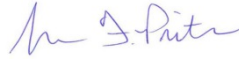


HCA HEALTHCARE UK POLICY

CORPORATE GLOBAL ANTI-CORRUPTION POLICY

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SCOPE

All Company-affiliated facilities worldwide including, but not limited to, hospitals, ambulatory surgery centers, home health centers, home health agencies, physician practices, outpatient imaging centers, service centers, joint ventures and all Corporate departments, Groups, Divisions and Markets.

PURPOSE

To promote compliance by all HCA Employees and Colleagues with the anti-corruption laws that apply to Company operations, including the U.S. Foreign Corrupt Practices Act (“FCPA”) and the anti-corruption laws of Foreign Countries in which HCA conducts business. This policy focuses on interactions with Foreign Officials, but Employees and Colleagues should be aware that the laws of some countries in which HCA operates prohibit the bribery of any person (not merely bribery of Foreign Officials). Employees and Colleagues must comply with the anti-corruption laws in their respective jurisdictions and those of other jurisdictions that apply to them.

POLICY

1. Overview

HCA’s Global Anti-Corruption Policy prohibits bribes, kickbacks, improper or illegal inducements or other unlawful payments from being directly or indirectly offered, provided or authorized to, or for the benefit of any Foreign Official (defined herein to include Family Members of the Foreign Official), in any way related to HCA’s business. All Employees and Colleagues must comply with the anti-corruption laws that apply to the Company’s operations, including the FCPA and the anti-corruption laws of their respective jurisdictions and those of other jurisdictions that apply to them.

2. Compliance Responsibilities, Risk Assessments and Oversight of the Anti-Corruption Policy

All Employees and Colleagues and Third Party Representatives are required to comply with this Policy and to help prevent violations of this Policy by those whom they directly or indirectly supervise.

Violations of anti-corruption laws can subject individuals and HCA to serious criminal and civil penalties, including imprisonment and exclusion from U.S. government programs. Failure to abide by this Policy can also result in disciplinary action by HCA, including possible termination of employment.

To implement this Policy, the Anti-Corruption Responsible Executive, in consultation with the Chief Ethics and Compliance Officer (or designee), shall periodically assess the Company’s anti-corruption risk, review this policy and its procedures and, as needed, may revise existing procedures and issue new procedures, including procedures and guidelines for compliance in Foreign Countries.

3. PROHIBITED CONDUCT

Employees and Colleagues may not give, offer or authorize the provision of anything of value to, or for the benefit of, a Foreign Official, in order to obtain or retain business, to secure any other business advantage, or to obtain beneficial governmental treatment, except as specifically permitted in Policy Section 4 below.

Employees and Colleagues may not do indirectly what they cannot do directly. Anything of value that cannot be given directly to a Foreign Official also cannot be given indirectly through a third party or to

a third party at the Foreign Official's request.

4. **Scope of Permissible Expenditures for Meals, Gifts, Entertainment, Travel and Other Things of Value for Foreign Officials**

This section recognizes that it is likely that Employees and Colleagues conducting business outside the United States will interact with persons who would be considered Foreign Officials under the FCPA, including employees of state-owned enterprises, and that business with Foreign Officials or entities owned by foreign governments may be an important part of the Company's business in Foreign Countries. Neither the FCPA nor this Policy prohibits conducting business with foreign governments. However, interactions with individual Foreign Officials pose a special risk under anti-corruption laws, and it is extremely important that our dealings with Foreign Officials are transparent and open.

Any expenditure for meals, gifts, entertainment, travel or other things of value must be consistent with the requirements outlined below. Additionally, as set forth in Policy EC.005: "Nothing in this policy permits any business courtesy or other benefit that is understood by either party to be offered or provided as an inducement to refer patients or business or as a reward for such referrals, nor may a business courtesy be extended to a potential referral source who solicits it."

Accordingly, before an Employee or Colleague may directly or indirectly give, offer, authorize or provide anything of value to a Foreign Official, he or she must first ensure that all of the following requirements are met:

- a. The thing of value must be provided only for the purpose of lawfully promoting, demonstrating or explaining the Company's services or products, or conducting other lawful and bona fide business activities (usually limited to appropriate travel and lodging expenses);
- b. The thing of value must be provided openly and in a way that does not create the appearance of impropriety or illegality;
- c. The Foreign Official must not have directly or indirectly requested from HCA or any third party anything of value for any individual's personal benefit;
- d. Payment for the thing of value must be provided directly to the provider of the thing of value (*i.e.*, to the provider of the meal, gift, entertainment or travel) and not directly to the Foreign Official; and
- e. The value of the thing or things is reasonable under all of the circumstances.

If all of the above preliminary requirements are met, then the Employee or Colleague must then determine whether he or she must obtain prior express written approval of the Senior Vice President (SVP) and Chief Ethics and Compliance Officer (or designee). To do so, the Employee or Colleague must follow these steps:

- a. If the value is less than the prescribed limit set forth in Appendix A, then the thing of value may be provided without prior approval of the SVP and Chief Ethics and Compliance Officer (or designee).
- b. If the value is more than the limit specified, then the prior express written approval of the SVP and Chief Ethics and Compliance Officer (or designee) must be obtained. The specific procedure for obtaining prior approval is in Procedures Section 1 below.
- c. If Appendix A does not include a procedure for the country of the Foreign Official, then prior express written approval of the SVP and Chief Ethics and Compliance Officer (or designee) is

required.

