



CODE OF CONDUCT AND ETHICS

We care of Our Values

Cross Border Health LTD
July 2018



At Cross Border Irish Health we believe that everyone has the right to healthcare. Our mission is to facilitate the access to high quality healthcare to Irish patients, being the optimal alternative to public waiting lists.

Health sector programmes are judged by how they affect, directly or indirectly, the delivery of healthcare to the patients, residents and clients served by the health care industry, thus, by how they contribute to the well-being of the communities we serve.

Those served by the healthcare industries are particularly vulnerable, and therefore CBIH understands that the services provided require the highest standards of professionalism, integrity and competence.

Hence, this code expresses the profession's recognition of its responsibilities to the public, to employees and to management team, and to the legacy of the profession. This Code of Ethics constitutes one of the principal elements of the management of CBIH's corporate social responsibility and is the channel for the development of its corporate values.

The Code, which aims to share the corporate values that make up the Group's business culture with all stakeholders, has the objective of developing the models and standards of professional, ethical and responsible behavior which must guide the officers and employees of the Group in the exercise of their duties. It prevents from criminal behaviour and any other illicit conduct and establishes the monitoring and control mechanisms necessary in order to guarantee compliance.

Yours sincerely,

SEBASTIÁN DEL VAL
CEO



I. INTRODUCTION

ARTICLE 1.- OBJECT

This Code of Ethics is intended to be the fundamental basis of Good Corporate Governance of CROSS BORDER IRISH HEALTH (hereinafter, CBIH), collecting the values of the group from different levels of responsibility with the aim of converting them into habits of follow-up and behaviour.

We understand the necessity to develop an Ethical Code that presides over our relationships with internal and external stakeholders, as an expression of the Mission, Vision and Corporate Values of the Company.

This Code constitutes the Company's commitment to the principles of business ethics and transparency in all fields of action, establishing a set of guidelines for action aimed at ensuring the ethical and responsible behaviour of all professionals in the development of its activity.

In addition, the Code of Ethics has been prepared by consulting the recommendations of good governance of general recognition in national and international markets and the principles of social responsibility accepted by the Company, constituting a basic reference for its follow-up by CBIH. It also responds to the new obligations of criminal prevention imposed in the field of criminal liability of legal persons.

ARTICLE 2.- PURPOSE

CBIH Code of Ethics aims to increase public confidence in our integrity and strengthen recognition as a reference and socially responsible company. The Code of Ethics is inspired by ethics, legality and justice, and includes the set of principles and values of CBIH, establishing the behaviour guidelines for CBIH workers, in the exercise of their functions.

The principles of this Code of Ethics are applicable to all CBIH workers, either through an employment relationship or forming part of its governing bodies.

The Board of Directors of the Company has approved the Mission, Vision and Values of CBIH. Far from constituting a mere declaration of principles, its content presides over the day-to-day activity of CBIH and guides its strategy and all its actions.

ARTICLE 3.- ACCEPTENCE, COMPLIANCE AND APPLICATION

CBIH professionals expressly accept the rules of conduct established in the Code. Current professionals or who in the future might join or become part of CBIH, will expressly accept the principles and rules of action established in the Code of Ethics.

For the purposes of the Code of Ethics, professionals of CBIH are all directors and employees that work or collaborate with the company.



Those professionals of the company who, in the performance of their duties, manage or direct teams of people must also ensure that the professionals directly in their charge know and comply with the Code of Ethics and lead by example, being reference of conduct in CBIH.

GENERAL PRINCIPLES AND VALUES

The general principles are based on the mission, vision and corporate values to govern the professionals' behaviour whom integrate CBIH.

ARTICLE 4.- CREDIBILITY AND TRUSTNESS

CBIH establishes relationships of trust in the development of its activities, respecting the acquired commitments. We must transmit motivation in the execution of our functions, positively the situations that are presented to us.

It will be a priority to base the relationship with the client on trust. Sensitive and confidential documentation and aspects will be treated as so; thus, a relationship of reciprocal and transparent trust will be essential.

ARTICLE 5.- INTEGRITY OF THE PERSON

CBIH guarantees the physical and moral integrity of its employees, working conditions that respect individual dignity, the rules of behaviour proper to good education and safe and healthy work environment.

We believe that our team work best in a culture of trust and we seek to maintain said culture. We expect of our team to maintain all times in such conduct and behave ethically at any kind of situation.

