

Letter from the Chief Executive Officer and Chairman and the Group Medical Director

Every day, millions of people put their trust in International SOS to help them wherever they live or travel. We remain dedicated to maintaining this trust by providing efficient and compassionate assistance services to our clients. The commitment to our clients is evident in our sound reputation and strong position in the marketplace.

In their work, International SOS employees demonstrate core corporate values including: passion, expertise, respect and care. Our employees follow the Code of Conduct and Ethics, a set of principles by which we behave to operate a safe, honest, and responsible business. The Code of Conduct and Ethics is a rigorous set of standards and in many cases goes beyond the requirements of the law.

Our commitment to the Code of Conduct and Ethics is an important part of our reassuring brand - demonstrating how we put the interests of our clients and members first to make a real difference in people's lives. Our ethics and values give us pride in our work and organization and help us sustain our standing as socially responsible organization and good corporate citizens. International SOS is committed to maintaining its reputation as a trustworthy, ethical company so we can continue to grow and succeed for many years to come.

Arnaud Vaissié
Chairman and CEO

Dr Pascal Rey-Herme
Group Medical Director



INTERNATIONAL SOS

Code of Conduct and Ethics

Version 1.05

Document Owner: **LCIS Division**
Document Manager: **Group General Counsel**
Revised: **February 2017**

POLICY

**WORLDWIDE REACH.
HUMAN TOUCH.**

© 2017 All copyright in these materials are reserved to AEA International Holdings Pte. Ltd. No text contained in these materials may be reproduced, duplicated or copied by any means or in any form, in whole or in part, without the prior written permission of AEA International Holdings Pte. Ltd.

The only controlled copy of this document is maintained electronically. If this document is printed, the printed version is an uncontrolled copy.

TABLE OF CONTENTS

1.	INTRODUCTION.....	4
	1.1. Purpose	4
	1.2. Purpose of the Code.....	4
	1.3. Compliance with Laws and Professionalism	4
2.	CONFLICTS OF INTEREST	6
	2.1. Conflicts of Interest	6
	2.2. Gifts, Entertainments, and Other Favours	6
	2.3. Corporate Opportunities	6
	2.4. Fair Dealing and Integrity	6
	2.5. Protection and Proper Use of Group Assets	7
3.	LEGAL COMPLIANCE	7
	3.1. Improper Payments	7
	3.2. Accounting, Expenses and Records.....	7
	3.3. Obligations on Auditing Matters.....	7
	3.4. Unfair Competition	8
	3.5. Compliance with trade controls	8
4.	CONFIDENTIALITY	9
5.	INFORMATION SECURITY AND DATA PROTECTION.....	9
6.	WORKPLACE RELATIONS.....	10
	6.1. Health and Safety	10
	6.2. Discrimination or Harassment	10
	6.3. Open Door Policy.....	10
7.	POLITICAL NEUTRALITY	11
8.	ENFORCEMENT AND REPORTING BREACHES	11

1. INTRODUCTION

1.1. Purpose

- 1.1.1. This Code of Conduct and Ethics (the "Code") has been adopted by International SOS ("Intl.SOS") to provide guidance to all employees in their conduct towards other stakeholders, customers, service providers, partners, government authorities and the general public.
- 1.1.2. This Code applies to officers and employees of Intl.SOS and all directors appointed by Intl.SOS, throughout the world.
- 1.1.3. As our future depends on our reputation, this Code goes beyond the requirements of the law.
- 1.1.4. As an employee, you are expected to act with the highest levels of honesty, integrity, ethics and fair dealing and to uphold our core values:
 - (a) **Passion:** We work with passion, entrepreneurial spirit and teamwork to serve our clients and people.
 - (b) **Expertise:** We are committed to apply our professional expertise to deliver great quality services to our clients.
 - (c) **Respect:** We treat all our stakeholders with respect and integrity in order to earn their trust.
 - (d) **Care:** We care about the interests of our clients, members and employees and aim to make a real difference to their lives.

1.2. Purpose of the Code

- 1.2.1. The purpose of this Code is to set standards to promote:
 - (a) honest and ethical conduct, including fair dealing and the ethical handling of conflicts of interest;
 - (b) compliance with applicable laws and regulations;
 - (c) the protection of our legitimate business interests, including corporate opportunities, assets and confidential information;
 - (d) full, fair, accurate and timely disclosures between officers, employees and directors within Intl.SOS;
 - (e) internal reporting of any violations of this Code and deter wrongdoing; and
 - (f) accountability for adherence to this Code.

1.3. Compliance with Laws and Professionalism

- 1.3.1. This Code should be read in the context of applicable laws and in conjunction with our other policies, manuals and guidelines. Intl.SOS expects you to become familiar with and fully comply with this Code.
- 1.3.2. You are expected to comply with applicable laws, rules, codes and regulations.

