teleflex is committed to ensuring that Teleflex Personnel are trained comprehensively and understand their duties under the Compliance Program. Failure to abide by the expectations established within the Compliance Program will be considered in Teleflex Personnel performance evaluations and may be grounds for termination of employment or contract.

Teleflex will ensure full access to the Compliance Program by having multiple access points for reporting and discussing compliance issues -- including an Ethics Line that allows reporting by phone or website (monitored by a third party to permit anonymity) by which suspected compliance concerns may be reported. Teleflex regularly will remind its Personnel of these various access points and their continuing responsibility to report all compliance issues.

Please be advised that this Compliance Program is not, and should not be construed as, an implied or express contract of employment, or any other contract.

### **II. OVERVIEW OF CORPORATE COMPLIANCE PROGRAM STRUCTURE:**

The Compliance Program demands the active participation of Personnel at all levels of Teleflex, including the Board of Directors (Board of Directors), the Chief Executive Officer (CEO), Teleflex's Chief Compliance Officer (CCO), Teleflex Managers, and other Teleflex Personnel (including Resellers and Distributors under contract to sell Teleflex Products).

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### **A. BOARD OF DIRECTORS**

The Board of Directors provides oversight of the Compliance Program. Primarily through its Audit Committee, the Board ensures that the Compliance Program provides corporate information and reporting systems adequate to timely and appropriately inform the Board regarding organizational compliance and material Compliance Concerns.

In general, a Compliance Concern is deemed “material” if the Board would reasonably need to know about it to oversee the Company’s compliance. The following matters shall be deemed to meet the materiality threshold in all cases and must be reported by the CCO<sup>1</sup> to the Audit Committee:

1. Any matter coming to the attention of the CCO involving substantial risk of criminal prosecution of the company or any individual employed by the Company;
2. Any matter the CCO deems necessary to conduct an investigation in which findings of suspected non-compliance could precipitate penalties, fines, or damages equal to or exceeding the materiality threshold set by Teleflex’s Chief Accounting Officer in accordance with applicable U.S. securities laws and regulations; or
3. Any other significant or extraordinary compliance matter that the Chief Executive Officer deems to be material for the purpose of reporting to the Board.

### **B. CHIEF EXECUTIVE OFFICER**

The CEO oversees the managerial responsibilities of the CCO, providing guidance and review to support the effectiveness of the CCO’s role within the Company. The CEO appoints the CCO with the approval of the Board of Directors. Generally,<sup>2</sup> the CCO reports compliance concerns to the CEO based on the same materiality threshold as established for the Audit Committee of the Board of Directors.

### **C. CHIEF COMPLIANCE OFFICER**

The CCO manages and oversees the day-to-day operations of the Compliance Program, including:

1. General Compliance Program training for all Teleflex Personnel and Governance (including training to the Board of Directors at least every two years) and ensuring that all necessary specialized training for high risk areas is provided by the department or management with the expertise to address the area;

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<sup>1</sup> All material financial matters will be communicated to the Audit Committee by the VP of Internal Audit, CFO, CEO, the company’s external audit partner or a combination thereof.

<sup>2</sup> The CEO in their sole discretion can independently set different expectations for the CCO related to escalation to the CEO or Executive Management.

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2. Compliance Program monitoring and auditing;
3. Compliance Program communications (including the Ethics Line); and
4. Response to identified or reported compliance concerns or suspected non-compliance (including necessary investigation and oversight of any necessary remediation and/or self-report).

The CCO is a member of the Executive Committee and reports directly to the CEO. He or she also reports directly to the Audit Committee of the Board of Directors:

1. Regarding any and all compliance concerns that meet the materiality threshold described in II. A, above; and
2. When any other compliance concern as determined by the CCO or the Business and Ethics Compliance Committee (the BECC) should be communicated to the Audit Committee.

In addition, he or she will provide quarterly summaries to the Audit Committee regarding operations of the Compliance Program, including summary data regarding compliance training, monitoring, and investigations. The CCO shall report to the full Board of Directors at least annually for the purpose of providing an overview regarding the status of compliance diligence at Teleflex, noting any areas where additional work or resources are indicated.