In rare circumstances when pre-approval is not possible, the Employee should consult with the SVP and Chief Ethics and Compliance Officer (or designee) as soon as is reasonably practical. Even if prior approval is not required (or possible) under this Policy, if the intended recipient is a Foreign Official, documentation and/or receipts substantiating the provision of the thing of value must promptly be provided to the SVP and Chief Ethics and Compliance Officer (or designee) in accordance with Policy Section 8 and Procedures Section 2 below. The approval and recordkeeping requirements do not apply if the thing of value is provided to another Employee or Colleague whose hiring was approved, pursuant to Procedures Section 3, by the SVP and Chief Ethics and Compliance Officer (or designee).

Employees and Colleagues must also comply with EC.005, EC.006, EC.023, LL.001 - LL.006, GR.002, and HR.ER.019, if applicable.

5. Charitable Donations and Political Contributions Outside The United States

- a. Charitable Donations. Before making any donation on the Company's behalf to a charity outside the United States, Employees and Colleagues must obtain prior written approval from the SVP and Chief Ethics and Compliance Officer (or designee). The SVP and Chief Ethics and Compliance Officer may delegate to HCA subsidiaries and affiliates located in Foreign Countries the authority to approve charitable donations to charities based within the country in which the HCA subsidiary or affiliate is located.
- b. Political Contributions. Before making any political contribution on the Company's behalf outside the United States, including but not limited to any elected official, political party, candidate for public office, political campaign, or political party official, Employees and Colleagues must obtain prior written approval from the SVP and Chief Ethics and Compliance Officer (or designee). Employees and Colleagues must also comply with Procedures Section 6.

6. Additional Restrictions Applying To Agreements With Foreign Officials And The Retention Of Third-Party Foreign Representatives

Agreements with physicians who may be Foreign Officials must comply with Policies LL.001 – LL.006 and/or applicable country-specific policies. Where there is reason to believe that a provider of other necessary goods or services is a Foreign Official or is owned by or affiliated with a Foreign Official, Employees and Colleagues must consult the SVP and Chief Ethics and Compliance Officer (or designee) regarding appropriate due diligence to be conducted and must obtain, in writing, the approval of the SVP and Chief Ethics and Compliance Officer (or designee) before contracting to purchase the goods or services.

When engaging or contracting with a Third-Party Foreign Representative to act on behalf of HCA, Employees and Colleagues must comply with the [Procedures for the Retention of Third-Party Foreign Representatives](#) provided in Appendix B to this Policy. Additionally, each Third-Party Foreign Representative that acts on behalf of the Company must comply with this Policy. Third-Party Foreign Representative compliance is important because, under certain circumstances, the conduct of HCA's Third-Party Foreign Representatives could result in civil or criminal prosecution for HCA and/or HCA Employees and Colleagues.

7. Mergers, Acquisitions, Consortia & Joint Ventures

When considering a merger, acquisition, consortium or joint venture that could involve a Foreign Official, foreign counter-party, or counter-party that likely engaged in business activity in a Foreign

Country or with a Foreign Official, Employees and Colleagues must comply with the procedures for Mergers, Acquisitions, Consortia & Joint Ventures provided in Procedures Section 4 below. Under certain circumstances HCA can be held liable for activities of joint venture partners related to HCA's business or for the anti-corruption violations of entities that it acquires, even where the violations occurred before HCA acquired the entity.

8. Effective Internal Controls And Accurate Books And Records

The FCPA and HCA's policies require Employees and Colleagues to make and keep complete and accurate books, records and accounts, which in reasonable detail accurately and fairly reflect transactions involving HCA's assets. Although these provisions apply to all corporate transactions, Employees and Colleagues should take special care to ensure that any expenditure of Company funds related to any Foreign Official are accurately and completely documented, regardless of the amount of such transaction. Under no circumstances should false, misleading or artificial entries be made in the books and records of the Company, and no undisclosed or unrecorded funds or assets of the Company shall be established for any purpose.

9. Mandatory Reporting

- a. HCA provides an Ethics Line that enables anonymous reports of potential violations of this Policy, the FCPA and other applicable anti-corruption laws.
- b. Anyone who becomes aware of or receives a reasonably credible report that one of the following may have occurred, is occurring or is likely to occur:
 - i. any of the warning signs related to Foreign Officials and Third-Party Foreign Representatives described in Appendix C of this Policy (Frequently Asked Questions);
 - ii. a violation of the FCPA;
 - iii. a violation of other anti-corruption laws applicable to HCA; or
 - iv. a violation of this Policy

must promptly report such concerns to one's supervisor, an Employee or Colleague higher in the reporting chain, the facility ECO, or via the Ethics Line at 1-800-455-1996. Anyone calling from outside the United States should use the Ethics Line access numbers provided in the instructions on the HCA website, at <http://hcaethics.com/ethics/index.dot>.

- a. Any Employee or Colleague who fails to report any such warning signs or violations may be subject to disciplinary action, including termination. See the Reporting Compliance Issues and Occurrences to the Corporate Office Policy, EC.025, for additional information regarding HCA's reporting policies.
- b. HCA has a strict prohibition on retaliation against Employees and Colleagues who, in good faith, either make reports or participate in the investigation of a report of suspected misconduct.

