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# Business Partner Code of Conduct



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## INTRODUCTION

At our company, we are committed to conducting business with the highest degree of honesty, integrity, and ethical behavior, and we prioritize establishing business relationships with individuals and organizations that share our commitment. Our goal is to contribute towards building a more sustainable, resilient, and equitable world, and we believe it's essential for our suppliers and other business partners to share and uphold this goal as well. We firmly believe that responsible business practices benefit not only society but also the entire business community.



### Purpose

The purpose of our company Business Partner Code of Conduct (BPCC) is to establish a set of expectations and guidelines for ethical and responsible behaviors that our business partners should adhere to when conducting business with our company.

### Scope

The company BPCC addresses issues such as human rights, labor practices, data protection, health and safety, environmental impact, and ethical business practices. By establishing clear expectations, we aim to ensure that our business partners operate in alignment with our values and standards, legal requirements, and industry standards.

### Applicability

The BPCC applies to any external entity or organization, also known as third-party entities that provide goods, services, or resources to our company. This includes suppliers, service providers, vendors, contractors, and other entities with whom we have entered into a business relationship. The term “partners” is used throughout this document to collectively refer to all types of organizations that provide goods, services, or resources to our company.

### Compliance

It is essential for all partners to maintain a comprehensive understanding of and compliance with applicable federal, state, provincial, international, and local laws and regulations governing their operations in all regions where they conduct business. The BPCC does not override or supersede any local laws, rules, or regulations that partners are obligated to observe and adhere to.

### Standards

The BPCC is founded upon globally recognized standards, including but not limited to the United Nations Global Compact Principles, the International Labor Organization (ILO) Core Conventions, the Universal Declaration of Human Rights (UDHR), and the Pharmaceutical Supply Chain Initiative's (PSCI) Principles. These frameworks serve as guiding principles for ethical conduct and responsible business practices within our organization and our business partners.

### Expectations

Partners are expected to align their policies, procedures, and practices with the Principles outlined in our company BPCC.

- **Review the BPCC:** Carefully read and understand the Principles outlined in the BPCC.
- **Assess compliance:** Evaluate their existing policies, procedures, and practices to determine if they meet the Principles set forth in the BPCC.
- **Identify gaps:** Identify any areas where their current practices may not align with the BPCC.
- **Make necessary changes:** Take appropriate actions to address any gaps or non-compliance found. This may involve updating policies or operations to align with the BPCC.
- **Continuous improvement:** Strive for ongoing improvement by regularly reviewing and monitoring compliance with the BPCC. Seek ways to enhance practices.

## HUMAN RIGHTS

Partners shall be committed to respect the human rights of internal and external stakeholders ensuring to treat them with dignity and respect. Partners are expected to assess adverse human rights impacts they may cause or contribute to, through their own business operations and supply chain practices.



### THE HUMAN RIGHTS PRINCIPLES ARE:

#### 1.0 Freely Chosen Employment

Partners shall not use forced, bonded, or indentured labor, involuntary prison labor, or take part in human trafficking or any form of modern slavery. No worker shall pay for a job or be denied freedom of movement.

#### 2.0 Child Labor and Young Workers

Partners shall not use child labor, ensuring that no individual below the legal working age is engaged in any form of employment. The employment of persons under the age of 18 should comply with all relevant laws and regulations related to age restrictions, working hours, fair compensation, and health and safety.

#### 3.0 Non-Discrimination

Partners shall provide a workplace that is free from any form of discrimination based on non-job-related factors such as race, color, age, pregnancy, gender, sexual orientation, ethnicity, disability, religion, political affiliation, union membership, marital status, or any other characteristic protected by applicable laws. Partners should promote equal opportunity throughout their operations.

#### 4.0 Fair Treatment

Partners shall provide a work environment free of harassment, harsh and inhumane treatment, including any sexual harassment, sexual abuse, corporal punishment, mental or physical coercion, or verbal abuse of workers, and no threat of any such treatment.

