

**I. SCOPE**

This policy applies to all directors, officers, employees, agents, and shareholders of UHS of Delaware, Inc. (hereafter, “UHS”), its subsidiaries and/or affiliates.

**II. PURPOSE:**

The U.S. Foreign Corrupt Practices Act (the “FCPA”) prohibits making, promising, or authorizing a payment or providing anything of value to a non-U.S. Government Official (‘Foreign Official’) to improperly or corruptly influence that official to perform any governmental act or make a decision to assist a company in obtaining or retaining business, or to otherwise gain an improper advantage. The FCPA also prohibits a company or person from using another company or individual (‘agent’) to engage in any such activities. As a U.S. company, UHS, Inc. of Delaware must comply with the provisions of the FCPA and could be held liable as a result of acts committed by a Business Associate.

UHS has established this policy to ensure that all employees of UHS subsidiaries, its agents, and its affiliates are aware of the FCPA and engage in ethical and legal practices. This policy is focused on the FCPA because of its broad application; however, it is UHS’ policy to comply with all applicable U.S. and local anti-corruption laws.

**III. POLICY:**

No UHS officer, employee, or agent has authority to give or to offer anything of value to a “foreign official” or government employee, or to any person while knowing that all or a portion of such money or thing of value will be offered, given, or promised, directly or indirectly, to any foreign official or government employee, for the purpose of inducing that person to affect any government act or decision in a manner that will assist UHS or any of its subsidiaries or divisions in obtaining or retaining business. Furthermore, every officer, employee, and agent is obligated by UHS policy and federal law to keep books, records, and accounts that accurately and fairly reflect all transactions and disposition of UHS assets, including transfers of money or things of value to foreign officials in contravention of the FCPA.

## **1. Anti-Bribery Provisions**

The FCPA generally applies to all U.S. corporations, partnerships, and other business entities, as well as all persons acting on behalf of those entities. Regardless of the applicability of the FCPA or its jurisdictional reach, this policy applies to the Company, its subsidiaries and/or affiliates, as well as its officers, directors, employees, agents, and shareholders.

The FCPA and this policy prohibit any payment or offer of payment to a “foreign official” for the purpose of influencing that official to assist in obtaining or retaining business for a company. The FCPA and this policy apply to any act or event that is “in furtherance of” a payment to a foreign official. Further, the “payment” clause of the FCPA is broadly phrased. It covers not only the actual payment of money but also an offer, promise or authorization of the payment of money and an offer, gift, promise or authorization of the giving of “anything of value.”

## **2. Offering Bribes**

UHS expressly prohibits any person employed by or associated with it from offering, promising or giving any financial or other advantage to another person where it is intended that the advantage will bring about improper performance by another person of a relevant function or activity, or that the advantage will reward such improper performance.

UHS prohibits any person employed by or associated with it from offering, promising or giving any financial or other advantage to another person where it is believed that the acceptance of the advantage offered, promised or given in itself constitutes the improper performance of a relevant function or activity.

## **3. Accepting Bribes**

UHS expressly prohibits any person employed by or associated with it from requesting, agreeing to receive or receiving any financial or other advantage with the intention that a relevant function should be performed improperly as a result of the advantage or as a reward for performing the relevant function improperly.

The improper performance of a relevant function in anticipation of receiving financial or other advantage is also prohibited.

Relevant functions and activities are any function of a public nature, any activity connected with the business, any activity performed in the course of a person’s employment and activity performed by or on behalf of a body of persons where

the person performing that function or activity is expected to perform it impartially, in good faith, or is in a position of trust by virtue of performing it.

#### **4. Record Requirements**

In addition to its anti-bribery provisions, the FCPA also imposes certain accounting requirements on companies. Specifically, the FCPA requires that a company maintain books, records, and accounts that, in reasonable detail, accurately reflect the transactions and dispositions of that company. In order to comply with these requirements, it is imperative that UHS employees, agents and others acting on its behalf maintain complete and accurate records with respect to all transactions undertaken on behalf of UHS.

### **IV. PROCEDURE:**

#### **A. Responsibilities**

The consequences of failing to comply with the FCPA are very severe. Violation of the FCPA and related laws by a UHS employee or agent can result in millions of dollars in fines against UHS and can subject the employee to prosecution, criminal fines, and imprisonment, as well as termination.

*Note that the FCPA states that fines and penalties imposed upon individuals may not be paid directly or indirectly by any corporation for which they may have acted.*

It is the responsibility of each employee to comply with this policy and with procedures and guidelines that UHS establishes to implement this policy.

UHS employees must comply with the following:

1. Except as expressly outlined in this policy, no payment or gift of any kind may be promised, offered, or made to any of the following:
  - a. A foreign official, which is defined as any officer or employee of a foreign government or any department, agency, or instrumentality thereof, or of a public international organization, or any person acting in an official capacity for or on behalf of any such government or department, agency, or instrumentality, or for or on behalf of any such public international organization;
  - b. any foreign political party or official thereof or any candidate for foreign political office; or
  - c. any person acting on behalf of a foreign official, a foreign political party or official thereof, or a candidate for foreign political office.