ARTICLE 6.- COMPROMISE

We are committed to the society and attentive to its needs in a responsible and direct way. All CBIH members recognize the value of the firm as a collective institution, both internally and in relation to the client and providing professional services to it.

ARTICLE 7.- EFFICIENCY AND CREDIBILITY

CBIH bases its decisions always on professional and ethical criteria, always seeking the highest efficiency and therefore the optimization of the available working methods.

CBIH establishes relationships of trust in the development of its activities, respecting the acquired commitments.



ARTICLE 8.- DIVERSITY AND INCLUSION

We believe in the power of people and have respect for the opinion and collaboration of individuals of all backgrounds, religions, nationalities and cultures.

We strongly believe that our values influence our behaviour. Every member of CBIH is expected to work smart, be considerate by their teammates and contribute to a collaborative, positive and healthy environment in which all of us can succeed.

II. PROFESIONAL CONDUCT

ARTICLE 9.- OBLIGATIONS TO THE EMPLOYING ORGANIZATION

CBIH professionals should serve with the highest sense of integrity, exercise unprejudiced and unbiased judgment on their behalf and promote effective programs.

CBIH shall serve its employing organization in a timely and competent manner. As well, it shall ensure to the best of its abilities that employing organizations comply with all relevant laws.

CBIH shall investigate with appropriate due diligence all issues, information, reports and/or conducts that relate to actual or suspected misconduct, whether past, current or prospective.

The organization shall not aid or abet retaliation against any employee who reports actual, potential or suspected misconduct and they shall strive to implement procedures that ensure the protection from retaliation of any employee who reports actual, potential or suspected misconduct.

ARTICLE 10.- HARASSMENT AND DISCRIMINATION

We are committed to maintaining a work environment that is free of harassment and discrimination which are expressly prohibited.

Furthermore, any behaviour or language that is unwelcoming is also discourage.

CBIH stands for an equal treatment between men and women in terms of access employment, training, promotion of professional and working conditions as well as access to goods and services and their supply.

Each employee shall be treated with respect regardless of its race, colour, ethnicity, national origin, religion, age, disability, medical condition, veteran status, gender, sexual orientation, etc.



ARTICLE 11.- CONCILIATION BETWEEN FAMILY AND LABORAL ACTIVITY

CBIH respects the personal and family life and will promote conciliation programs that facilitate the best between familiar and work responsibilities.

ARTICLE 12.- SAFETY AND HEALTHY WORK ENVIRONMENT

CBIH team will observe with special attention any law in relation with health and safety at work, aiming to prevent and minimize the risks.

We are committed to maintaining a safe and healthy workplace for our team, business partners and clients as well as people in the communities in which we operate.

A healthy and safe workplace requires to work free from any substance including alcohol or drugs or any other kind of substance that would keep the team from doing the proper job.

At the same time, acts of violence, threat and intimidation are at any case not allowed and would significate an immediate disciplinary action, up to including the employment termination.

ARTICLE 13.- REGULATORY ORGANIZATIONS

The relations with the authorities and the Public Administration will be considered under the principles of cooperation and transparency.

ARTICLE 14.- CLIENTS

CBIH applying transparency, information and protection standards in any case, is committed to offering a quality of services and products equal or superior to the requirements and the legally established quality standards, competing in the market and carrying out marketing and sales activities based on the merits of its products and services.

The collection, use and processing of personal data of customers must be done in a way that guarantees the right to privacy and compliance with legislation on protection of personal data, as well as the rights granted to customers by the legislation.

The contracts with clients will be written simply and clearly. In the pre-contractual or contractual relations with clients, transparency will be promoted, and the different existing alternatives will be informed, especially in relation to services, products and rates.

The professionals will avoid any kind of interference or influence of clients or third parties that could alter their impartiality and professional objectivity and they will not be able to receive any kind of remuneration from clients or, in general, from third parties, for services related to the professional's own activity.



ARTICLE 15.- GIFTS AND ENTERTANIMENT

CBIH team cannot give or accept gifts in the development of their professional activity. Exceptionally, the delivery and acceptance of gifts shall be permitted in the following circumstances:

- a) They are of irrelevant or symbolic economic value;
- b) Respond to signs of courtesy or usual commercial attention;
- c) Are not prohibited by law or generally accepted business practices.

Likewise, the professionals, may not directly or through an intermediary, offer, grant, request or accept unjustified benefits that have as immediate or mediate objective to obtain a benefit, present or future, for the team, for themselves or for a third party. They cannot give or receive any form of bribery or commission, from, or made by, any other party involved, as public officials, Spanish or foreign, personnel of other companies, political parties, authorities, customers, suppliers and shareholders.