#### 5.0 Wages

Partners shall pay workers according to applicable wage laws and agreed employment contracts. They shall communicate with workers the basis on which they are being compensated in a timely manner.

#### 6.0 Benefits

Partners shall provide workers with all benefits mandated by applicable labor laws, including but not limited to the areas of paid leave, Social Security, workers' compensation, retirement benefits, and maternity/paternity leave.

#### 7.0 Working Hours

Partners shall adhere to all applicable laws related to working hours, overtime, maximum working hour regulations, meal and rest periods, and paid leave. They should consider the well-being of workers and whether excessive work hours are leading to fatigue, stress, or an unhealthy work-life balance.

#### 8.0 Diversity, Equity, & Inclusion

Partners shall promote equal opportunity throughout their operations and supply chain and aim to foster an inclusive and equitable business environment that respects the rights and dignity of all individuals.

#### 9.0 Freedom of Association

Partners shall respect the rights of workers, as set forth in local laws, to associate freely, join or not join labor unions, seek representation, and join workers' councils, as well as to bargain collectively. Workers shall be able to communicate openly with management regarding working conditions without fear of retaliation.

#### 10.0 Local Communities

Partners shall conduct operations and activities in a manner that upholds the human rights of local communities, including their right to a clean and healthy environment.



## HEALTH AND SAFETY

Partners shall provide a safe and healthy working environment and support the well-being of workers. Health and safety measures shall extend to contractors and subcontractors on partner sites.



### THE HEALTH AND SAFETY PRINCIPLES ARE:

#### 1.0 Worker Protection

Partners shall implement programs to protect and prevent or control employee exposure to workplace hazards, including chemical, biological, and physical hazards.

#### 2.0 Facilities and Equipment

Partners shall provide appropriate equipment, facilities, and services to support worker safety, health, and well-being.

#### 3.0 Hazard Information and Training

Safety information relating to hazardous materials – including pharmaceutical compounds and pharmaceutical intermediate materials – shall be available and used to educate, train, and protect workers from hazards.

#### 4.0 Process Safety

Partners shall have management processes in place to identify the risks from chemical and biological processes and to prevent the catastrophic release of chemical or biological agents.

#### 5.0 Emergency Preparedness and Response

Partners shall identify potential emergency scenarios, implement preventative measures and training, and be prepared to effectively execute emergency plans and response procedures.

#### 6.0 Contractor Safety

Implement programs to ensure the health and safety of contractors and subcontractors.

#### 7.0 Employee Well-being

Promote a culture of safety and well-being, including promoting programs that positively impact the physical and mental health of workers.

## ENVIRONMENT

Partners shall operate in an environmentally responsible and efficient manner to minimize adverse impacts on the environment. Partners are encouraged to conserve natural resources, reduce greenhouse gas (GHG) emissions, preserve biodiversity and clean water, and minimize and control the use of hazardous materials.



### THE ENVIRONMENT PRINCIPLES ARE:

#### 1.0 Environmental Authorizations and Reporting

Partners shall comply with applicable environmental laws and regulations. All required environmental permits, licenses, information registrations, and restrictions shall be obtained and their operational and reporting requirements followed.

#### 2.0 Management of Waste and Emissions

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. This includes managing releases of active pharmaceuticals into the environment (PiE).

#### 3.0 Climate Change

Partners shall monitor and reduce their GHG emissions and encourage their suppliers to do the same.

#### 4.0 Resource Efficiency

Partners shall strive to design out waste, take measures to improve efficiency, and reduce the consumption of resources, including water, favouring renewable and sustainable sources. They shall also take measures to reuse and recycle.

#### 5.0 Biodiversity Conservation

Partners shall understand their impact on biodiversity and take reasonable measures to reduce their ecological footprint.

#### 6.0 Spills and Releases Prevention

Partners shall have effective systems in place to prevent and mitigate accidental spills and releases to the environment and adverse impacts on the local community.

## GOVERNANCE AND MANAGEMENT SYSTEMS

Good governance and management systems are the foundation for compliance. Partners shall use appropriate systems to conduct due diligence on risk and impact, monitor legislation, set priorities, assign responsibility, adopt risk-mitigation measures, and facilitate continual improvement and compliance.



