



Supplier Code Of Conduct

Living our values through our ethical behaviour



Quality



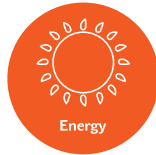
Partnership



Ingenuity



Expertise



Energy



Ethics in Practice

Living our values through our ethical behaviour

Our values: Quality, Partnership, Ingenuity, Expertise and Energy, are at the heart of everything we do, reflecting a vision that goes through the whole organisation, underpinning our business.



UDG Healthcare's suppliers are an integral part of the overall success of UDG Healthcare. Each day, UDG Healthcare and its suppliers make decisions that impact UDG Healthcare's ability to provide quality health care products and services to its customers.

This documents the principles, guidelines and expectations for establishing and maintaining a business relationship with UDG Healthcare. UDG Healthcare is committed to having business relationships with suppliers who share the company's dedication to providing quality products and services and conducting business in a legal and ethical manner. Because our suppliers are an extension of our business, we have the same expectations for them.

Therefore UDG expect our Suppliers to have their own Supplier code of conduct/ policy in place and that it be provided to UDG on request. Also, we expect them to conduct their business to minimize environmental impact and avoid having adverse health impacts on communities

UDG Healthcare is aware of cultural differences and challenges associated with interpreting and applying these principles globally. While UDG Healthcare believes these principles are universal, we understand that the methods for meeting these expectations may be different but must be consistent with the laws, values and

cultural expectations of the different societies of the world.

All UDG Healthcare suppliers are expected to understand and comply with the "UDG Healthcare Supplier Code of Conduct." Suppliers are strongly encouraged to contact an UDG Healthcare procurement representative with any questions.

Suppliers are also strongly encouraged to contact UDG Healthcare procurement whenever there are questions relating to the appropriateness of any activity. Procurement employees can provide an overview and further guidance on applicable UDG Healthcare policies.

UDG Healthcare reserves the right to verify a supplier's compliance with the "UDG Healthcare Supplier Code of Conduct". If UDG Healthcare becomes aware of any actions or conditions not in compliance with the "UDG Healthcare Supplier Code of Conduct," UDG Healthcare reserves the right to seek corrective action.

Brendan McAtamney
Chief Executive Officer



Ethics

Suppliers shall conduct their business in an ethical manner and act with integrity. UDG Healthcare expects suppliers to comply with all legal and regulatory requirements regarding ethics including:

Conflict of Interest

A conflict of interest exists whenever there is a competing interest that may interfere with our ability to make an objective decision and act in the best interest of UDG Healthcare. UDG Healthcare, along with suppliers, are expected to use good judgment and to avoid situations that can lead even to the appearance of a conflict that may undermine the trust others place in us.

Suppliers that do business with UDG Healthcare shall not have any competing interest that may interfere with their ability to make objective decisions to act in the best interest of UDG Healthcare. Good judgment is expected as well as avoiding the appearance of a conflict of interest.

All suppliers shall notify UDG Healthcare immediately in the event of a potential or actual conflict of interest.

Business Integrity and Fair Competition

Suppliers shall conduct business competitively and in full compliance with all applicable laws, codes and regulations. Suppliers shall not pay or accept bribes or participate in other illegal inducements in business or government relationships. Suppliers shall employ fair business practices including accurate and truthful advertising.

Suppliers shall be informed of the applicable provisions of the UDG Healthcare Code of Business Conduct, including the following concepts related to interactions with UDG Healthcare employees:

- Employees shall deal with all suppliers, customers, and all other persons doing business with UDG Healthcare in a completely fair and objective manner without favor or preference based on personal financial considerations or personal relationships.
- Employees shall not accept or provide (directly or indirectly) gifts, prejudicial discounts, payments, fees, loans, entertainment, favors or services from any person or firm, which may influence or give the appearance of influencing purchasing decisions.
- No employee shall do business on behalf of UDG Healthcare with a close relative or own any financial interest in a supplier's business where the UDG Healthcare employee has the appearance or ability to impact the supplier's relationship with UDG Healthcare. Such relationships must be disclosed per UDG Healthcare policies.
- No employee shall grant permission for use of UDG Healthcare's name and/or logo without permission from UDG Healthcare

UDG Healthcare contract workers and agents (for example, consultants, contract sales forces, speakers, distributors, clinical investigators, etc.) must also comply with the applicable provisions of the UDG Healthcare Code of Business Conduct.