In response to Good Faith reports or other identification of suspected non-compliance received by the Compliance Department, the CCO is responsible to ensure timely and appropriate investigation and to oversee and assist with documentation of any necessary remediation efforts. The CCO must immediately refer for investigation by Internal Audit (IA) any issue that could implicate fraud or affect the Company's financial records or internal controls environment. Additionally, the CCO is authorized to investigate reported Compliance Concerns by:

1. Performing or overseeing the investigation directly, referring any concern that could implicate fraud or otherwise affect the company's financial outcomes, accounting or revenue recognitions to IA and Teleflex's external auditors;
2. Referring appropriate elements of the investigation internally to employees with relevant expertise; or
3. Retaining outside counsel to direct a Special Investigation when necessary, upon consultation with the CEO, GC, and the Chair of the Audit Committee.

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The CCO periodically shall review the Compliance Program and obtain an audit of the program (internal or external, in the discretion of the CCO) in order to benchmark the Program with others in the medical device industry and make recommendations to the CEO and the Board of Directors regarding changes or updates that may be necessary.

### **D. Business And Ethics Compliance Committee (BECC)**

The BECC meets at least every quarter to review the program and advise the CCO regarding its operation. In addition, the BECC provides oversight to the Vice President of Clinical and Medical Affairs related to clinical trials conducted by TFX's Clinical Operations or external Clinical Research Organizations (CROs)<sup>3</sup>. The BECC may terminate a clinical investigation per ISO 14155:2011 Section 7.1.1. if any of the following occur:

- A principal investigator, EC, or regulatory authority may suspend or prematurely terminate participation in a clinical investigation at the investigation sites for which they are responsible.
- If suspicion of an unacceptable risk to subjects arises during the clinical investigation, or when so instructed by the EC or regulatory authorities, the sponsor shall suspend the clinical investigation while the risk is assessed. The sponsor shall terminate the clinical investigation if an unacceptable risk is confirmed.
- The sponsor shall consider terminating or suspending the participation of a particular investigation site or investigator in the clinical investigation if monitoring or auditing identifies serious or repeated deviations on the part of an investigator.
- If suspension or premature termination occurs, the terminating party shall justify its decision in writing and promptly inform the other parties with whom they are in direct communication. The principal investigator and sponsor shall keep each other informed of any communication received from either the EC or the regulatory authority.

Minutes of the BECC will be submitted to the Audit Committee Chair following each meeting. The CCO may receive advice from the BECC as a whole, designated subcommittees or individual members. The standing members of the BECC are the:

- (a) CEO – BECC Chair
- (b) CCO
- (c) CFO

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<sup>3</sup> Teleflex clinical study procedures and work instructions (including clinical protocols) require adherence to International Standard ISO 14155:2011 - Clinical investigation of medical devices for human subjects – Good Clinical Practice.

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- (d) Vice President of Commercial Finance
- (e) Vice President of Clinical and Medical Affairs
  
- (g) Vice President of Human Resources
- (h) Vice President of Internal Audit (non-voting member to preserve auditing independence); and
- (i) Compliance Officer of the Americas will serve as Secretary to the BECC (non-voting member).

The BECC may also include one or more *ex officio* members. Members of the BECC serve at the appointment of the CEO, and the CEO may replace any member at any time for any reason.

### **E. MANAGERS**

Managers, meaning all supervisory personnel of Teleflex, are an integral contact point for Teleflex Personnel to report actual or suspected compliance issues. Managers are responsible for conveying to the CCO all Compliance Concerns brought to their attention within 48-hours.

### **F. Teleflex Personnel**

All Teleflex Personnel are responsible for engaging in ethical behavior, complying with all aspects of the Compliance Program, and reporting any suspected Compliance Concern to relevant supervisory Personnel and/or to the CCO, the General Counsel, the Vice President of Human Resources or through the Ethics Line, as soon as practical.