### THE GOVERNANCE AND MANAGEMENT SYSTEMS PRINCIPLES ARE:

#### 1.0 Culture, Commitment, and Accountability

Partners shall demonstrate commitment to the Principles described in this document by allocating appropriate resources and identifying senior responsible personnel to implement them, thereby creating a culture of responsible business practices.

#### 2.0 Legal and Customer Requirements

Partners shall identify and comply with applicable laws, regulations, recognized standards, and relevant customer requirements.

#### 3.0 Risk Management

Partners shall have mechanisms to determine and manage risks in all areas addressed by these Principles. They shall have a management-of-change process in place to evaluate and control the risk of change.

#### 4.0 Traceability and Control

Partners shall have systems in place to conduct due diligence on their own supply chain, including traceability for the sources of raw materials to support legal and sustainable sourcing.

#### 5.0 Training and Competency

Partners shall provide training that achieves an appropriate level of knowledge, skills, and abilities in management and workers to address these Principles.

#### 6.0 Documentation

Partners shall maintain documentation necessary to demonstrate conformance with these Principles and compliance with applicable laws and regulations.

#### 7.0 Continual Improvement

Partners are expected to continually improve by setting performance objectives and executing implementation plans. They shall take necessary corrective actions for deficiencies identified by internal or external assessments, inspections, and management reviews, including the recording and reporting of near-misses and incidents.

#### 8.0 Grievance Mechanisms

Partners shall establish grievance mechanisms accessible to internal and external stakeholders who shall be encouraged to use them to report concerns, illegal activities, or breaches of these Principles at work without threat of or actual reprisal, intimidation, or harassment.

#### 9.0 Response and Remediation

Partners shall properly investigate incidents or concerns relating to these Principles, take necessary corrective actions, and provide remediation where required.

#### 10.0 Effective Communication

Partners shall have effective systems to communicate these Principles to relevant stakeholders including their workers, contractors, and suppliers.

#### 11.0 Business Continuity Management

Partners shall adopt a structured approach to business continuity to demonstrate their commitment to effectively managing risks, ensuring business continuity, and protecting relevant stakeholders.



## ETHICAL BUSINESS PRACTICES

Partners are expected to conduct their business in a responsible and ethical manner, consistently acting with integrity in all aspects of their operations. This includes adhering to high standards of honesty, transparency, and fairness, while complying with applicable laws and regulations.



### THE ETHICAL BUSINESS PRACTICES PRINCIPLES ARE:

#### 1.0 Honest Communications

Be honest and accurate in discussions with our company, our customers, our business partners, and regulatory agency representatives and government officials. Partners must not make any false representations or engage in other misleading or deceptive conduct in relation to any company engagement, product, service, or transaction.

#### 2.0 Accurate Business Records

Keep complete and accurate financial books and records of their transactions and business information related to our company. Business records must fully comply with all applicable laws, accounting and tax rules, and regulations. Records must be legible and transparent and reflect actual transactions and payments.

#### 3.0 Fair Competition

Partners shall conduct their business only through fair and honest competition and comply with all applicable antitrust and competition laws and regulations, including all US and local laws.

#### 4.0 Anti-bribery and Anti-corruption

Prohibit all forms of corruption including bribery, extortion, and embezzlement. Do not pay or accept bribes or participate in other corrupt inducements in business or government relationships or through the use of intermediaries to secure an unfair advantage. Ensure adequate systems are in place to prevent corruption and comply with applicable laws.

Partners must comply with all applicable anti-corruption laws and regulations, including the US Foreign Corrupt Practices Act, the UK Bribery Act, all local anti-bribery laws, and the standards set forth in the OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions.

