

INTUITIVE SURGICAL
GLOBAL ANTI-CORRUPTION & TRADE
COMPLIANCE POLICY

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1. PURPOSE

The purpose of this policy is to require that Intuitive Surgical business be conducted in accordance with our Code of business Conduct and Ethics (the “Code”) and with applicable local, national, and international anti-bribery and anti-corruption and global trade compliance standards and laws.

2. SCOPE

This policy applies to Intuitive Surgical Employees worldwide and to global operations of Intuitive Surgical, Inc. and its subsidiaries (“Intuitive Surgical”).

3. BACKGROUND

In virtually every nation in which Intuitive Surgical does business, it is unlawful to make a “corrupt” payment to a government official for the purpose of obtaining or retaining business or a competitive business advantage. In many countries, private commercial bribery is also prohibited. Numerous transnational laws and treaties have been adopted in recent years that prohibit a variety of corrupt practices, including transnational bribery. There are global trade compliance laws and regulations established to help facilitate legitimate trade while preventing sensitive or “dual use” items from getting into the wrong hands. These regulations can include but are not limited to the US Export Administration Regulations (EAR), International Traffic in Arms Regulations (ITAR), and Title 19 of the United States Code and the Code of Federal Regulations (Customs Regulations) and local country Trade regulations. The purpose of this policy is to provide Employees with an understanding of what may be interpreted as a “corrupt” payment under various laws and regulations and reinforce our commitment to comply with import and export regulations within the jurisdictions that the company operates

4. INTUITIVE SURGICAL EXPECTATIONS

In addition to being a legal requirement, conducting business without engaging in bribery or other corrupt practices is a fundamental component of the Code and our overarching corporate values. All Intuitive Surgical employees are required to conduct themselves with the highest level of integrity and to maintain accuracy in corporate recordkeeping with regard to all transactions or interactions with governments, commercial entities, or private parties. Any violation of this policy may provide reasonable grounds for Employee discipline, up to and including termination of employment.

5. DEFINITIONS

5.1. **“Control”** means the possession, directly or indirectly, of the power to direct or cause the direction of management, decisions or policies of an entity, whether through the ownership of voting securities or by contract, agency, or other similar arrangement.

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5.2. **“Corrupt Payment”** means the offering, authorization, commitment, or provision of anything of value (e.g., cash, travel, gifts, scholarships for family members, etc.), either directly or indirectly to a Government Official (defined below) or to an officer, director, employee, agent, representative, or consultant of a commercial entity or a private party, in an attempt to induce the recipient:

- To misuse his or her position to grant action favorable to Intuitive Surgical’s interest;
- To refrain from official action contrary to Intuitive Surgical’s interests;
- To use his or her influence to secure action or inaction of a third party to advance Intuitive Surgical’s interests; or
- To otherwise obtain for Intuitive an improper business advantage.

5.3. “Employee(s)” shall mean personnel working for and on behalf of Intuitive Surgical and its subsidiaries including full time or temporary employees and contractors.

5.4. **“Government Official”** or **“Official”** means any employee, officer, director, agent, consultant or board member of any individual or branch of national, regional, provincial, state, or local government, whether legislative, executive, or judicial, or any person acting in an official capacity on behalf of a government entity. It also includes any officer, director, employee, agent, consultant, or official of a public international organization, such as the United Nations, officials of political parties, candidates for political office, political parties, and officers, directors, employees, agents, consultants, or officials of business entities owned, operated or Controlled by, or otherwise under the dominant influence of, a government.

NOTE: Business entities may be considered controlled by a government even though government ownership is less than 50%. The determination of government control should be made on a case-by-case basis, and requestors should err on the side of including businesses with substantial direct or indirect government ownership or funding in this policy.

5.5. **“Third Party Sales Representative”** means any third party that sells or resells, or assists in selling or reselling, any products manufactured or distributed by Intuitive Surgical, or any services provided by Intuitive Surgical, and receives a fee, commission, discount, or other compensation from Intuitive Surgical for such sales or resale activities. Terms typically used to describe such third parties include broker, commissioned agent, sales consultant, finder, dealer, reseller, systems integrator, and distributor.

6. POLICY

6.1. Corrupt Payments

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It is the policy of Intuitive Surgical to not make a Corrupt Payment under any circumstances, either directly or indirectly. Intuitive Surgical does not permit “facilitation payments,” which are usually small payments to government officials to expedite the performance of routine governmental actions (e.g., obtaining licenses, permits or other needed government documents), unless failure to make a requested payment would put the health or safety of its Employees or their family members at imminent risk.

6.2. Gifts, Entertainment, and Travel

Many alleged acts of corruption arise in the context of gifts, entertainment, and travel. It is the policy of Intuitive Surgical that all gifts, entertainment, and travel benefits given by Employees in connection with Intuitive Surgical’s business must be legal, reasonable, and consistent with Intuitive Surgical’s gifts, travel, and entertainment policies, or otherwise approved by appropriate senior management.