10. Training Requirements

Employees and Colleagues shall receive anti-corruption training commensurate with their respective positions and duties with the Company, as directed by the Anti-Corruption Responsible Executive (or designee). Documentation regarding this training must be kept in the Company's Learning Management System.

11. Promulgation Of Additional Anti-Corruption Policies And Procedures In Foreign Countries

Subject to the approval of the Anti-Corruption Responsible Executive (or designee) and the SVP and Chief Ethics and Compliance Officer (or designee), HCA subsidiaries and affiliates located in Foreign Countries may promulgate additional anti-corruption policies and procedures that apply to their respective business units.

SANCTIONS

Any Employee or Colleague who violates this policy may be subject to disciplinary action, up to and including termination.

DEFINITIONS

For purposes of this Policy,

“Anything of value” or a **“thing of value”** should be interpreted broadly to mean anything that could benefit the recipient.

Examples can include:

- Cash;
- Stock or stock equivalents, such as options or warrants;
- Gift cards, vouchers or things similar to cash;
- Gifts;
- Services;
- Use of company facilities, equipment or property;
- Entertainment, event tickets, golf;
- Meals, drinks or other hospitality;
- Payments or reimbursements of travel expenses, lodging, or vacations;
- Offers of employment to the recipient or Family Members; Discounts or rebates; and
- Charitable donations.

“Board Members” means members of the HCA Holdings, Inc. Board of Directors.

“Employees and Colleagues” refers to employees, officers, Board Members and others acting on behalf of the Company.

“Contracting Officer” means the HCA officer who, if not the Sponsor, directly or indirectly supervises the Sponsor, is accountable for executive oversight of a Third-Party Foreign Representative and who authorizes the HCA contract with the Third-Party Foreign Representative.

“Family Member” includes, but is not limited to, husband or wife; natural parent, adoptive parent or stepparent; child or stepchild; sibling, half-sibling or step-sibling; father-in-law, mother-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law; grandparent or grandchild; and spouse of a

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grandparent or grandchild.

“Foreign Country” means any country other than the United States.

“Foreign Official” means any individual employed by, or acting on behalf of, the government of a Foreign Country (non-United States), an instrumentality of the government of a Foreign Country, or an entity owned or controlled by the government of a Foreign Country (e.g., a government-owned hospital or manufacturing facility), or a public international organization (e.g., the World Health Organization). Foreign Official also means any political party in a Foreign Country, any candidate for public office in a Foreign Country or any political party official in a Foreign Country. An individual can be considered a Foreign Official even though he or she may not be treated as a Foreign Official by his or her own government, and even though he or she may expect to be treated like a private businessperson. All references to Foreign Officials in this Policy include **“Family Members”** of the Foreign Official.

Examples of persons who should be treated as Foreign Officials under this Policy include, but are not limited to:

- Employees of a company owned or controlled by the government of a Foreign Country, even if the government is not the sole owner;
- Embassy employees;
- Members of royal families and those acting on their behalf;
- Physicians and other employees of hospitals, insurers or other entities owned or controlled by national, state or local governments of any Foreign Country;
- Customs, tax, and licensing officials;
- Political party officials of Foreign Countries (even if they do not hold public office); and
- Employees of the World Health Organization.

If you do not know whether an individual in or from a Foreign Country is a Foreign Official as defined under this Policy, you are required to treat such person as a Foreign Official when acting on behalf of HCA until you have confirmed that the individual is not a Foreign Official.

“HCA” or “the Company” means HCA Holdings, Inc. and any of its subsidiaries and affiliates.

“Third-Party Foreign Representative” means any independent contractor, supplier, distributor, consultant, representative or agent of any kind other than an Employee or Colleague of the Company who has a reasonable possibility of (1) interacting with a Foreign Official on behalf of the Company; or (2) contracting or otherwise transacting business in – or directed at – a Foreign Country with other parties on behalf of the Company. It is not intended to apply to any person or entity who, based on all of the circumstances, in no event could ever reasonably be said to act on behalf of the Company.

“Sponsor” means the Employee or Colleague who is accountable for the selection and oversight of a Third-Party Foreign Representative.

PROCEDURES

Procedure for Obtaining Prior Approval Before Providing Meals, Gifts, Entertainment, Travel and Other Things of Value Permitted By Policy Section 4

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If approval of the SVP and Chief Ethics and Compliance Officer (or designee) is required by Policy Section 4 above, Employees and Colleagues must request approval by providing the SVP and Chief Ethics and Compliance Officer (or designee) with the following information:

- a. The name, title, organization and country of the Foreign Official;
- b. A description of the thing of value proposed to be given to the Foreign Official;
- c. The dollar value of the thing, in U.S. and local currency;
- d. Any available documentation and/or receipts substantiating such value;
- e. The business purpose of the proposed offer or provision; and
- f. The proposed date and circumstances of the offer or provision.

Record-Keeping and Notification Requirements

Except as noted below, any Employee or Colleague who provides anything of value to any Foreign Official regardless of the value of what is provided, must, after providing the thing of value, promptly provide documentation and/or receipts substantiating the value to the SVP and Chief Ethics and Compliance Officer (or designee). The documentation and/or receipts must identify the following:

- a. Who: the name, title, and organization of each person involved (including each Employee or Colleague and each Foreign Official), and the person or entity to whom anything of value was provided;
- b. What: the benefit provided to the Foreign Official (*e.g.*, dinner, tickets, etc.) and the amount of the benefit;
- c. When: the date the benefit was provided and any pertinent circumstances;
- d. Where: the location where the benefit was provided and;
- e. Why: the business purpose of the benefit conferred.