Do not tolerate, permit, or engage in any form of corrup-

tion, extortion, or bribery, whether you are working with government officials or with those in the private sector. Regardless of local custom, you must not offer, give, promise, or authorize the giving of anything of value (eg, money, favors, fees, travel upgrades, gifts, loans, charitable donations, jobs or internship opportunities, etc) to any government official, company customer, company employee, or other person to obtain business, improperly influence any act or decision, or otherwise gain an improper advantage, or to facilitate or speed up administrative processes.

#### 5.0 Gifts and Entertainment

Gifts and entertainment (including meals and other hospitality) must be transparent, accurately recorded in their books and records, modest in value, customary to the occasion, related to a legitimate business purpose, and in accordance with all laws and with all policies of the recipient. Do not request, accept, offer, or give anything of value that would give the appearance of impropriety or create the impression that the gift or entertainment is meant to improperly influence a business relationship. Do not offer or provide excessive gifts, hospitality, or entertainment to any of our company's employee or their family members.

#### 6.0 Cooperation with Government Agencies

Cooperate with investigating government agencies charged with enforcing compliance as and to the extent required by local laws (including, where permitted, by providing reasonable access to facilities and workers). When required, you will notify the relevant authority if you receive credible information that a worker, contractor, or subcontractor has violated local laws.

#### 7.0 Conflicts of Interest

Avoid situations, activities, and relationships that could create a conflict with our company's interests or give the appearance of such a conflict. If you have an actual or potential conflict of interest with our company or any of our employees, you must inform us of the conflict.

## ETHICAL BUSINESS PRACTICES (CONTINUED)

### 8.0 Trade Compliance

Identify and comply with all relevant international trade laws and regulations, including export controls, import regulations, customs requirements, and trade embargoes or sanctions imposed by governments or international entities. Conduct restricted party screening to ensure that customers, partners, and other involved parties do not appear on government watch lists or denied party lists. Obtain the necessary licenses or authorizations before exporting or reexporting goods or technologies that are subject to export controls. Maintain accurate and comprehensive documentation relating to international trade activities.

### 9.0 Insider Trading

Adhere to all relevant laws and regulations governing insider trading. This includes, but is not limited to, regulations put forth by securities regulatory bodies such as the Securities and Exchange Commission (SEC) in the United States or the Financial Conduct Authority (FCA) in the United Kingdom. Partners should explicitly prohibit any form of insider trading within their own organization.

### 10.0 Intellectual Property and Confidential Information

Respect and protect intellectual property, including patents, trade secrets, copyrights, trademarks, and confidential information (collectively referred to as "IP"). Use our company IP only for our company's benefit as allowed by agreements and in accordance with relevant laws. Do not misuse trademarks or copyrighted materials or disclose confidential information or trade secrets of our company. Report any unauthorized use of our IP by third parties to our company promptly.

### 11.0 Privacy and Personal Information

Protect the privacy and personal information of individuals. Respect individuals' rights to privacy, handle personal information responsibly, and take necessary measures to safeguard sensitive data. Ensure purposeful collection, use, disclosure, and retention of company-related data and implement an appropriate level of data security. Comply with all applicable data protection and privacy laws and regulations in the jurisdictions in which you operate. This may include the General Data Protection Regulation (GDPR) in the European Union, or other relevant local laws.

### 12.0 Animal Welfare

Partners involved in animal testing for drug development must treat animals with care and minimize their pain and stress. They should consider alternatives to animal testing, use fewer animals if possible, and minimize distress through improved procedures. Partners must comply with local laws and regulations and obtain necessary approvals and permits before conducting any animal studies.

### 13.0 Product Quality

Partners involved in the supply, manufacturing, packaging, testing, storage, and distribution of pharmaceutical materials and products must comply with applicable quality regulations and follow appropriate guidelines such as Good Manufacturing Practice (GMP), Good Laboratory Practice (GLP), and Good Distribution Practice (GDP) issued by national and local regulatory authorities. Partners are also expected to follow Good Documentation Practice (GDcP).