Neither can money from clients or suppliers be received personally, even in the form of a loan, regardless of the loans or credits granted to CBIH professionals by financial entities that are clients or suppliers of CBIH and that are not included in the activities previously expressed.

The professionals of CBIH will not be able to give or accept hospitalities that influence in the decision-making process.

If there are any doubts about what is acceptable, when the offer must be declined or, where appropriate, previously consulted with the immediate superior, who may refer the query to the Supervisory Body.

ARTICLE 16.- CONFLICTS OF INTERSTS

It will be considered that there is a conflict of interest in those situations in which the personal interest of the professional and the interest of CBIH collide, directly or indirectly. There will be personal interest of the professional when the issue affects him/her or a person linked to him.

The following shall be considered as persons linked to the professional:

- a) The spouse of the professional or the person with analogous relationship of affectivity.
- b) The ascendants, descendants and siblings of the professional or the spouse (or person with analogous relationship of affectivity) of the professional.
- c) The spouses of the ascendants, descendants and siblings of the professional.



- d) The entities in which the professional, or people related to him/her, by himself/herself or by an interposed person, are in any of the control situations established in the law.
- e) The companies or entities in which the professional, or any of the persons related to him/her, by himself/herself or by an interposed person, hold a position of administration or direction or of those who receive emoluments for any reason, provided that, in addition, exercise, directly or indirectly, a considerable influence on the financial and operating decisions of said companies or entities.

ARTICLE 17.- PROTECTION OF PROPERTY, ASSETS AND INTELLECTUAL PROPERTY

CBIH owns wide variety of assets, including physical assets, proprietary information and intellectual property. CBIH team is responsible for protecting the property entrusted and for helping to protect CBIH's assets in general. It is necessary and be aware of to understand the security directives. It shall be reported any loss, or risk of loss, of the company properties as soon as it is realized.

All CBIH property and assets shall be used for legitimate business purposes and are to be protected against any unauthorized use. In no event shall CBIH's assets be used for personal gain, fraudulent purposes, or in any other inappropriate manner. CBIH also respects the valid intellectual property of others. CBIH's intellectual property, which includes patents, inventions, software and other copyrighted materials, know-how, trade secrets, brands and trademarks, is among its most valuable assets.

ARTICLE 18.- SUPPLIERS AND OUTSIDE WORKERS

Suppliers and outside workers play a key role in improving the competitiveness of the business. While seeking the keenest competitive edge, the team bases its relations with suppliers and outside workers on fairness, impartiality, and ensuring equal opportunities for all parties concerned. CBIH requires that its suppliers and outside workers comply with the principles and rules in this Code.

The professionals of CBIH who access personal data of suppliers must maintain the confidentiality of such data and comply with the provisions of the legislation on protection of personal data, to the extent that it is applicable. The information provided by the CBIH professionals to the suppliers will be truthful and not projected with the intention of deceiving.

ARTICLE 19.- COMPETITORS

CBIH acknowledges that proper and fair competition is essential if businesses and markets are to flourish. In operating its own business, it embraces competition based on innovation and on the quality and performance of its services. All employees must avoid unfair commercial practices and, under no circumstances, does a belief that they are acting in the interest of the group justify conduct that is at variance with these principles.



ARTICLE 20.- COMUNICATION MEDIA AND TRANSPARENCY

The economic and financial information of CBIH, especially the annual accounts, will faithfully reflect its economic, financial and patrimonial reality, in accordance with the generally accepted accounting principles and international financial reporting standards that are applicable. For this purpose, any professional shall conceal or distort CBIH accounting records and reports information, which shall be complete, accurate and truthful.

The lack of honesty in the communication of information is against the Code of Ethics. There is also a lack of honesty when giving incorrect information, organizing it in an equivocal way or trying to confuse those who receive it.

ARTICLE 21.- ENVIRONMENT

In running its operations, CBIH is mindful of the Environment and public health. A key consideration in investment and business decisions is environmental sustainability, with the team supporting eco-compatible growth, not least through the adoption of special technologies and production methods (where this is operationally feasible and economically viable) that allow for the reduction of the environmental impact of team operations, in some cases even below statutory limits.