2. Individuals having any doubt about whether a person meets the criteria of a 'foreign official' are required to contact their supervisors. Supervisors will consult with UHS' General Counsel or Chief Compliance Officer.
3. Complete and accurate records sufficient to show compliance with the above rules, the FCPA generally, and all other UHS policies must be maintained at all times. **This means, among other things, that when a payment is intended to go to a particular party or entity for a particular purpose, the records with respect to that payment must accurately reflect the true recipient and the true purpose of the payment.**

## **B. Other Considerations**

### **1. Payments**

UHS recognizes that it may be common for companies in other countries to pay low level government employees to expedite or secure the performance of a routine governmental action. These payments are commonly referred to as facilitation payments. These payments are prohibited by UHS and are illegal under the UK Bribery Act. The UHS General Counsel must approve all payments to any government official in advance, no matter how common or ordinary the payment may appear.

### **2. Third-Party Vendors**

Actions of a third party acting as an agent or representative of UHS are viewed under the FCPA provisions in the same light as if the agent were an employee. A sufficient investigation should be undertaken to ensure that any such representative does not intend to engage in any improper practices. In determining whether to engage a particular representative, factors such as the representative's reputation and qualifications, the manner and reasonableness of compensation, the relationship, if any, between the owners and employees of the representative and a foreign official, the presence or absence of any secret partners, the willingness of the representative to fully disclose its relationship with UHS and the legality of the relationship under local law must be considered.

No person acting on behalf of UHS may enter into any transaction with agents, contractors, consultants, lawyers or other persons that is intended or designed to permit such persons to circumvent currency, tax or other laws of a foreign country. Any transaction that has the appearance of permitting any person to circumvent such laws must be avoided.

Particular care must be taken in respect to “split payments” (*i.e.*, payments for services that are made outside the country in which the services are performed, other than payments in the country in which the provider of the services is incorporated and has an established presence, or payments inside the country in other than the local currency).

### **3. Promotional Expenses**

Promotional expenses are reasonable and bona fide expenditures directly related to promotion, explanation, or demonstration of goods/services or execution/performance of a contract and is an affirmative defense under the FCPA.

Employees should consider the amount, lavishness, and timing of the expenditure, as well as the relationship it may have to a contact.

### **4. Government-Owned Businesses**

In many countries it is a common practice for government officials to own or operate business enterprises. While the FCPA and related laws do not prohibit legitimate business relationships with business enterprises owned or controlled by foreign officials, management must exercise caution to avoid any association with any such enterprise in circumstances that might constitute an evasion of the FCPA. The UHS General Counsel must approve, in advance, any business engagement with a company that is owned by one or more government officials or entities.

### **5. Business Associates**

Business Associates must communicate and abide by the following principles with regard to their interactions with Governments and Government Officials:

- A. Business Associates, and those acting on their behalf in connection with work for UHS, may not directly or indirectly make, promise, or authorize the making of a corrupt payment or provide anything of value to any Government Official to induce that Government Official to perform any governmental act or make a decision to help UHS obtain or retain business. Business Associates, and those acting on their behalf in connection with work for UHS, may never make a payment or offer any item or benefit to a Government Official, regardless of value, as an improper incentive for such Government Official to benefit UHS’ business activities improperly.
- B. In conducting business for UHS, Business Associates, and those acting on their behalf in connection with work for UHS, must understand and comply

with any local laws, regulations, or operating procedures (including requirements of Government entities such as Government- owned hospitals or research institutions) that impose limits, restrictions, or disclosure obligations on compensation, financial support, donations, or gifts that may be provided to Government Officials. If a Business Associate is uncertain as to the meaning or applicability of any identified limits, restrictions, or disclosure requirements with respect to interactions with Government Officials, that Business Associate must contact the UHS Legal Department before engaging in such interactions.

- C. Business Associates, and those acting on their behalf in connection with work for UHS, are not permitted to offer facilitation payments. A “facilitation payment” is a nominal payment to a Government Official for the purpose of securing or expediting the performance of a routine, non-discretionary governmental action. Examples of facilitation payments include payments to expedite the processing of licenses, permits or visas for which all paperwork is in order. In the event that a Business Associate, or someone acting on their behalf in connection with work for UHS, receives or becomes aware of a request or demand for a facilitation payment or bribe in connection with work for UHS, the Business Associate shall report such request or demand promptly to his or her primary UHS contact before taking any further action

### **C. Reporting Requirements**

Any transaction, no matter how seemingly insignificant, that might give rise to a violation of the FCPA or this policy must promptly be reported to the UHS General Counsel or the UHS Chief Compliance Officer. You can also c o n t a c t t h e U H S C o m p l i a n c e H o t l i n e . The Compliance Hotline is available 24 hours a day, 365 days a year. The Compliance Hotline can be reached in several ways:

Telephone: 1-800-852-3449

Email: [www.uhs.alertline.com](http://www.uhs.alertline.com)

### **D. Enforcement**

All employees whose responsibilities are affected by this policy are expected to be familiar with the basic procedures and responsibilities created by this policy. Failure to comply with this policy will be subject to appropriate performance management pursuant to all applicable policies and procedures, up to and including termination. All questions or concerns about enforcement of this policy must contact Jim Caponi, UHS Chief Compliance Officer

**V. REFERENCES:**

- UHS Code of Conduct
- Foreign Corrupt Practices Act
- UK Bribery Act

**Implementation Date:**

**October 12, 2017; May 7, 2015**

**Reviewed and Approved by:**

**UHS Compliance Committee**