**III. COMPLIANCE PROGRAM ELEMENTS:**

**A. STANDARDS OF CONDUCT; POLICIES AND PROCEDURES**

1. Code of Business Conduct and Ethics. The Company has established a Code of Business Conduct and Ethics (the Conduct Code). The Conduct Code describes the Company's commitment to operate in accordance with accepted standards of business integrity, Company policies, and applicable laws and regulations. The Compliance Department reviews the Conduct Code annually and presents to the CEO and Audit Committee recommended revisions as necessary. As part of general compliance training, Teleflex Personnel must annually acknowledge and document that they have reviewed the Conduct Code and will carry out their responsibilities in accordance with applicable law and Company policies and procedures. The Conduct Code is available in multiple languages and is accessible through the Teleflex GKN.
2. Integrity Code. To support the integrity of its relationships with Customers and other Health Care Professionals (HCPs), Teleflex established its Integrity Code, which includes Integrity Policies and Procedures (IPPs) and is intended to supplement the Teleflex Anti-Corruption Policy. Through the Integrity Code and IPPs, Teleflex adopts the AdvaMed Code of Ethics for Interactions with Health Care Providers. The Integrity Code includes an IPP for each identifiable compliance jurisdiction within which the Company operates or does business (*e.g.*, MedTech–Europe, Medec Code – Canada, MTAA – Australia, each U.S. state that adopts specific legislation governing medical device companies). Additionally, IPPs will be added to establish compliance requirements and procedures with regard to any future legislation that affects the relationship between Teleflex and its customers.
3. Compliance Policies and Procedures. Compliance Policies and Procedures (CPPs) prepared by the CCO, with the assistance of the Business and Ethics Compliance Committee and outside counsel, and approved by the Board of Directors, shall be promulgated to fully implement the Compliance Program.

**B. OVERSIGHT**

To facilitate the Compliance Program, Teleflex establishes the position of CCO as a high-level employee with sufficient discretion and authority to establish and maintain the Compliance Program's independence of Management to best ensure its operation as an effective "check and balance" with Management. Board of Directors must ensure that the CCO appointed by the CEO has the requisite training and experience and demonstrates the ethical leadership necessary to establish and

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maintain an effective Compliance Program. Coordination and communication with other appropriate individuals or business units are the key functions of the CCO with regard to planning, implementing or enhancing, and monitoring the Compliance Program.

### **C. COMPLIANCE TRAINING**

The CCO must establish and oversee procedures to ensure that all Teleflex Personnel understand their responsibilities under the Compliance Program. These procedures include, at a minimum, the following:

1. All existing Teleflex Personnel and all new Teleflex Personnel will receive a copy of Teleflex's Code of Business Conduct and Ethics, along with an introduction to Teleflex's Corporate Compliance Program and instructions regarding their duty to comply, and report any non-compliance suspected in good faith.
2. All Teleflex Employees annually must complete General Compliance Training and acknowledge, in writing, that they have completed such training.
3. All signed acknowledgements will be retained by the CCO or his or her designee.
4. The CCO shall work with the Vice President of Clinical & Medical Affairs, Human Resources, the General Counsel, Internal Audit, and appropriate business unit leaders to ensure that appropriate Specialized Compliance Training and education materials are delivered to and utilized by Teleflex Personnel working in areas of significant compliance risk. The Compliance Department directly delivers to high risk areas (*e.g.*, Sales and Marketing) specialized training regarding the heightened standards of conduct required in interactions with Customer and other Health Care Professionals, as set forth in the Integrity Code (which is summarized within General Compliance Training for all Personnel).

### **D. MULTIPLE REPORTING MECHANISMS**

Multiple methods for reporting compliance concerns or suspected non-compliance are made available and publicized by Teleflex to its Personnel. The availability of these reporting means, including the Ethics Line, is provided to the Teleflex community (including Distributors and Resellers) through the Code of Business Conduct and Ethics, periodic employee newsletter, office posters, and the GKN.

Employees may report through their Supervisors, the Compliance Department, the General Counsel, Human Resources or Teleflex's Ethics Line (which allows for anonymity upon request). Teleflex Personnel have a duty to report compliance concerns or suspected non-compliance of which they become directly aware, and, in return, Teleflex prohibits retaliation against anyone

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who in a Good Faith reports suspected non-compliance or other compliance concerns. The Ethics Line is staffed twenty-four (24) hours a day, seven (7) days a week, through a contract with an independent hotline response firm. Ethics Line reports are received immediately by the CCO, the General Counsel, the Vice President of Internal Audit, the Vice President of Human Resources, and the Business Practices Officer. The CCO is responsible for timely investigating all reported Compliance Concerns and must immediately forward to Internal Audit for its investigation and recommendations with regard to any matters implicating financial fraud or affecting the Company's financial records or internal controls environment.

