



**FRESENIUS
KABI**

caring for life

SUPPLIERS

CODE OF CONDUCT

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CODE OF CONDUCT FOR FRESENIUS KABI SUPPLIERS

A. SCOPE OF APPLICATION

The following standards apply to individuals / organizations who provide direct and indirect to Fresenius Kabi AG and its affiliated companies (in the following named as "Fresenius Kabi") materials and services, including, but not limited to, contractors, consultants, suppliers and other intermediaries, all of whom are herein referred to as "Suppliers".

B. GENERAL CONDUCT

Fresenius Kabi's relationship with Suppliers requires clearly defined prerequisites, exchange of information and sharing of mutual benefits.

Fresenius Kabi specializes in the therapy and care of chronically and critically ill people. The portfolio includes IV drugs, i.e., intravenously administered generic anesthetics, anti-infectives, analgesics, and drugs for the treatment of oncological and other critical diseases, as well as infusion solutions and blood volume substitutes for infusion therapy.

Another product segment is clinical nutrition. In this segment, we are one of the few companies worldwide that offer both parenteral and enteral nutrition products. In medical technology, we offer infusion and nutrition pumps as well as consumables for the administration of our pharmaceuticals and clinical nutrition products. Lastly, in transfusion technology our portfolio includes products used in the collection and processing of whole blood and blood components as well as in transfusion medicine.

In general, Suppliers to Fresenius Kabi have their own business standards. We expect that Suppliers will act according to local and international laws and regulations. Fresenius Kabi's employees are accountable for doing business according to Fresenius Kabi's global business practice standards, summarized in the internal Fresenius Kabi Code of Conduct.

Fresenius Kabi's Company Values

Customer focus	<i>We put customers first.</i>
Quality	<i>We demand excellence.</i>
Integrity	<i>We are trustworthy.</i>
Collaboration	<i>We work well together.</i>
Creativity	<i>We deliver solutions.</i>
Passion & Commitment	<i>We care.</i>

We expect Suppliers to communicate the principles laid out herein to their subcontractors and subsuppliers and to take these principles into account when selecting subcontractors and subsuppliers. Our suppliers are expected to encourage their subcontractors and subsuppliers to comply with the standards of this Code of Conduct regarding the protection of labor conditions, human rights, anti-corruption and environmental protection when fulfilling their contractual obligations.

Integrity defines the basic structure of everything we do as Fresenius Kabi. If you need additional information or guidance on these standards, or wish to report a potential violation you should contact Fresenius Kabi. For contact details please refer to www.Fresenius-Kabi.com.

C. REVIEW OF COMPLIANCE AND TERMINATION OF AGREEMENTS

Fresenius Kabi will review Suppliers' compliance with the principles and requirements laid out in the Suppliers Code of Conduct. Fresenius Kabi and Supplier will jointly work together to eliminate possible concerns.

If Fresenius Kabi becomes aware of any actions or conditions not in compliance with the Code, we reserve the right to demand corrective measures. Moreover, we also reserve the right to terminate an agreement with any Supplier who does not comply with the Code.

Fresenius Kabi is committed to maintain compliance with all applicable laws and regulations as well as the highest ethical standards as set out in this Code and in the UN Global Compact's 10 principles.

1. Anti-bribery and anti-corruption

Suppliers shall perform their obligations under a possible contract only in full compliance with all applicable laws, rules and regulations, including the laws on fair competition and anti-corruption. Without limiting the generality of the foregoing, in connection with the performance of its obligations under a possible contract, Suppliers will not, and will ensure that its employees, directors, officers, agents or other persons acting on its behalf do not, make any payment, contribution or gift to any governmental official, provider organization, customer or other person (any payoff, influence payment, bribe, rebate or kickback) for the purpose of obtaining or paying favourable treatment in securing or maintaining business or any other concession.

While Fresenius Kabi observes local business customs and market practices, we do not participate in any corrupt practices. We expect our Suppliers to act in a similar manner.

2. Fair competition and antitrust

Fresenius Kabi is firmly committed to the ideas of free and competitive enterprise. Suppliers, agents and other individuals and businesses representing Fresenius Kabi are expected to comply with all applicable laws and regulation regarding fair competition.