-
- 1.3.3. This Code provides a broad guideline. New ethical and legal considerations arise from time to time and the social, commercial and legal environments change rapidly. You may therefore have questions from time to time on how the Code will apply. You are encouraged to seek guidance from your supervisor or the Group General Counsel.
- 1.3.4. Both maintaining your safety and Intl.SOS's good standing within the communities in which we operate is fundamental to our role as an international healthcare provider and assistance company. Conduct that compromises your safety and Intl.SOS's reputation or jeopardises the position of trust that Intl.SOS holds in a community will lead to disciplinary action. You are expected to act with professionalism, dignity and proper deportment, respecting social mores and avoiding inappropriate behaviour, both at work and during non working hours. In this regard, you are expected to take particular care in countries that are not your home country.



2. CONFLICTS OF INTEREST

2.1. Conflicts of Interest

- 2.1.1. You are expected to maintain objectivity and to avoid conflicts between your personal interests and the interest of Intl.SOS.
- 2.1.2. A conflict is something that interferes with the independent exercise of sound judgment in the best interests of Intl.SOS when performing your duties and responsibilities.
- 2.1.3. Any material transaction or relationship that could reasonably be expected to give rise to a conflict or the appearance of such a conflict should be discussed with your supervisor or with the Group General Counsel.
- 2.1.4. Service to Intl.SOS and its customers should not be subordinated to personal gain and advantage.

2.2. Gifts, Entertainments, and Other Favours

- 2.2.1. You shall not request, accept or give personal gifts or hospitality in a way that creates a conflict of interest.
- 2.2.2. No gifts of cash may be given or received under any circumstances, regardless of the amount.
- 2.2.3. Non cash gifts which are to be given on behalf of the Company or which are received from non employees by you with an estimated value of more than US\$ 200 (or equivalent) must be approved by the Group General Counsel. Company employees involved in specific customer contracts that require a stricter standard must also adhere to those strict rules.
- 2.2.4. The Group General Counsel will assess any such request for approval on the basis of the conflicts of interest principles set forth in Section 2.1 above.

2.3. Corporate Opportunities

- 2.3.1. Your duty of loyalty to Intl.SOS is violated if you personally profit from a business opportunity which rightfully belongs to Intl.SOS.
- 2.3.2. You are prohibited from competing with Intl.SOS or taking advantage of any opportunities that were created through the use of Intl.SOS's property or information or as a result of your position with Intl.SOS.

2.4. Fair Dealing and Integrity

- 2.4.1. You must perform your duties and responsibilities for Intl.SOS with the highest degree of integrity.
- 2.4.2. You are expected to deal fairly with our customers, partners, employees, service providers, suppliers, the general public and other third parties. You should not take unfair advantage of anyone through manipulation, concealment, abuse of confidential information or misrepresentation of material facts.

2.5. Protection and Proper Use of Group Assets

- 2.5.1. You are responsible for protecting Intl.SOS's assets and ensuring their efficient use for legitimate business purposes and not for personal use.
- 2.5.2. Assets of Intl.SOS include not only physical assets such as cash and equipment. Assets also include software, trademarks and service marks, proprietary and confidential information and the time and talent of company employees.

3. LEGAL COMPLIANCE

3.1. Improper Payments

- 3.1.1. You shall not pay bribes or receiving kickbacks either directly or indirectly.
- 3.1.2. A bribe is giving a gift, payment or something else of value to a government official to secure a business advantage to which we are not entitled.
- 3.1.3. In this Code, a bribe is different from a reasonable and authorised payment to low and middle level government officials for which a receipt has been obtained, to expedite a routine task when we are performing medical and security services for customers. Intl.SOS recognises that there may be circumstances in which obtaining receipts are impracticable and employees making the payments shall inform the responsible General Manager.
- 3.1.4. Company employees and managers shall carefully consider whether these expediting payments are necessary. All such payments must be clearly and properly accounted for in the financial records of the Company.
- 3.1.5. A kickback is cash or something of material value given to you, your family members or friends by partners, suppliers or service providers so that the suppliers and service providers can improperly secure a contract or some other business advantage from us.

3.2. Accounting, Expenses and Records

- 3.2.1. You are responsible for providing clear, honest and accurate information in the course of your work.
- 3.2.2. It is important that you keep true, accurate and complete accounts and that there are no parallel accounts to facilitate illegal transactions. We rely on your truthfulness in accounting practices to maintain the integrity of our financial records.
- 3.2.3. It is important that you read, understand and follow all applicable General Affairs Policies and Procedures ("GAPP").

3.3. Obligations on Auditing Matters

- 3.3.1. In dealing with the auditors, you must be candid and not knowingly misrepresent facts or knowingly fail to disclose material facts and you must respond to specific inquiries and requests by the auditors.

-
- 3.3.2. You must not take any action, or direct any person to take any action, to fraudulently influence, coerce, manipulate or mislead the auditors in the performance of an audit of the financial statements.