The SVP and Chief Ethics and Compliance Officer (or designee) shall maintain a log of all things of value offered or provided to any Foreign Official (the "Foreign Official Log") that are reported to the SVP and Chief Ethics and Compliance Officer (or designee), as well as any communication to the SVP and Chief Ethics and Compliance Officer (or designee) requesting permission to offer or provide a thing of value to a Foreign Official. The Foreign Official Log shall identify each such request; the Employee or Colleague that made the request; the date of the request; the thing of value; the date of its provision and/or offer; the value of the provision or offer; documentation and/or receipts substantiating the value; the business purpose of the offer or provision; any business of the Company which the Foreign Official was in a position to influence; and any action taken regarding the request. The SVP and Chief Ethics and Compliance Officer (or designee) may delegate the collection of the information required by this procedure to designees in specific Foreign Countries so long as the information is periodically incorporated into the Foreign Official Log. The requestor shall also maintain a copy of his or her request, and any response, for five years.

There is an exception to these requirements for company-branded promotional items of a value generally less than \$20. In addition, nominal refreshments, such as a cup of coffee, need not be recorded in the Foreign Official Log so long as they are of a value generally less than \$10 and not

provided to a Foreign Official more than four times per year. However, Employees and Colleagues must document on the corresponding expense report the name, country, and title of any Foreign Official to whom such nominal refreshments are provided.

Hiring

The following persons may not be offered any position or hired by the Company without prior written approval of the SVP and Chief Ethics and Compliance Officer (or designee):

- a. Anyone who is a current or former Foreign Official (including Family Members); and
- b. Anyone who a Foreign Official requested the Company to hire.

Additional hiring restrictions apply. See the Limitations on Employment Policy, HR.OP.019.

Mergers, Acquisitions, Consortia & Joint Ventures

HCA can under certain circumstances be held liable for the anti-corruption violations of entities that it acquires, even where the violations occurred before HCA acquired the entity. Similarly, HCA can be liable for activities of joint venture partners related to HCA's business. To mitigate these risks, Employees and Colleagues must:

- a. **Notify Designated Personnel.** The SVP and Chief Ethics and Compliance Officer (or designee) must be notified before:
 - i. initiating any communication with a Foreign Official, directly or indirectly, that relates to any merger, acquisition, consortium or joint venture relationship; or
 - ii. pursuing any merger, acquisition, consortium or joint venture relationship that involves a prospective foreign counter-party or a counter-party that within the past five years is reasonably likely to have engaged in any business activities in a Foreign Country or with any Foreign Official.
- b. **Conduct & Review Reasonable Due Diligence.** The General Counsel (or designee) will determine the scope of due diligence to be conducted on each specific merger, acquisition, consortium or joint venture and must review due diligence findings and approve such transaction before any such transaction may be closed or consummated.
- c. **Written Agreements with Anti-Corruption Protections.** **Mergers, acquisitions, consortia and joint venture relationships must be governed by a written agreement that contains reasonable anti-corruption provisions addressing such laws in applicable jurisdictions to protect HCA.**

Retention of Third-Party Foreign Representatives

When retaining Third-Party Foreign Representatives, renewing agreements with Third-Party Foreign Representatives, and reporting requirements relating to Third-Party Foreign Representatives, Employees and Colleagues must comply with the procedures that are provided in Appendix B to this Policy.

Government Relations

Employees and Colleagues must comply with the General Statement on Government Relations Policy, GR.002, when engaging in public policy debate, lobbying, PAC support, individual political contributions, advocacy advertising, or the loan of Employees and Colleagues to governments or public organizations.

Reporting Regarding Foreign Officials

The following requests must be promptly reported to your supervisor, an Employee or Colleague higher in your supervisory chain, your facility ECO, or via the Ethics Line at

1-800-455-1996 (or if calling from outside the United States, via the Ethics Line access numbers provided in the instructions on the HCA website, at <http://hcaethics.com/ethics/index.dot>): any request of a Foreign Official or third party for payment to a Foreign Official personally in return for the Foreign Official ensuring that official action will or will not be taken; unusual methods of payments for government services (e.g., payment through a third country or institution); payment in excess of the amount usually required for the specified government services; any reasonably credible report of suspicious, unethical, or unlawful conduct about a Foreign Official; and any request or demand that the Company retain or utilize specific agents, representatives, vendors or service providers.