We require a fair and open global marketplace. Suppliers confirm that they fully comply with all aspects of local, national and international competition and anti-trust laws wherever they seek to do business.

3. Conflicts of interest and illegal price agreements

A conflict of interest arises when personal interests or activities may influence (or appear to influence) business and fair trade with Fresenius Kabi.

Suppliers shall disclose actual or potential conflicts of interest and discuss them with Fresenius Kabi's management. Any activity that is approved, despite the actual or apparent conflict, must be documented.

Suppliers must not enter into price agreements or any other arrangement with competitors which avoid fair competition. Suppliers further must not to include any reimbursement money ("loser fee") in their prices and pay to any participating but unsuccessful bidder.

4. Entertainment and gifts

Fresenius Kabi conducts itself in a manner that ensures that no personal dependence, obligations or commitments arise. Fresenius Kabi's employees are not permitted to be influenced in their business decisions and actions by gifts or any other type of benefit or incentive. To this end, no employee of Fresenius Kabi must, in the course of his or her business activity, directly or indirectly, demand, accept, offer or grant incentives or rewards from Suppliers that would be illegal or unethical.

Gifts should not be lavish or offered frequently.

5. Accuracy of business records

The Supplier should act in accuracy, fairness, objectivity and honesty in recording and maintaining accounting books and records following the law and standard accounting practices.

6. Confidential information and trade secrets

Confidential information includes facts, data and knowledge that have not been disclosed to the public.

Suppliers shall safeguard and make only appropriate use of confidential information to ensure that all employees' and business partners' privacy and valid intellectual property rights are protected.

Many different types of information are of (great) value due to their confidentiality. Such information includes unpatented technology, recipes, formulas as well as non-technical data such as financial, marketing, strategic, manufacturing, human resource, Suppliers, and material non-public information.

All Suppliers requiring access to Fresenius Kabi's confidential information are required to complete a confidentiality agreement and/or receive written approval from Fresenius Kabi prior to accepting confidential information.

7. Trade compliance and Conflict Materials

Fresenius Kabi's leadership in worldwide healthcare requires a growing presence internationally. Suppliers are expected to comply with the letter and spirit of all applicable import and export controls and trade compliance laws.

Suppliers must not use "Conflict Materials" (3T+G = Tin, Tantalum, Tungsten and Gold) from banned countries (e.g. Democratic Republic of the Congo) as an ingredient for their products. Suppliers should inquire if they use "Conflict Materials". Even a reasonable suspicion has to be announced to Fresenius Kabi. Moreover, upon request by Fresenius Kabi, Suppliers have to disclose whether their products contain any conflict materials, and if so, their origin. Fresenius Kabi reserves the right to end business relationships with suppliers using conflict material from banned countries or who refuse to supply information on the origin of these materials.

8. Whistleblower protection and anonymous complaints

Suppliers shall create processes to ensure the protection of employee whistleblower confidentiality and prohibit retaliation against employees who refuse an order that is in violation of the Fresenius Kabi Supplier Code of Conduct.

Suppliers shall provide an anonymous complaint process for workers to report

workplace grievances in accordance with local laws and regulations.

9. Access and use of Fresenius Kabi's electronic media

Use of Fresenius Kabi-owned or managed electronic media must reflect and be consistent with Fresenius Kabi standards.

Generally, Suppliers use their own laptops or computers to accomplish their work. In those circumstances where Suppliers are given access to Fresenius Kabi electronic environment (Intranet, e-mail, voicemail or other), Suppliers will adhere to the below requirements:

- Suppliers will not knowingly download, view or forward materials of a discriminatory, harassing, threatening, sexual, pornographic, racist, sexist, defamatory or otherwise offensive nature. It is expected that electronic media is used for business purposes only.
- Suppliers will communicate protected information (e.g. personal information, trade secrets, or other confidential information) in a way that recognizes the sensitivity of the information, the possibility of unauthorized access and compliance to local data protection laws. Suppliers will be responsible for keeping password(s) secret.
- Suppliers understand that documents, software, e-mails and other web pages could bring damaging computer viruses into Fresenius Kabi's network. Suppliers will not knowingly detach, decompress, run/launch or install any files or programs on Fresenius Kabi's systems or open attachments that have damaging computer viruses. Suppliers will also not download or disseminate any material from the Internet unless the copyright owner has provided consent.
- Suppliers are not allowed to manage, exchange or store business related data in a 'cloud'.
- Suppliers will adhere to the timing and methods for retention and elimination of Fresenius Kabi company data stored on electronic media.