### **E. INVESTIGATIONS AND REMEDIATION**

The CCO will have responsibility for timely and appropriately investigating suspected non-compliance or other compliance concerns, enlisting assistance from internal expertise or direction by outside counsel upon consultation with the General Counsel as deemed necessary within the discretion of the CCO. The CCO immediately shall refer for investigation by Internal Audit any compliance concerns that implicate financial fraud or could affect the financial performance or accounting or revenue recognition practices of the Company and shall work with Internal Audit to coordinate the respective findings and recommendations of Internal Audit (re: financial matters) and the CCO (re: non-financial matters) with regard to any necessary remediation and/or preventive action.

### **F. DISCIPLINE AND SCREENING**

To implement and reinforce the standards and expectations of Teleflex Personnel with regard to compliance with Teleflex's codes, policies and procedures, and with applicable law and regulation, Teleflex establishes appropriate disciplinary consequences in response to actions or omissions that substantiate significant evidence of non-compliance. Disciplinary action in response to behavior implicating non-compliance is assessed commensurate with the behavior, regardless of the employee's position or responsibilities within the Company.

Teleflex does not intend to employ or otherwise engage, with or without payment, or contract with any individual whom Teleflex knows has been convicted of a criminal offense related to health care or listed by a governmental agency of any country as debarred, excluded, or otherwise ineligible for governmental health care program participation. In order to carry out this requirement, Teleflex makes reasonable inquiry into the status of any potential employee, agent, or contractor, including review of the United States General Services Administration's List of Parties Excluded from Federal Programs (available on the Internet), the United States Department of Health and Human Services Office of Inspector General's Cumulative Sanction Report (also available on the Internet) and any equivalent databases applicable to governmental programs outside of the United States. The CCO and appropriate functional units, such as Human Resources or Finance, etc., are responsible for ensuring that appropriate screening is timely accomplished.



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**G. AUDITING AND MONITORING**

The CCO is responsible for overseeing the performance of routine monitoring and periodic audits of the operations of Teleflex with regard to compliance. Compliance auditors, will be independent of Teleflex management and shall have access to all existing audit resources, all relevant information and knowledgeable Teleflex Personnel, shall be permitted to review all relevant areas of Teleflex operations, and have access to and support from Teleflex management and governance. Audits will include, at a minimum, review of systems and documentation. As necessary, an audit may include on-site visits and interviews of relevant Teleflex Personnel and/or other persons with knowledge of facts relevant to the subject of the audit.

The CCO will annually submit to the BECC, for review and approval in Q4, its monitoring and auditing plan for the following calendar year.

**IV. CORPORATE COMPLIANCE PROGRAM DOCUMENTS:**

- Corporate Compliance Program Charter
- Teleflex Code of Business Conduct and Ethics
- Compliance Policies and Procedures
  - Coordinating Disciplinary and Compliance Standards
  - Interactions with Government Investigators
  - Investigation Protocol (includes Anti-Retaliation and Whistleblower protections)
  - Investigation Protocol Desk Instructions
- Integrity Policies and Procedures (includes how to report Compliance Concerns)
  - Integrity Code
  - Business Meals
  - Congress and Trade Shows
  - Delegate Sponsorships
  - Educational Grants
  - Gifts
  - HCP Consultant Engagements
  - Market Research
  - Product Training and Education
  - Sample and Demo Product
  - Interactions with Patients
  - Direct to Consumer Marketing
  - Authorship
  - Humanitarian Donations

**APPENDIX A**

**DEFINITIONS:**

The following terms and definitions are those used in this Charter and its accompanying Corporate Compliance Program Policies and Procedures.