REFERENCES/RESOURCES

- Additional Procedures and Guidelines for Expenditures in Specific Countries (Appendix A)
- Procedures for the Retention of Third-Party Foreign Representatives (Appendix B)
- Frequently Asked Questions (Appendix C)
- Business Courtesies to Potential Referral Sources, [EC.005](#)
- Entertainment Policy, [EC.006](#)
- Gifts Policy, [EC.023](#)
- Reporting Compliance Issues and Occurrences to the Corporate Office, [EC.025](#)
- General Statement on Government Relations, [GR.002](#)
- Limitations on Employment, [HR.ER.019](#)
- General Statement on Agreements with Referral Sources: Approval Process, [LL.001](#)
- Professional Services Agreements, [LL.002](#)
- Physician Recruiting Agreements, [LL.003](#)
- Physician Equipment or Space Leases, [LL.004](#)
- Physician Management Services Agreements Business Office Services Agreements, [LL.005](#)
- Physician Employment, [LL.006](#)
- U.S. Foreign Corrupt Practices Act (FCPA)

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APPENDIX A: GLOBAL ANTI-CORRUPTION POLICY, LL.AC.001

Additional Procedures and Guidelines for Expenditures in Specific Countries

ADDITIONAL PROCEDURES AND GUIDELINES:

In addition to the requirements and procedures set forth in [LL.AC.001](#), the following limitations also apply regarding Foreign Officials from the specific countries set forth below.

Each Employee and Colleague that may interact on behalf of the Company with a Foreign Official of a country specified below shall not directly or indirectly offer, authorize or provide anything of value to the Foreign Official without the prior express written approval of the Senior Vice President (SVP) and Chief Ethics and Compliance Officer (or designee) unless (i) all of the requirements of [LL.AC.001](#) have been met **and** (ii) the thing or things of value to be provided do not exceed the applicable limitations that follow. The limits below reflect the maximum value that can be given to *each intended recipient*, in any calendar year, without the required approval. Regardless of whether approval is required, Employees and Colleagues must comply with the recordkeeping requirements set forth in Policy Section 3.8 and Procedures Section 3.2 of [LL.AC.001](#).

The limits below apply based on the country the Foreign Official is from. If the Foreign Official's country is not listed below, then Employees and Colleagues are required to obtain prior express written approval of the SVP and Chief Ethics and Compliance Officer (or designee) before providing the thing or things of value.

Country	Type of Expense	Per Instance	Per Year
China	Food and Beverages	RMB 250	RMB 500
	Travel	RMB 100	RMB 200
	Gifts	RMB 100	RMB 200
	Entertainment	RMB 100	RMB 200
	Total Expenditures	RMB 350	RMB 700
India	Food and Beverages	INR 1,500	INR 1,500
	Travel	INR 750	INR 750
	Gifts	INR 1,000	INR 1,000
	Entertainment	INR 1,000	INR 1,000
	Total Expenditures	INR 2,000	INR 3,000
Philippines	Food and Beverages	PHP 1,500	PHP 1,500
	Travel	PHP 750	PHP 750
	Gifts	PHP 1,000	PHP 1,000
	Entertainment	PHP 1,000	PHP 1,000
	Total Expenditures	PHP 2,000	PHP 7,000
United Kingdom	Food and Beverages	£ 250	£ 500

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	Travel	As approved by ECO	As approved by ECO
	Gifts	£ 25	£ 25
	Entertainment	£ 250	£ 500
	Total Expenditures	£ 250	£ 500
United States	Food and Beverages	\$10	\$10
	Travel	\$0	\$0
	Gifts	\$10	\$10
	Entertainment	\$10	\$10
	Total Expenditures	\$10	\$10
Middle East	Food and Beverages	£ 75	£ 200
Includes:	Travel	As approved by ECO	As approved by ECO
• Algeria	Gifts	£ 25	£ 25
• Bahrain	Entertainment	£ 75	£ 200
• Egypt	Total Expenditures	£ 75	£ 200
• Kuwait			
• Oman			
• Qatar			
• Saudi Arabia			
• UAE			
Russia	Food and Beverages	5,000 RUB	12,600 RUB
	Travel	As Approved by ECO	As approved by ECO
	Gifts	1,250 RUB	1,250 RUB
	Entertainment	5,000 RUB	12,600 RUB
	Total Expenditures	5,000 RUB	12,600 RUB
Greece	Food and Beverages	€60	€190
	Travel	As Approved by ECO	As Approved by ECO
	Gifts	€30	€30
	Entertainment	€60	€190
	Total Expenditures	€60	€190