10. Employment practices guidelines

Fresenius Kabi is guided by our commitment to treating all employees with dignity and respect, believes in the value of workplace diversity and respects the Human Rights. Fresenius Kabi requests the same commitment from its Suppliers and expects corresponding behavior from its Suppliers. Fresenius Kabi complies with the principles expressed in the United Nations Declaration of Human Rights and the fundamental principles and rejects every form of forced labor and expects suppliers to comply to these principles, too.

11. Illegal drugs or alcohol

Suppliers are expected to perform work free from the influence of illegal drugs or alcohol or other substances, including prescription drugs, that may impair ability to work, and in condition to perform their duties.

12. Child labor

Child labor is strictly prohibited. Suppliers will not produce or manufacture goods or services using any form of illegal child labor.

13. Forced labor

At Fresenius Kabi, we expect our suppliers to prohibit any kind of forced labor in their organization.

14. Minimum wage

Suppliers ensure that pay rates in each country in which they operate match or exceed the minimum standard set by its government or legislature, and they review wage and salary levels at regular intervals.

15. Fair employment opportunity

Suppliers are expected to comply with all applicable employment laws and regulations including statutes prohibiting discrimination in the workplace. Suppliers shall not discriminate against any worker based on race, age, gender, color, sexual orientation, ethnicity, disability, political affiliation, union membership, national origin, religion or marital status in hiring and employment practices such as applications for employment, promotions, rewards, access to training, job assignments, wages, benefits, discipline, and termination. In addition, Suppliers shall not require employees or potential employees to undergo medical tests that could be used in a discriminatory way except where required by applicable laws or regulations or prudent for workplace safety.

All overtime shall be voluntary and should not exceed applicable legal limits. Under no circumstances shall work weeks exceed the maximum permitted under applicable laws and regulations.

16. Workplace harassment

Fresenius Kabi does not permit intimidation or hostility and will not tolerate any behavior that might harass, disrupt or adversely interfere with another person's ability to work. Suppliers are expected to behave appropriately when working with Fresenius Kabi.

17. Environmental protection health & safety

Fresenius Kabi is committed to protecting their employees, neighbors, and the environment and doing business in a sustainable way.

18. Environmental protection

Suppliers are expected to conduct their operations in a way that minimizes the impact on natural resources and protects the environment, customers, and employees. They must ensure their operations comply with all applicable laws related to hazardous waste disposal, toxic substances, air emissions and water discharges.

Suppliers are expected to have knowledge about their environmental impact and in connection to this safeguard a continuous follow-up on their environmental performance.

Suppliers should encourage the development and diffusion of environmentally friendly technologies.

19. Health and safety

Fresenius Kabi expects all Suppliers to fully comply with applicable national statutes governing health and safety at work. Suppliers should work on elimination of actual

as well as potential health and safety risks at work. Moreover, all Suppliers are expected to train their employees for the purpose of preventing accidents and occupational diseases.

Suppliers working with Fresenius Kabi or onsite at a Fresenius Kabi location must work in a way that assures their own safety and the safety of others. Any emergencies must be reported promptly and appropriate responses made.

20. For more information please refer to

- Ethical Trade Initiative (ETI),
<http://www.ethicaltrade.org/about-eti>
- International Labor Standards (ILO)
www.ilo.org/global/standards/lang--len/index.htm
- International Organization for Standardization (ISO)
www.iso.org Social Accountability International (SAI)
- OHSAS 18001 Healthy & Safety Standard
www.ohsas-18001-occupational-health-and-safety.com
- The Organization for Economic Co-operation and Development (OECD)
<http://www.oecd.org/>
- United Nations Global Compact
www.unglobalcompact.org
- Universal Declaration of Human Rights
www.un.org/en/rights

CONTACTS

If you have any general questions, please use the compliance e-mail address: Compliance@Fresenius-Kabi.com.