- **Teleflex** – Teleflex Corporation and any of its worldwide subsidiaries, distributors and affiliates.
- **Teleflex Board Member** – An individual elected by Teleflex’s shareholders to exercise independent judgment in providing governance and oversight regarding management of the Company in order to protect the best interests of the Company and its shareholders.
- **Teleflex Compliance Policies and Procedures** – Teleflex compliance policies and procedures that are set forth in, and incorporated into, the Teleflex Compliance Program.
- **Teleflex Corporate Compliance Program** – A comprehensive set of ethical and compliance directives approved by the Board of Directors.
- **Teleflex Employee** – All Employees of Teleflex, including international employees, who file U.S. W-2 Tax Forms or its international equivalent.
- **Teleflex Personnel** – All Teleflex Employees and any individual engaged (directly or indirectly) to perform work for Teleflex, including sales agents, distributors, temporary agency personnel and contract personnel.
- **Compliance Concern** – A Good Faith belief that the Company, or one of its employees, contractors, sales agents, distributors, or temporary agency personnel may be engaging in behavior or failing to engage in behavior that is in violation of Teleflex’s codes, policies, procedures or applicable law or regulation.
- **Corrective Action Plans** – Countermeasures to be implemented in response to an occurrence of activities that are contrary to national, state or local laws or regulations, applicable industry guidelines or Teleflex codes, policies or procedures for the purpose of remediating the impact of the inappropriate activities and preventing recurrence of such activities.
- **Criminal Offense Related to Health Care** - An act that is forbidden, or omission of a duty that is commanded by a law, concerning the health and safety of patients or health care fraud, and that makes the offender liable for punishment.
- **Debarment/Debarred** - The act of precluding someone from having or doing something, or subject to such a preclusion.
- **Direct Report**—The Teleflex employees who report directly to an Teleflex manager or officer.

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- **Exclusion/Excluded** - The act of barring from participation, or subject to a bar from participation.
- **General Compliance Education** – Training and education regarding the existence and operation of the Teleflex Corporate Compliance Program and regarding the duty assigned to all Teleflex Personnel to know and comply with applicable laws, regulations, and with internal codes, policies, and procedures.
- **Good Faith** - Not fabricated or malicious.
- **Governmental Health Care Program** - Any plan or program that provides health benefits, whether directly, through insurance, or otherwise, which is funded directly, in whole or in part, by the government of any country or state. In the United States, the most significant governmental health care programs are Medicare, Medicaid, Tricare and the Veterans programs.
- **Health Care Professional** - Includes individuals (clinical or non-clinical physicians, physician assistants, nurses, technicians, research coordinators, administrators and purchasing personnel, etc.) and entities (including hospitals, rehabilitation centers, nursing facilities, home health agencies, clinics and group purchasing organizations, managed care organizations, physician group practices, medical directors for Medicare and Medicaid organizations, etc.) and their employees and representatives who are involved in the provision of health care services and/or items to patients, and who purchase, lease, recommend, use, arrange for the purchase or lease of, or prescribe Medical Technologies in the United States.
- **Investigation** - The process of inquiring into or obtaining or gathering information through inquiry.
- **Investigation Outcomes** – Findings of an investigation regarding suspected non-compliance or other compliance concerns.
- **Medical Technology** - Includes all Teleflex products, and means medical products, technologies and related services and therapies used to diagnose, treat, monitor, manage and alleviate health conditions and disabilities.
- **Prevention Plans** – Preventive measures to be implemented in anticipation of, or in response to, an occurrence of activities that are contrary to national, state or local laws or regulations, applicable industry guidelines or Teleflex Compliance codes, policies or procedures for the purpose of averting future instances of the same inappropriate activities.
- **Sanction/Sanctioned** - A penalty or coercive measure that results from a failure to comply with a law, rule or order, or subject to such a penalty or coercive measure.
- **Sarbanes-Oxley** - U.S. federal law, rules, and regulations implemented pursuant to the Sarbanes-Oxley Act of 2002.
- **Specialized Compliance Education** - Training and education designed to address substantive areas of identified significant risk of non-compliance.

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- **Vendor** – A person or persons who provide (through sale or other commercial transaction) goods or services to Teleflex including, but not limited to, raw materials, finished goods, consulting, legal and business services.

**CORPORATE COMPLIANCE PROGRAM APPROVAL**

**The Teleflex BECC approves the following Teleflex Corporate Compliance Program documents and overall Compliance Program effective February 5, 2019 as indicated in the BECC minutes by unanimous consent.**

- Corporate Compliance Program Charter
- Teleflex Code of Business Conduct and Ethics
- Compliance Policies and Procedures
  - Coordinating Disciplinary and Compliance Standards
  - Interactions with Government Investigators
  - Investigation Protocol (includes Anti-Retaliation and Whistleblower protections)
  - Investigation Protocol Desk Instructions
- Integrity Policies and Procedures (includes how to report Compliance Concerns)
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