

# Standards of Business Conduct



*Our values at work*



**Our Vision** is to be the most trusted and reliable supply partner for clinical trial management supply by maintaining the highest industry standards and exceeding our customers expectations. While we drive sustainable growth for the business.



**Our Mission** is to improve the available treatments to patients

*we support healthcare professionals in the research, diagnosis and treatment of medical conditions by delivering quality products and outstanding service to meet the expectations of our customers and patients around the world.*

Medflow Clinical conducts business globally and works to ensure that all applicable laws, regulations and standards are followed in its business practices. Our standards of business conduct outline the standards of integrity and responsible conduct that everyone working for Medflow Clinical Ltd, including its divisions and subsidiaries ("Medflow") needs to follow to protect the trust and confidence that our customers, suppliers and investors have in us, regardless of the location. Where differences exist as a result of local laws, regulations or customs, we apply either our standards of business conduct or the local requirements, whichever sets the highest standard of conduct. We also expect our suppliers, agents and other representatives with whom we work to follow applicable law and standards of appropriate conduct, as set forth in our supplier code of conduct. Employees who engage any of these third parties to work on behalf of Medflow must seek to ensure that they are made aware of our expectations and should seek their commitment in adhering to them. Our standards of business conduct form the foundation to work responsibly and with integrity, and are fully authorized and supported by Medflow's Board of Directors. Overall responsibility for the program rests with the Managing Director, with oversight from the Board of Directors.

## Ethical Decision Making

It is important that we adhere to both the spirit and the letter of these standards. To ensure we always act responsibly and in the best interest of the company, we should examine each situation and consider the following:

- Am I acting responsibly and with integrity?
- Would my decision be viewed positively by co-workers, the community and the government?
- Would I be comfortable if my decision were on the front page of a newspaper?
- Would my decision ensure compliance with our standards of business conduct, Medflow policies and applicable law?

If you cannot answer all of these questions by saying "yes," talk to your manager or consult the other resources listed at the back of this booklet about your decision before you proceed. Medflow believes that open communication connects us and encourages questions and concerns to be raised internally to appropriate personnel. Our standards of business conduct booklet is available in numerous languages and accessible via our internal employee and external consumer websites. It applies to all Medflow directors, officers and employees worldwide. Supplemental corporate policies and related procedures that govern appropriate business behaviour can be found on Medflow SharePoint.

If you have any questions or believe that anything within the standards outlined here or in our policies appear to conflict with local law, please promptly let your manager, the Human Resources or the Legal department know. Any waiver of a provision contained in this document requires the written approval of the Board of Directors. In addition, any waiver requested for an executive officer or director requires the approval of the Board of Directors and will be disclosed as required by law or stock exchange regulation. Waivers may be granted only as permitted by applicable law and in extraordinary circumstances.

## Questions or Concerns

Your primary resource for work related issues and guidance is your manager. If you have a concern about a legal or business conduct issue, or if you receive information or have reason to believe that a violation of our standards of business conduct, Medflow policy or the law has occurred, the most important thing you can do is ask questions, seek guidance, or raise the concern. Any employee who lawfully and truthfully asks questions, seeks guidance or raises a concern is following our Standards. Medflow does not tolerate any type of retaliation against someone who in good faith makes a complaint, raises a concern, or reports an actual or potential violation of policy or law.

**Does our Code explain all the standards and policies I need to know?**

Our Code is the cornerstone of Medflow's commitment to integrity. It is a starting point and sets forth the highest-level principles that everyone at Medflow is expected to follow. But this document does not and certainly could not set forth every law, regulation, policy or rule that may apply to you. Medflow has additional standards, policies, instructions, and processes to implement the principles set forth in our Code and to comply with the laws and regulations which apply to our workplace. Talk to your manager, review applicable policies online or obtain hard copies if needed, and make sure you know the rules that apply to you.

## Responsibilities of All Employees, Directors & Officers

We are all expected to comply with our standards of business conduct and all applicable laws, policies and procedures. In the case of non-employee directors, compliance with our standards of business conduct is subject to the provisions of Medflow Clinical's certificate of incorporation and by-laws. Medflow takes this responsibility seriously and expressly prohibits violations. If anyone fails to conduct himself or herself accordingly, he or she will be considered to be acting outside of the scope of his or her employment and, as a result, will be subject to discipline, up to and including dismissal. In addition, as we have and will continue to emphasize, the most important thing each of us can do is ask questions, seek guidance or raise a concern whenever we face a business conduct issue or situation.