UDG Healthcare employees and suppliers are expected to report violations or possible violations of the UDG Healthcare Supplier Code of Conduct to UDG Healthcare Purchasing and Supplier Management or to the UDG Healthcare Office of Quality and Compliance,



Identification of Concerns

Suppliers shall be encouraged to report concerns or illegal activities in their relationship with UDG Healthcare without threat of reprisal, intimidation or harassment. UDG Healthcare will review the concerns and respond to them in a timely manner.

Suppliers shall not use or disclose UDG Healthcare confidential information other than with the express prior written consent of, and for the benefit of, UDG Healthcare. In particular, suppliers shall not exchange or otherwise disclose UDG Healthcare confidential information with any competitor or other supplier. Any information or data regarding UDG Healthcare operations shall always be treated as strictly confidential unless that information is in the public domain. Confidential information includes, but is not limited to:

- Purchase material specifications and conditions
- Requests for quotation
- Cost sheets
- Profit information
- Asset information
- Names of suppliers
- Pricing
- Purchase strategies
- Contact details
- Financial/sales/marketing information
- Operating processes/formulas and other know-how which are UDG Healthcare property and have not yet been disclosed to the general public

- UDG Healthcare Intellectual Property (IP)
- Computer software programs
- Personal information about employees, offices and directors
- Wage and salary scales
- The UDG Healthcare name or logo

UDG Healthcare shall require that suppliers confirm these obligations by entering into confidentiality agreements with regard to any of the previously listed confidential information and to ensure that company, worker and patient privacy rights are protected.



Sales Techniques

Suppliers are expected to interact with UDG Healthcare in an open and honest manner. The following sales techniques are strictly prohibited:

- Backdoor selling – circumventing the proper UDG Healthcare channels to convince an individual to purchase a specific product or service.
- Making commitments to provide a product or service without having the capacity to meet the commitment.
- Request for competitor information – asking for information regarding a competitor’s product, pricing, terms, distribution or other segment of their business.
- Offering gifts in excess of nominal value.
- Providing pricing structures that are less favorable to UDG Healthcare if the supplier is the single or sole source for the goods or services provided.
- Requesting UDG Healthcare to accept a proposal after the closing date.
- Suppliers and business partners are not permitted to directly or indirectly promise, offer or provide any improper advantage to any person or entity

Supplier Visitation Process

Suppliers have limited access to UDG Healthcare facilities. The following procedures are to be followed by all UDG Healthcare suppliers:

Suppliers should be properly registered

All suppliers are required to register with the receptionist or site security for access to the facility.

- Suppliers are to be accompanied by an UDG Healthcare employee at all times.
- Suppliers are never to occupy an UDG Healthcare employee’s office or cubicle without displaying proper UDG Healthcare-issued identification.
- Suppliers, upon departure of UDG Healthcare property, are to leave their visitor badges with the receptionist.
- UDG Healthcare host/sponsor is responsible for suppliers while on site.

Labor

Suppliers shall be committed to fair treatment of their employees and to treat them with dignity and respect. UDG Healthcare expects suppliers to comply with all legal and regulatory requirements pertaining to the fair and equitable treatment of employees including:

Freely Chosen Employment

Suppliers shall not use forced, bonded or indentured labor, involuntary prison labor or human trafficking.



Child Labor and Young Workers

Suppliers shall not use child labor. The employment of young workers below the age of 18 shall only occur in non-hazardous work and when young workers are above a country's legal age for employment or the age established for completing compulsory education. Employee files should be maintained with adequate data to verify ages of employees.

Non-Discrimination

Suppliers shall provide a workplace free of harassment and discrimination. Harassment or discrimination for reasons such as race, color, age, gender, sexual orientation, ethnicity, disability, religion, political affiliation, union membership or marital status is not condoned or tolerated. UDG Healthcare expects suppliers to share its commitment to equal opportunity in employment and its commitment to employee diversity.

Fair Treatment

Suppliers shall provide a workplace free of harsh and inhumane treatment. This includes, but is not limited to, any sexual harassment, sexual abuse, corporal punishment, mental or physical coercion or intimidation of workers.

Wages, Benefits and Working Hours

Suppliers shall pay workers according to applicable wage laws, including minimum wages, overtime hours and mandated benefits as per custom of the country of employment. Suppliers shall communicate with the worker the basis on which they are being compensated in a timely manner. Suppliers are also expected to communicate with the worker whether overtime is required and the wages to be paid for such overtime. Suppliers shall keep accurate records regarding employee working hours and vacation hours. Open communication and direct engagement with workers to resolve workplace and compensation issues is encouraged.