APPENDIX B: GLOBAL ANTI-CORRUPTION POLICY, LL.AC.001

PROCEDURES REGARDING THE RETENTION OF THIRD-PARTY FOREIGN REPRESENTATIVES

a New Agreements

- a. A Third-Party Foreign Representative may be retained by the Company only (i) after the joint authorization of the Contracting Officer's Operations Counsel/HCA International Legal Director and the Senior Vice President (SVP) and Chief Ethics and Compliance Officer (or designee) as set forth below **or** (ii) by an express waiver of these requirements authorized in writing by both the Contracting Officer's Operations Counsel/HCA International Legal Director and the SVP and Chief Ethics and Compliance Officer (or designee).
- b. Every Third-Party Foreign Representative retention agreement must contain foreign anti-corruption provisions approved by the General Counsel of HCA (or designee) or the SVP and Chief Ethics and Compliance Officer (or designee). The term of any Third-Party Foreign Representative retention agreement may not exceed 2 years without prior approval of the SVP and Chief Ethics and Compliance Officer (or designee).
- c. Compensation in retention agreements must not exceed fair market value, and must be reasonable and customary under local custom and the business circumstances, taking into account the nature of the services to be provided, the amount of resources to be applied, the complexity of the work to be performed and the experience and involvement of the Third-Party Foreign Representative.
- d. Prior to the retention of a Third-Party Foreign Representative, the Sponsor or Contracting Officer must obtain an independent anti-corruption due diligence check on the proposed Third-Party Foreign Representative using a due diligence service approved by the SVP and Chief Ethics and Compliance Officer (or designee).
- e. Prior to the retention of a Third-Party Foreign Representative, the Sponsor and Contracting Officer must provide the Sponsor's Operations Counsel/HCA International Legal Director and the SVP and Chief Ethics and Compliance Officer (or designee) with a Third-Party Foreign Representative Agreement Check List (Attachment to Appendix B of this Policy) (including a due diligence report completed within the past three months) signed by the Sponsor and Contracting Officer. The Third-Party Foreign Representative Agreement Check List must be complete and include all attachments, unless one or more steps need not be completed to provide the Contracting Officer's Operations Counsel/HCA International Legal Director and the SVP and Chief Ethics and Compliance Officer (or designee) sufficient information with which to evaluate the proposed representative's risk of noncompliance with HCA policies, the U.S. Foreign Corrupt Practices Act and any other anti-corruption laws applicable to the retention of the proposed representative.
- f. After being provided with the completed Third-Party Foreign Representative Agreement Check List and any attachments, if both the Contracting Officer's Operations Counsel/HCA International Legal Director and the SVP and Chief Ethics and Compliance Officer (or designee) determine that the proposed representative

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does not pose a significant risk of noncompliance with HCA policies, the FCPA and any other anti-corruption laws applicable to, or potentially implicated by, the retention of the proposed representative, the Contracting Officer's Operations Counsel/HCA International Legal Director and the SVP and Chief Ethics and Compliance Officer (or designee) may authorize the retention of the Third-Party Foreign Representative, by written notice to the Contracting Officer.

- g. Upon retaining a Third-Party Foreign Representative, the Sponsor shall provide the Third-Party Foreign Representative with anti-corruption policies applicable to the conduct of the Third-Party Foreign Representative and approved by the SVP and Chief Ethics and Compliance Officer (or designee), and shall be accountable for providing the Third-Party Foreign Representative with any other guidance or training required by HCA.

b Renewal of Agreements

- a. The renewal of a Third-Party Foreign Representative retention agreement may be executed only (i) after the joint authorization of the Contracting Officer's Operations Counsel/HCA International Legal Director **and** the SVP and Chief Ethics and Compliance Officer (or designee) as set forth below **or** (ii) by an express written waiver of these requirements by both the requester's Operations Counsel/HCA International Legal Director **and** the SVP and Chief Ethics and Compliance Officer (or designee).
- b. Not less than six weeks before the expiration of any Third-Party Foreign Representative retention agreement that a Sponsor wishes to renew, the Contracting Officer must provide the Contracting Officer's Operations Counsel/HCA International Legal Director and the SVP and Chief Ethics and Compliance Officer (or designee) with a Third-Party Foreign Representative Agreement Check List (Attachment to Appendix B of this Policy) and attachments, including a due diligence report completed not more than 3 months prior to the delivery to the Contracting Officer's Operations Counsel/HCA International Legal Director and the SVP and Chief Ethics and Compliance Officer (or designee).
- c. After being provided with a completed Third-Party Foreign Representative Agreement Check List and attachments, the Contracting Officer's Operations Counsel/HCA International Legal Director and the SVP and Chief Ethics and Compliance Officer (or designee) may authorize, in writing, the retention of the Third-Party Foreign Representative if both the Sponsor's Operations Counsel/HCA International Legal Director and the SVP and Chief Ethics and Compliance Officer (or designee) reasonably and in good faith determine that the proposed representative does not represent a significant risk of noncompliance with HCA policies, the U.S. Foreign Corrupt Practices Act and any other anti-corruption laws applicable to the retention of the third-party representative.

c Reporting Regarding Third-Party Foreign Representatives

- a. Employees and Colleagues must promptly report the following to their supervisor, an Employee or Colleague higher in their supervisory chain, their facility ECO, or via the Ethics Line:

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- I. Any unusual payment request by a Third-Party Foreign Representative, including requests for donations of good or services; requests for payments in cash; or requests to be paid in a country other than the one in which the representative is based;
- II. Any invoice from a Third-Party Foreign Representative that lacks reasonable detail (*e.g.*, “services rendered”); and
- III. Any reasonably credible reports of suspicious, unethical, or unlawful conduct regarding a Third-Party Foreign Representative, its sub-contractors, or its employees.

The Ethics Line can be reached at 1-800-455-1996. For toll-free access to the Ethics Line outside the United States, please visit <http://hcaethics.com/ethics/index.dot>.

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Third-Party Foreign Representative Agreement Check List

Please complete this form and attach any additional documentation (including any due diligence/background check report) as necessary. This form must be complete and include all attachments, unless one or more steps need not be completed to provide the Contracting Officer's Operations Counsel/HCA International Legal Director and the SVP and Chief Ethics and Compliance Officer (or designee) sufficient information with which to evaluate the proposed representative's risk of noncompliance with HCA policies, the U.S. Foreign Corrupt Practices Act and any other anti-corruption laws applicable to the retention of the proposed representative. Please include an explanation for any steps that you have determined are not necessary.