III. RESPECTING HEALTH CARE PRIVACY, PERSONAL AND CONFIDENTIAL INFORMATION

ARTICLE 22.- CONFIDENTIAL INTERNAL INFORMATION AND RESERVED USE

Non-public information that is the property of CBIH will have, in general, the consideration of information for internal use, unless it has been classified as confidential and will be subject to professional secrecy, meaning its content will not be shared to third parties, except if in the normal exercise of the duty requires so, and meaning as well that those to whom the information is communicated are subject, legally or contractually, to an obligation of confidentiality and have confirmed to the company that they own the proper means to save said information.

It is CBIH's responsibility and all its professionals to establish the proper security procedures to protect internal, confidential and reserved information registered, either, in physical or electronic support, against any internal or external risk of manipulation or destruction, both intentional and accidental. CBIH professionals are expected not to disclose without consent confidential information about the business affairs or technical processes of any present or former employing organization that would erode trust in the profession or impair the ability of compliance professional to obtain such information from others in the future.

They shall not make misleading, deceptive or false statement or claims about their professional qualifications, experience or performance.



CBIH professionals neither shall attempt to damage, maliciously or falsely, directly or indirectly, the professional reputation, prospects, practice or employment opportunities of other professionals.

CBIH will maintain the most rigorous and objective selection program, focusing exclusively on the academic, personal and professional merits of the candidates.

They will be evaluated in a rigorous and objective manner, attending to their individual and collective professional performance.

ARTICLE 23.- CONFIDENTIAL INFORMATION IS PRIVATE INFORMATION

We care and protect the privacy and confidentiality and personal, medical, familiar and financial information of our team, clients and any other stakeholder, and shall not disclose such information to anyone internally or externally expect if there is a business need for said information and we is legally permitted to do so.

In particular, healthcare information that a person trust with another will not be disclosed to third parties. It includes identifiable patient information – written, computerized, visually or audio recorded- that health professionals have access to. Keeping patient confidentiality is important because it builds trust, respects patient autonomy and privacy and contributes to good patient outcomes.

It covers:

- a) any clinical information about an individual's diagnosis or treatment;
- b) a picture, photograph, video, audiotape or other images of the patient;
- c) who the patient's doctor is and what clinics patients attend and when;
- d) anything else that may be used to identify patients directly or indirectly so that any of the information above, combined with the patient's name or address or full postcode or the patient's date of birth, can identify them. Even where such obvious identifiers are missing, rare diseases, drug treatments or statistical analyses which have very small numbers within a small population may allow individuals to be identified. A combination of items increases the chance of patient identification.

Whilst demographic information such as name and address are not legally confidential, it is often given in the expectation of confidentiality. Health professionals should therefore usually seek patient consent prior to sharing this information with third parties.

Confidentiality is protected by professional codes and laws. Health professionals and related are legally obliged to protect patient confidentiality under the Spanish Constitution, the European Convention and the common law; legal sanctions are in place for breaches of patient confidence. Protecting someone's



privacy involves protecting them from unwanted access or control by others. In this way it is linked with personal autonomy and it is also viewed as a key element of personal identity. Privacy can be thought of in terms of five dimensions: physical privacy, information privacy, decisional privacy, personal property and expressive privacy.

ARTICLE 24.- PUBLIC EVENTS

CBIH professionals will be especially careful in any intervention, participation in professional conferences or seminars, or in any other event and in which they will participate as professionals of the company, ensuring that they are representing the company at its best.

ARTICLE 25.- THE DUTY OF CONFIDENTIALITY EXTENDS BEYOND DEATH

Guidelines that protect patients equally apply after patients have died. Exceptions to confidentiality also equally apply. National and international guidelines governing the release of medical records of deceased patients generally consider: the know wishes of deceased patients in relation to their information; the impact of non-disclosure of the wellbeing and welfare of third parties – avoiding harming them or benefitting; the impact of disclosure on the reputation of the deceased; the possibility of anonymizing the information. The impact that posthumous breaches of confidentiality may have on the care of dying patients is also a concern.

IV. COMPLIANCE AND UPDATE

ARTICLE 29.- SUPERVISORY BODY

The Supervisory Body's mission is to promote the application of the Code of Ethics, ensuring the compliance and acting as a control body. The Supervisory Body is the body to which all employees must address to report possible breaches of the Code of Ethics, whether it affects them personally or affects third parties.

ARTICLE 30.- UPDATE

Periodically, the Code of Ethics will be revised and updated taking into consideration the aspects detected and the evolution of the market itself. Any updating of the Code of Ethics will require the approval of the Board of Directors of CBIH.