Freedom of Association

Suppliers shall respect the rights of workers, as set forth in local laws, to associate freely with one another. Workers shall be able to communicate openly with management regarding working conditions without threat of reprisal, intimidation or harassment.



Health and Safety

Suppliers shall protect workers in the workplace, and in any company-provided living quarters, by providing a safe and healthy environment. UDG Healthcare expects suppliers to comply with all standard, legal and regulatory requirements regarding employee health and safety

Environment

Suppliers shall operate in an environmentally responsible and efficient manner and shall strive to minimize adverse impacts on the environment. Suppliers are encouraged to conserve natural resources, to avoid the use of hazardous materials where possible, and to promote activities that reuse and recycle. UDG Healthcare expects suppliers to comply with all laws, regulations, standards, ordinances, rules, permits, license approvals and orders regarding the environment and the use of restricted substances.

Environmental Authorizations

Suppliers shall obtain all required environmental permits, licenses and approvals and comply with all applicable operational and reporting requirements.

Waste and Emissions

Suppliers shall have systems in place to ensure the safe handling, movement, storage, recycling, reuse or management of waste, air emissions and wastewater discharges. Any waste, wastewater or emissions with the potential to adversely impact human or environmental health shall be appropriately managed, controlled and treated prior to release into the environment.

Spills and Releases

Suppliers shall have systems in place to prevent and quickly respond to all accidental spills and releases into the environment

Restricted Substances

Suppliers are to adhere to all applicable restricted substance laws, regulations and customer requirements including responding to requests for substance composition in materials/parts, prohibition or restriction of specific substances, including labeling for recycling and disposal.

Conflict Minerals

Supplier shall ensure that all parts and products supplied to UDG Healthcare do not contain "Conflict Minerals", i.e., columbite-tantalite, cassiterite, wolframite (or their derivatives tantalum, tin and tungsten) or gold sourced from the Democratic Republic of the Congo (DRC) or an adjoining country that have directly or indirectly financed or benefitted armed groups in the DRC or an adjoining country. Suppliers shall have systems in place that are designed to meet these objectives.



Procurement

Suppliers should have a sustainable procurement policy in place to ensure their own suppliers conduct business to minimize environmental impact and avoid having adverse health impacts on communities

Management Systems

Suppliers shall have a quality management system in place to facilitate continual improvement and ensure compliance with the principles outlined in the UDG Healthcare Supplier Code of Conduct. Suppliers are encouraged to maintain conformance to international standard ISO 9001 and local regulations. Quality Management System elements include:

Commitment and Accountability

Suppliers shall allocate adequate financial, human, and technical resources.

Legal and Customer Requirements

Suppliers shall identify all applicable laws, regulations, rules, ordinances, permits, licenses, approvals, orders, standards and relevant customer requirements and ensure compliance with them.

Risk Management

Suppliers shall have mechanisms in place to determine and control risks in all areas addressed by this document. Suppliers shall have adequate financial resources to assure business continuity and maintain financial solvency.

Documentation

Suppliers shall maintain documentation necessary to demonstrate conformance with these principles and compliance with applicable laws, regulations, rules, ordinances, permits, licenses, approvals, orders, standards and relevant customer requirements.

Training and Competency

Suppliers shall have an effective training program that achieves an appropriate level of knowledge, skills and abilities in management and workers to perform the service that UDG Healthcare has requested and is covered by a contract. Documented training must be available for all employees as evidence that training was performed.

Continual Improvement

Suppliers are expected to continually improve by setting performance objectives, executing Implementation plans and taking necessary actions to correct deficiencies identified by internal or external assessments, inspections and management reviews.



Communication

Suppliers shall maintain open and direct communication with appropriate UDG Healthcare business functions, including Purchasing.

Suppliers shall notify UDG Healthcare prior to making any change that may affect conformance to defined requirements, product quality, or a regulatory filing outlined within a supply agreement and/or quality agreement.

Data Requirements

Suppliers shall meet all data requirements prior to conducting business with UDG Healthcare.

Supplier Set-Up

Suppliers shall provide all key data (i.e., tax documents, banking information, etc.) to ensure proper set up in UDG Healthcare's systems.

Transactions

Suppliers shall not perform any services without a fully-executed contract and/or Purchase Order in place. Suppliers shall provide all accurate information on submitted invoices, as instructed by UDG Healthcare.

UDG Healthcare Supplier Code of Conduct

I certify that our company has received, read, understood and will abide by the UDG Healthcare Supplier Code of Conduct

Company Names

Representative

Job Title

Signature

Date

Notes