Name and Address of Representative:

Type of Entity (if any): _____

How Representative Was Found:

Representative's Principal Place of Business:

Representative Principal Points of Contact (if an entity):

Short Description of Services to be Performed (Business Purpose for Retention):

Sponsor and Contracting Officer Who Will Have Oversight Over The Representative ("Sponsor"):

Name: _____ **Title:** _____

E-mail: _____ **Address:** _____

Telephone: _____

Sponsor Who Will Have Executive Oversight over Representative (if different from above):

Name: _____ **Title:** _____

E-mail: _____ **Address:** _____

Telephone: _____

CHECKLIST:

(1) Due Diligence/Background Check.

- I have obtained and attached a due diligence background check on the representative through a due diligence service approved by the SVP and Chief Ethics and Compliance Officer (or designee).

(2) Competence & Integrity of the Third Party.

- I have listed all prior dealings of the Company with the representative, and listed any competency or integrity concerns arising from the prior dealings.
- I have listed the representative's qualifications and the connection of those qualifications to the representative's expected services or products.
- I have checked business references of the representative, and listed such references and any concerns arising from such references.

(3) Relationships with Foreign Officials and Anti-Corruption Compliance.

- If the representative is an entity, a background check has also been conducted on each key individual who will act on the Company's behalf. A copy of the background check report(s) is attached. I have reviewed the relationships of the individuals who will be acting on the Company's behalf (including where applicable the ownership structure of the representative) for any conflicts of interest, ties to Foreign Officials or foreign government entities, political activity and other potential red flags.
- If the representative is an entity, I have reviewed the Company's anti-corruption compliance posture by reviewing the representative's anti-corruption compliance policies, the representative's Company Code of Ethics/Business Conduct, and other relevant policies.

(4) Contractual Terms.

- I have enclosed a copy of the proposed contract with the representative. The contract includes foreign anti-corruption contract language approved by the General Counsel (or designee) or the Chief Ethics and Compliance Officer (or designee), except where I have noted any proposed changes.

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I hereby certify that I have conducted the due diligence checked above, have enclosed all referenced documentation, and have listed all concerns of which I am aware related to the retention of this representative. For any step that I have not completed, I have explained the reasons for not completing such step. Based on my review, I recommend that the Company retain this representative for the business purpose(s) and term set forth herein and request authorization to do so using the attached proposed contract. I will have primary accountability for oversight of this representative.

Signature of Sponsor

Date

* * * * *

I will have executive oversight responsibility for this representative. I have reviewed the information in this checklist and all attachments. Based on my review, I recommend that the Company retain this representative for the purpose(s) and term set forth herein and request authorization to do so using the attached proposed contract.

Contracting Executive Signature

Date

* * * * *

I have reviewed this Third-Party Foreign Representative Agreement Check List, as well as all accompanying documentation. I hereby:

- Authorize the retention of the representative.
- Authorize the retention of the representative subject to the attached limitations or guidance.
- Do not authorize the retention of the representative.

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APPENDIX C: GLOBAL ANTI-CORRUPTION POLICY, LL.AC.001, FREQUENTLY ASKED QUESTIONS

QUESTION	ANSWERS
1. What are some examples of conduct that would be prohibited under the policy?	<p>Some examples of activities that might be problematic are:</p> <ul style="list-style-type: none">• Paying or offering to pay cash to the Foreign Official responsible for issuing HCA a license to operate in a Foreign Country to influence the Foreign Official’s decision to issue the license;• Paying a doctor employed by a state-owned hospital to refer patients to an HCA facility;• Giving a gift to a foreign tax agent to influence the Foreign Official’s decision regarding how much HCA owes in taxes;• Offering cash to a Foreign Official responsible for issuing HCA a permit to import high tech medical equipment to influence him to approve the permit;• Taking a Foreign Official responsible for patient referrals out to a lavish and expensive dinner to influence him to continue to refer patients to HCA facilities;• Intentionally overpaying for supplies from a vendor owned by a Foreign Official to influence that Foreign Official’s decision to continue to refer business to HCA;• Flying a Foreign Official and his family to the United States to go to Disney World at HCA’s expense, to influence the award of a contract to HCA.• Giving a gift card to a regulator responsible for inspecting HCA facilities to influence the regulator to certify HCA’s facilities as acceptable.• Hiring a relative of a Foreign Official to influence the Foreign Official’s decision to allow HCA to avoid duties on an importation tax for MRI machines;• Making a donation to a political candidate in return for the candidate’s promise to give favorable regulatory treatment to HCA upon election.
2. I need to invite a client employed by a state-owned entity to a meeting in London and would like to take him out to dinner	<p>Yes, if the meeting is for legitimate business reasons such as establishing or furthering the relationship, the meeting is not intended to (and unlikely to or appear to) cause the Foreign Official to misuse his or her official position to advantage HCA, the cost will be reasonable under all of the circumstances, and the value does not exceed the spending limitations that apply to such Foreign Official’s country or the necessary approval is obtained. See Appendix A for a listing of limitations for specific countries, and the recordkeeping requirements set forth in LL.AC.001, Policy Section 3.8 and Procedures Section 3.2.</p>