3.4. Unfair Competition

- 3.4.1. While we compete vigorously in the marketplace, we compete on the merits of our quality services and customer loyalty.
- 3.4.2. In the event that companies providing competitive solutions approach you, you should immediately report this to your general manager or regional general manager and refrain from any further direct communication with such companies.

3.5. Compliance with trade controls

- 3.5.1. Part of practicing good business means complying with laws that impose economic sanctions. These laws restrict the trade dealings with specific countries, organizations and even individuals. These laws are complex and carry severe consequences for the Company. If you are involved in our international business, you are expected to understand the laws and regulations that apply. When in doubt, you should discuss with your supervisor or with the Group General Counsel.

INTERNATIONAL
SOS

4. CONFIDENTIALITY

- 4.1. In carrying out Intl.SOS's business, you will be exposed to confidential or proprietary information about Intl.SOS, our customers, suppliers, competitors, joint venture parties, or our employees. Confidential and proprietary information includes any non-public information that would be harmful to Intl.SOS if it is disclosed.
- 4.2. You must maintain the confidentiality of all information entrusted to you, except when disclosure is authorized or required by law.
- 4.3. Intl.SOS treats seriously, any breaches of your confidentiality obligations as outlined herein and in the agreements that you have signed, including your contract of employment. Such breaches may result not only in disciplinary action but also in legal action.
- 4.4. You are expected to handle information according to the information security classification as summarised in the Documents Policy.

5. INFORMATION SECURITY AND DATA PROTECTION

- 5.1. The security of our clients' data is a top priority to us.
- 5.2. In the course of performing your tasks at Intl.SOS, you will receive, use, transfer and store personal private data, including sensitive data such as medical records. Our contracts with our customers and the laws and regulations governing data protection impose strict standards of data protection on you and Intl.SOS. You are required to meet or exceed those standards. You are expected to periodically review and develop information and security policies, processes and procedures to protect data from unauthorised access, transfer, use, amendment, damage or destruction and to transfer personal private data only under the limited circumstances permitted by our contracts and by the law. This may include obtaining the express, informed consent of the person whose data you wish to obtain or transfer and to make data available to that person.
- 5.3. You are expected to read, understand and comply with the Information Security Standards and Information Security Guideline and to participate in periodic assessments of data security compliance, through both internal and independent third party audits.

6. WORKPLACE RELATIONS

6.1. Health and Safety

- 6.1.1. We are committed to providing a safe, healthy and alcohol and drug-free workplace.
- 6.1.2. You must understand and comply with the safety, health and environmental laws and regulations that affect our business activities.
- 6.1.3. You are expected to read and comply with the Health, Safety and Environment Policy as well as any related policies.
- 6.1.4. You are responsible to report threats and unsafe acts or situations to your supervisor. Seriously unsafe or violent behaviour should be elevated to the Group General Counsel.

6.2. Discrimination or Harassment

- 6.2.1. We are committed to allowing employees to be hired and progress based on their talents, skills, experience and knowledge. Decisions shall not be based on, for example, an employee's or employment applicant's race, colour, sex, religion, age, national origin, sexual orientation, marital status, or disability.
- 6.2.2. We expect all company employees to follow a simple standard: all employees must be treated with respect. "Harassment" covers a wide spectrum of conduct including unwelcome sexual advances, propositions, unwanted physical contact, jokes, remarks or racial epithets.

6.3. Open Door Policy

- 6.3.1. You are encouraged to communicate your ideas and concerns directly to your supervisor, your location management or your functional management. It is important that you speak up promptly so that your ideas or concerns can be addressed.
- 6.3.2. Working together in an atmosphere of trust and cooperation provides the most productive work environment.
- 6.3.3. If your supervisor, location management or functional management cannot resolve a matter or if they are part of the problem, you can contact a human resources representative for guidance.

7. POLITICAL NEUTRALITY

- 7.1. Intl.SOS maintains strict political neutrality and does not make donations or other gifts to political parties, organisations or politicians.
- 7.2. You will not devote your working hours or provide any Intl.SOS assets to support political campaigns or other political activities.
- 7.3. Intl.SOS's name and logos must not be used to support political parties or activities.

8. ENFORCEMENT AND REPORTING BREACHES

- 8.1. Breaches of this Policy may have serious legal and reputation repercussions and could cause material damage to International SOS. Consequently, breaches can potentially lead to disciplinary action that could include summary dismissal and to legal sanctions, including criminal penalties.
- 8.2. All employees are expected to promptly and fully report any breaches of the Policy. A report may be made to the employees' supervisor or the Group General Counsel. Reports made in good faith by someone who has not breached this Policy will not reflect badly on that person or their career at Intl.SOS. Reports may be made using the following e-mail address: Compliance@internationalsos.com.

© 2017 All copyright in these materials are reserved to AEA International Holdings Pte. Ltd. No text contained in these materials may be reproduced, duplicated or copied by any means or in any form, in whole or in part, without the prior written permission of AEA International Holdings Pte. Ltd.