

Policy Translations

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Introduction

Cerner Corporation and its controlled affiliates (“Cerner”) are dedicated to conducting business in a fair and ethical manner. This Policy addresses Cerner’s commitment to good faith compliance with global anti-bribery and anti-corruption laws. Specifically, Cerner requires: i) that its associates and its consultants, contractors, distributors, agents, local sponsors and any other business partner (collectively, “Business Partners”) comply with all anti-bribery and anti-corruption laws in countries where Cerner operates or proposes to operate, including without limitation, the U.S. Foreign Corrupt Practices Act (“FCPA”) and the United Kingdom Bribery Act 2010, and ii) that associates and Business Partners accurately reflect and report all business transactions, as appropriate, for financial recording and reporting purposes in Cerner’s books and records.

Policy Statement

No Cerner associate or Business Partner may bribe or accept bribes from any person in order to obtain or retain business on behalf of Cerner, and all transactions must be accurately reported to Cerner and/or reflected on Cerner’s books and records.

What it Means:

1. Cerner associates and Business Partners may not directly or indirectly offer, promise, give, authorize a payment of or require, solicit or accept any bribe, whether cash or any other kind of inducement, or create an impression of the same, in an effort to create new or retain existing business opportunities for Cerner.
 1. The acts listed above need not be successful or actual to incur liability under applicable laws; an offer or impression of a bribe is sufficient to violate this Policy.
 2. The person offering a bribe and the recipient of a bribe need not be the person obtaining the benefit or receiving the inducement. For example, the bribe could take the form of a donation to a charity, the president of which is a decision-maker at a potential client.
 3. Mere knowledge of a bribe (including: willful blindness, a firm belief that circumstances exist that may result in a bribe and/or ignoring red flags), without affirmative steps to prevent the activity, may be enough to create personal and/or corporate liability.
2. Facilitation or “grease” payments to any government official by Cerner, a Cerner associate or a Business Partner are prohibited.
 1. Facilitation payments are payments of small sums made with the purpose of expediting or facilitating the performance by a public official of a routine governmental action (e.g., paying a utilities official \$20.00 to expedite the installation of a telephone connection).
 2. Any exception that would permit a facilitation payment is extremely unusual and country specific, would be very narrow (e.g., facilitation payments related to health and safety related routine government actions may be permissible in certain circumstances) and must be pre-approved by Cerner Legal.
3. Cerner associates and Business Partners must be diligent and accurate in recording and/or reporting all business transactions on Cerner’s books and records.

What Cerner Associates Must Do:

1. Take affirmative steps to prevent those doing business directly or indirectly on Cerner’s behalf from engaging in bribery.
 1. Report any activity that appears to violate the anti-bribery intent of this Policy to Cerner Legal or the Cerner Ethics Hotline (see bottom of this document for details).
2. Follow the process set forth below when working with Business Partners or exploring any business opportunity.
 1. Obtain appropriate internal Cerner approval of any new Cerner business relationship pursuant to Cerner’s [Contracting and Signatory Authority Policy](#).
 2. Conduct appropriate background inquiries and business assessments of potential Business Partners, and due diligence investigations with respect to acquisition targets and joint venture partners, to identify and address potential bribery issues.
 3. Periodically ask questions of and remain engaged with Business Partners to ensure understanding of services being provided and how services are being compensated.
 4. Identify red flags, such as: excess payments, payments directly to an individual, agreement to pay in the form of travel or something other than cash, large discounts, and payments based on a percentage of a transaction, and report such activity to Cerner Legal or the Cerner Ethics Hotline.
 5. Accurately report and record financial information related to the relationship/services and all underlying activities via the existing procurement and payables processes by submitting timely requisitions and invoices.
 6. Appropriately retain all related documents.

What Business Partners Must Do:

1. Take affirmative steps to prevent those doing business directly or indirectly on behalf of or in connection with your Cerner engagement from engaging in bribery.
 1. Report any activity that appears to violate the anti-bribery intent of this Policy to Cerner Legal or the Cerner Ethics Hotline (see bottom of this document for details).
2. When working with your own Business Partners or exploring any business opportunity on behalf of or in connection with your engagement with Cerner:
 1. Conduct appropriate background inquiries and business assessments of potential Business Partners, and due diligence investigations with respect to acquisition targets and joint venture partners, to identify and address potential bribery issues.
 2. Periodically ask questions of and remain engaged with Business Partners to ensure understanding of services being provided and how services

- are being compensated.
- 3. Identify red flags, such as: excess payments, payments directly to an individual, agreement to pay in the form of travel or something other than cash, large discounts, and payments based on a percentage of a transaction, and report such activity to Cerner Legal or the Cerner Ethics Hotline.
- 4. Accurately report and record financial information related to the relationship/services and all underlying activities.
- 5. Appropriately retain all related documents.