### 14.0 Clinical Trials

Partners involved in clinical trials must follow ethical standards and relevant regulations to obtain reliable data on the safety and effectiveness of new drugs, devices, or treatments. Partners, such as Contract Research Organizations (CROs), are responsible for complying with regulatory requirements in the countries where trials are conducted and where our company products are marketed. Compliance includes respecting and adhering to relevant guidance on Good Clinical Practice (GCP) issued by national and local regulatory bodies, as well as the International Conference on Harmonization - Good Clinical Practices (ICH-GCP). Additionally, partners must adhere to ethical principles derived from the Declaration of Helsinki.

### 15.0 Marketing and Promotional Practices

Partners involved in marketing and promoting our company products must follow the laws and regulations of the countries where the products are sold. All promotional activities must be truthful, not misleading, and supported by scientific evidence. When interacting with health care professionals and other stakeholders, partners must comply with applicable industry-specific codes such as the IFPMA Code of Practice, PhRMA Code on Interactions with Health Care Professionals, ABPI Code of Practice, and EFPIA Code of Practice.

## ETHICAL BUSINESS PRACTICES (CONTINUED)

### 16.0 Pharmacovigilance

Partners involved in monitoring and assessing the safety and effectiveness of pharmaceutical drugs and medical products after they have been approved and marketed must follow Good Pharmacovigilance Practices (GVP). Partners are responsible for complying with all relevant laws and regulations in their respective jurisdictions.

### 17.0 Responsible Sourcing of Minerals

Partners are expected to source minerals used in their products or supply chain, such as tantalum, tin, tungsten, and gold, from responsible and sustainable supply chains, ensuring they are not sourced from conflict-affected areas. Conflict minerals refer to minerals sourced from regions or countries where their extraction and trade contribute to armed conflict, human rights abuses, or environmental damage.

### 18.0 Use of Technology, Including AI

Partners should uphold principles of ethical and responsible use of technology, including Artificial Intelligence

(AI). This includes ensuring that AI systems are developed and used in a manner that respects human rights, avoids discrimination or bias, protects privacy and data security, and complies with applicable laws and regulations. Adhere to internationally recognised principles for the use of AI technologies, such as the Organisation for Economic Co-operation and Development (OECD) Principles on Artificial Intelligence.

### 19.0 Supplier Diversity

Suppliers are encouraged to implement a supplier diversity program that promotes the inclusion and utilization of small and diverse businesses in their supply chain. Aim to actively engage and support historically underrepresented groups such as minority-owned, women-owned, veteran-owned, and LGBTQ+ owned businesses.



## CONSEQUENCES OF NONCOMPLIANCE

A violation of the BPCC may constitute a breach of a partner's agreement(s) with our company and may result in termination of their status as a company business partner, as well as potential legal consequences.

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## MONITORING

We monitor partner compliance with our BPCC through information requests, audits, and other forms of monitoring to ensure that our standards are met. Where specified in contracts or agreements, we reserve the right to conduct audits or investigate business partners' records and facilities.

We expect partners to cooperate with information requests or audits initiated by our company, as well as our company requests for certifications and participation in inquiries and investigations.

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## COMMUNICATION

Our BPCC is incorporated in our company standard contracts and agreements, requests for proposals, and purchase order terms and conditions. It is readily accessible and available in multiple languages on our company website.

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## REPORTING CONCERNS

If you believe that someone associated with our company or with one of our partners is not meeting a legal requirement, this BPCC, or has otherwise engaged in improper conduct, you should report it to our company.

- Using our company's Speak Up tool at [msdethics.com](https://msdethics.com) that is a confidential channel to raise concerns to our company. It is available 24 hours a day, 7 days a week, and allows for reporting in multiple languages. The Speak Up tool is managed by a third-party vendor.
- When you report a concern using the Speak Up tool, you may remain anonymous, where permitted by law. However, we encourage individuals to identify themselves since doing so will help to facilitate communication.
- By visiting [msdethics.com](https://msdethics.com), individuals can find their local telephone number to dial and speak with a representative who will document the details of the concern. Alternatively, individuals can use the convenient online option if they prefer. The information provided to the Speak Up tool at [msdethics.com](https://msdethics.com) will be relayed to the appropriate company representative.