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QUESTION	ANSWERS
<p>while he is in town. Is that permissible?</p>	
<p>3. Do I always have to obtain advance approval of the SVP & Chief Ethics and Compliance Officer (or designee) to provide a meal, gift, travel, entertainment or other thing of value to a Foreign Official?</p>	<p>No, advance approval from the Senior Vice President (SVP) and Chief Ethics and Compliance Officer (or designee) is not required if giving the thing of value complies with HCA’s Global Anti-Corruption Policy including the applicable country-specific limitations in Appendix A to that Policy.</p>
<p>4. Does the Anti-Corruption Policy prohibit HCA from engaging in business with foreign government entities?</p>	<p>No. The Policy permits HCA to do business with foreign governments, agencies, and government-owned or -controlled companies (such as foreign state-owned hospitals). It is transacting with, or conferring benefits on, <i>individual</i> officials, directors, employees, or agents of these entities that poses special risk under the anti-corruption laws.</p>

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QUESTION	ANSWERS
5. Our business has required me to interact with a private citizen who serves in an uncompensated role on a governmental board. Should she be treated as a Foreign Official under this Policy?	Yes, if you do not know whether an individual is a Foreign Official under this Policy or the FCPA, you are required to treat such person as a Foreign Official when acting on behalf of HCA until you have confirmed with the SVP and Chief Ethics and Compliance Officer (or designee) that such person is not a Foreign Official.
6. Can HCA host Foreign Officials at Company events or invite them to visit the Company's facilities?	Yes, but only in carefully controlled circumstances. If you would like to host a Foreign Official at a Company event or invite a Foreign Official to visit the Company's facilities, you must obtain advance approval from the SVP and Chief Ethics and Compliance Officer (or designee).
7. Are "grease" payments or "facilitating" payments permitted by the Anti-Corruption Policy?	No. Both "facilitating" payments and "grease" payments often are illegal under local law and are <u>prohibited</u> by HCA's Anti-Corruption Policy.

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QUESTION	ANSWERS
8. What should I do if someone asks me to be part of conduct that violates the Anti-Corruption Policy?	You should refuse and should object to the conduct. Objecting is important because it may prevent the conduct from occurring and because it can help make clear that you are not complicit in the conduct. If you are aware of or suspect that a violation of the Anti-Corruption Policy may have occurred, is occurring, or is likely to occur, you are required to promptly report your concerns to your supervisor, an Employee or Colleague higher in your reporting chain, your facility ECO, or via the Ethics Line.
9. What should I do if I realize that I may have violated the Anti-Corruption Policy?	If you violate the Anti-Corruption Policy, there may be remedial steps that can be taken. You should immediately seek guidance from your supervisor or the SVP and Chief Ethics and Compliance Officer (or designee). You should NOT ignore the problem, as this may create greater liability for you and HCA. If, for example, you realize that you have purchased a benefit such as an expensive meal or unauthorized gift that is prohibited by the Policy, you should NOT simply forgo seeking reimbursement – instead, you should promptly seek guidance from your supervisor or the SVP and Chief Ethics and Compliance Officer (or designee).
10. If a physician employed by a surgery center owned by a government asks a Company hospital to offer her daughter an internship at the hospital, can the hospital offer the internship?	Not without the express permission of the SVP and Chief Ethics and Compliance Officer (or designee). No person may be offered any position by the Company at the request of a Government Official without the express written permission of the SVP and Chief Ethics and Compliance Officer (or designee). If the Company hospital offered the internship to encourage the physician to refer her patients to the hospital, such an offer would violate this Policy, and accordingly the SVP and Chief Ethics and Compliance Officer (or designee) could not grant permission to authorize such an offer.

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QUESTION	ANSWERS
<p>11. What are examples of warning signs that I must report to the Company?</p>	<p><u>Warning Signs Related to Foreign Officials</u></p> <ul style="list-style-type: none"> • Requests for meals, alcohol, travel, entertainment, gifts, services, benefits, use of company assets, hiring of relatives, political or charitable contributions/donations, or favors. • Requests for payment in excess of the amount usually required for the specified government services. • Lack of detail in, or unofficial appearance of, invoices for government services • Requests for unusual methods of payment for government services (<i>e.g.</i>, payment through a third country or institution). • Requests for payments for government assessments or services in cash or contrary to contract terms. • Reports of suspicious, unethical, or unlawful conduct about the Foreign Official; Foreign Official’s reluctance to act openly or efforts to conceal conduct. • Requests or demands that HCA retain or utilize specific representatives, vendors or service providers. <p><u>Warning Signs Related to Third-Party Foreign Representatives</u></p> <ul style="list-style-type: none"> • Retention of third-party representative primarily for its connections to Foreign Officials. • Requests for payment in cash, significantly in excess of the amount usually required for the services or contrary to contract terms. • Lack of detail in invoice (<i>e.g.</i>, “for services rendered”). • Requests for any political or charitable contribution. • Requests for payments through third parties or third countries. • Reports of suspicious, unethical, or unlawful conduct about the third party representative, its sub-contractors or its employees. • Reluctance to act openly or efforts to conceal from the public or Foreign Officials the nature or extent of the representative’s interactions with HCA. • Refusal by the representative to identify owners or subagents.
<p>12. What resources are available regarding this Policy?</p>	<p>The FCPA and other anti-corruption laws create liability for a wide-range of activities. When you have questions about the Anti-Corruption Policy, or whether conduct complies with the Policy, contact your supervisor, an Employee or Colleague higher in your reporting chain, your facility ECO, or the SVP and Chief Ethics and Compliance Officer (or designee). These resources are available to provide guidance and to assist you in complying with all applicable anti-corruption laws and the Anti-Corruption Policy. <i>When in doubt, ask.</i></p>