Check-in with Cerner Legal if you are unsure whether a specific business activity meets the expectations of this Policy. Below are some of the circumstances/red-flags that must be carefully navigated, together with Cerner's expectations for handling such circumstance/red-flag:

1. Payment by Cerner, a Cerner associate or a Business Partner of any travel-related expenses for any government official, employee or agent of a client/potential client or such individual's relative/guest (all collectively, "an Individual").
 1. Such payments must be permissible under local laws, for business purposes (i.e. training or learning about Cerner solutions), reasonable, made directly to vendors (hotel, airlines, etc.) or reimbursed from receipts, based on actual cost and properly recorded in Cerner's books and records.
 2. Must not pay or reimburse an Individual for visits to tourist attractions, expenses related to a spouse, family member or guest, activities or items that would be considered lavish or a per diem in excess of meals that have already been covered.
 3. Business Partners are not permitted to directly or indirectly pay any travel-related expenses on behalf of Cerner without prior approval from Cerner Legal.
2. Gifts, entertainment or charitable contributions by Cerner, Cerner associates or a Business Partner to, on behalf of or for the benefit of any client, potential client or Individual.
 1. Offering/receiving gifts, entertainment, discounts or hospitality may be permissible provided that they are bona fide, reasonable, and offered/received only as a business courtesy in the normal course of business. However, there is often a thin line between what is considered a bribe and what could be considered as acceptable hospitality.
 2. Specifically, Cerner associates may only accept a gift, entertainment, hospitality or a discount if such complies with Cerner's [Conflicts of Interest Policy](#).
 3. Charitable contributions and sponsorships should not be used as a subterfuge for bribery. Business Partners are not permitted to make charitable contributions or commit to sponsorships on behalf of Cerner without prior approval from Cerner Legal. For Cerner associates, all charitable contributions must be reviewed and approved in accordance with Cerner's [Charitable Contributions Policy](#).
3. Use of a Business Partner who may interact with government officials or other third parties directly or indirectly on Cerner's behalf.
4. Payment of fees to a government official or client/potential client employee or agent who provides services as a speaker, advisor or consultant.
5. Political contributions to any government official, political party, candidate or political organization by Cerner or a Business Partner.

Each of the above situations may, or may not, violate this Policy and/or applicable anti-bribery laws depending on all the circumstances. By obtaining advice, however, the associate/Business Partner can avoid risk to himself/herself as well as to Cerner.

Enforcement

The prevention, detection and reporting of bribery and/or corruption is the responsibility of all Cerner associates and Business Partners, and any Cerner associate or Business Partner aware of a violation or potential violation of this Policy **must** report such activity to Cerner Legal or the Cerner Ethics Hotline.

Cerner monitors and audits Cerner's business as appropriate for potential bribery activities and risks, and to ensure that accounting books and records are being maintained in accordance with this Policy.

Investigation/Remedial Action

Cerner will promptly investigate all reports of potential violations of this Policy and applicable anti-bribery laws and will take appropriate action in all cases where a violation is found to have occurred. Any Cerner associate or Business Partner violating this Policy or who knowingly fails to report a violation of this Policy will be subject to appropriate corrective action and/or disciplinary action, as appropriate, up to and including dismissal or termination of employment or engagement for Cerner associates (as permitted by local law), termination of an existing contract for Business Partners or other actions for either Cerner associates or Business Partners as appropriate and as permitted by local law. Additionally, violations of this Policy could lead to liability or other remedial action from the applicable government agencies, including civil and criminal fines, exclusion from government contracting and potential jail time.

Who to Contact

Cerner Legal:

- Marc Elkins, Chief Compliance Officer – melkins@cerner.com, + 816.201.0550
- Amy Abrams, Sr. Corporate Counsel, U.S. – amy.abrams@cerner.com, + 816.201.2509
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EMEA Compliance:

- EMEA Compliance Officer - EMEAComplianceOfficer@cerner.com

Ethics Hotline:

Associates and Business Partners may report any unlawful or unethical situation via Cerner's Ethics Hotline, which is available 24 hours a day, 7 days a week.

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The phone number (or website address, if applicable) for accessing the Ethics Hotline from your country can be found by visiting the [Ethics Hotline Information](#) uCern Wiki page. Cerner's Ethics Hotline is confidential, except as needed to conduct a full, fair investigation. You may remain anonymous if you so choose, except where restricted by local law. Due to local privacy laws in certain countries and the European Union, the Ethics Hotline may permit only specific types of calls, such as financial, accounting, auditing and bribery related offenses or offenses committed by company executives or persons with a management role. In those countries, contact your HR Partner (only for Cerner associates) or the Cerner Legal Group (for any others) to report other issues. All reports of unlawful or unethical conduct will be investigated promptly.

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