6.3. Charitable Contributions

A charitable contribution is illegal under some anti-bribery laws if the contribution is intended to improperly influence an Official or a private party. An Employee who receives a request for a charitable contribution in connection with a business, legislative, or regulatory interaction with a Government Official or a private party should first consult with Intuitive Surgical’s Chief Compliance Officer. The Chief Compliance Officer, working with the Employee, will conduct a diligent review of the charity to determine who benefits from the charity and whether it has adequate transparency and mechanisms to prevent inappropriate diversion of contributions.

6.4. Political Contributions

Contributions to political parties, party officials, candidates for political office, and persons closely related to them can also raise issues under anti-corruption laws. No Employee may, except with prior approval from Intuitive Surgical’s Chief Compliance Officer and Chief Financial Officer, make any political contribution, either monetary or in-kind, on behalf of Intuitive Surgical or use Intuitive Surgical’s name, funds, property, equipment, or services for the support of any political party, initiative, committee, or candidate.

6.5. Third Party Sales Representatives

Intuitive Surgical does not do business with individuals or organizations known to, or reasonably suspected of, making Corrupt Payments, or who otherwise could harm Intuitive Surgical’s reputation. It is also a violation of this policy to use or induce any third party to perform any act prohibited by this policy, or by law or the Code.

6.6. Joint Ventures, Subsidiaries, and Other Affiliates

Intuitive Surgical’s prohibition on Corrupt Payments extends to all joint ventures, subsidiaries and other affiliates under Intuitive Surgical’s Control.

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Intuitive Surgical's policy is to strongly discourage any such payments by entities outside our Control. Employees involved in the formation, funding, operation, or oversight of an Intuitive Surgical joint venture, subsidiary (including a wholly-owned operation or subsidiary), or affiliate are responsible for the following anti- corruption measures:

- i. Prior to formation or investment, conducting a due diligence review of the parties to the transaction to include, among other things, confirmation of the reputation(s) of the parties relative to integrity and lawful conduct. Such parties include, without limitation, the other significant shareholders of the joint venture, subsidiary or affiliate, as well as the senior management and directors of the joint venture, subsidiary or affiliate;
- ii. If due diligence reveals that one of such parties is, or is Controlled by, a Government Official, or any beneficial or financial interest of a Government Official, or reveals any potential conflict of interest, immediately contacting the Chief Compliance Officer;
- iii. Including contract provisions approved by Intuitive Surgical Legal Department that confirm compliance with applicable anti-bribery and anti-corruption laws by such joint venture, subsidiary, or affiliate;
- iv. Where the joint venture, subsidiary, or affiliate is Controlled by Intuitive Surgical, including where the entity is fully consolidated in Intuitive Surgical's financial statements, assuring that the affiliate implements an effective anti-bribery and anti-corruption compliance program, which may include adoption of a code of business conduct substantially comparable to Intuitive Surgical's Code; and,
- v. If Intuitive Surgical does not Control the entity, ensuring that the related Intuitive Surgical business group exercises reasonable efforts to cause the entity to implement an effective anti-bribery and anti-corruption compliance program, including systems of internal controls and for accurate and complete recordkeeping.

6.7. Books and Records

Our Code mandates accuracy and transparency in all Intuitive Surgical transactions. Regardless of the type of transaction, all books and records established by Employees must be complete and accurate. Employees must never consent to the creation of false or misleading documents.

6.8. Trade Compliance

It is the policy and expectation that Intuitive Surgical business be conducted within compliance with US export regulations and applicable local trade regulations. This includes but not limited to i) conducting business with eligible end users and not with sanctioned or parties that are on the restricted

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parties list, ii) if applicable, ensuring appropriate export authorization (e.g., export license) is received from appropriate regulatory agencies prior to shipment, and iii) accurate, timely, and compliant submission of import and/or export declarations in accordance with Custom regulations.

6.9. Monitoring Compliance and Seeking Assistance

Employees must vigilantly comply with anti-bribery, anti-corruption, and trade compliance laws, the Code, and this policy. If any Employee becomes aware of or suspects a bribe or other corrupt act, or has a question or concern about anti-bribery or anti-corruption compliance, or trade compliance regulations, he or she should contact the Ethics Hotline (*found in the Legal Department section of Leo intranet*), his or her manager, the Chief Compliance Officer, or the Legal Department. Intuitive Surgical will not tolerate any retaliation against an Employee who honestly reports an issue or concern regarding compliance.

6.10. Conflicts of Law

The expansion of anti-bribery and anti-corruption laws in countries where Intuitive Surgical does business, and particularly transnational bribery laws similar to the U.S. Foreign Corrupt Practices Act and the UK Bribery Act, makes it possible that Employees will encounter situations where local law may be inconsistent with the U.S. Foreign Corrupt Practices Act or other applicable national laws. If such potential conflicts of law occur, contact the Chief Compliance Officer or the Legal Department before proceeding.

7. RESPONSIBILITIES

7.1. All Employees

All Employees have the responsibility to report any actual or suspected violations of this policy to their manager or the proper Intuitive Surgical authorities (e.g., Ethics Hotline, Human Resources Department, the Chief Compliance Officer, or the Legal Department).

7.2. Office of the Chief Compliance Officer

The Chief Compliance Officer will periodically review and update this policy, investigate allegations involving bribery and other corrupt acts, and provide assistance to management on anti-bribery, anti-corruption, and trade compliance training activities and issues.