## Responsibilities as a Leader

Leading by example, demonstrating integrity, and encouraging discussion of the ethical and legal implications of business decisions is a responsibility of leaders at all levels within our organization. To help create and sustain a work environment where integrity and responsible behaviour is expected, encouraged and required, we look to our leaders to be a trusted resource and to help provide adequate information and training regarding our standards of business conduct and applicable policies, procedures and laws. One of the best ways leaders can help prevent and detect compliance risks is to be aware of what is happening around them. Leaders need to maintain an "open door" environment and ensure everyone feels comfortable enough to ask questions and raise issues. Once an issue is raised, leaders need to respond or seek guidance regarding concerns promptly and appropriately. Leaders, working with Human Resources, are responsible for taking appropriate measures within their area of responsibility to ensure no one who, in good faith, raises a concern or participates in an investigation is subject to any retaliation.

## Post-Employment Responsibilities

When employment with Medflow ends, there may be certain continuing responsibilities in accordance with applicable law. Among others, these responsibilities may include an obligation to:

- Return all company assets in your possession.
- Maintain the confidentiality of company and other confidential information.
- Refrain from trading stock or securities based on material, non-public information obtained in the course of employment by Medflow.
- Assist Medflow with investigations, litigation, and the transfer and protection of intellectual property relating to your employment with Medflow, if requested and in accordance with applicable local laws.

## Investigations & Oversight

Occasionally, Medflow may need to undertake an audit or investigation to obtain information regarding a particular activity and/or incident. This may include monitoring the workplace-related activities of employees as appropriate and in accordance with applicable law. Employees need to provide their cooperation and assistance during an audit or investigation so that information can be gathered accurately and completely. An employee that does not do so may be subject to discipline, up to and including dismissal. Any disciplinary action taken will be in accordance with applicable national laws. No employee who, in good faith, participates or assists in an audit or investigation will be subject to any type of retaliation.

**Is it OK to be 90% sure of the answer you give to anyone?**

When we provide information to others, we must acknowledge that they might rely upon what we tell them to make important decisions. Always strive for 100% accuracy - don't settle for less. Always think about the level of certainty you provide and what you might need to give 100% certainty.



**Integrity** is not just a buzz word, its a commitment. We are commit to comply with our standards of business conduct and all applicable laws, regulations and standards that apply to our business activities around the world. Understanding and maintaining our standards of business conduct, Medflow policies and applicable law, and by seeking guidance if the best decision is not clear, you make Medflow a place where all employees want to work, customers and suppliers want to do business, and that means they place their trust and confidence in us.

## Fair Treatment & Diversity

We recognize that by working together we gain clear value from diversity and inclusion. Valuing diversity and inclusion leads to better results for employees, customers and investors. Medflow provides equal opportunity to all employees and applicants in all steps of the employment process (e.g., recruiting, hiring, promotion, compensation and access to training) in compliance with applicable law. We are committed to building a diverse, inclusive workplace that is representative of the marketplace and the communities in which Medflow operates and is also free from illegal discrimination. In addition, we are dedicated to fostering a work environment where employees are respected and valued for their differences.

## Harassment & Bullying

Harassment and bullying are unacceptable behaviours that can lead to an unproductive workplace. Bullying or intimidation is the persistent demeaning and downgrading of others through words, actions and communications that erode self-confidence and undermine self-esteem. Harassment is defined in slightly different ways in various locations, but broadly speaking, it consists of unwelcome conduct, whether verbal, non-verbal or physical, that is based on any impermissible characteristic as defined by local law, and that affects an individual's employment or creates an intimidating, hostile, degrading or offensive environment. One form of harassment expressly prohibited is sexual harassment. This includes unwelcome sexual advances, requests for sexual favours and other unwelcome verbal or physical conduct of a sexual nature. Medflow will not tolerate harassment, intimidation or bullying of employees by co-workers, managers or any other individuals with whom employees come into contact while conducting business (e.g., consultants, contractors, temporary workers, regulators, customers and suppliers) based on any protected classification. We are all encouraged to help each other by speaking out when another individual's conduct makes us uncomfortable. Should you observe any of these behaviours please notify your manager, a Human Resources representative or the appropriate person at your facility.

## Health & Safety

Medflow strives to provide a safe and healthy workplace. To that end, each facility has a safety program that includes appropriate safety training and is in compliance with applicable laws and regulations as well as Medflow policies. We are all responsible for observing the laws, regulations and policies that relate to on-the-job health and safety. If you see or experience an accident, injury, or unsafe practices or conditions, please notify the applicable person at your facility, which may be your manager, security or EHS personnel, so that the situation can be appropriately remedied. We must always take appropriate and timely action to correct known unsafe conditions. To the extent permissible under local laws (including obtaining any necessary consents), in order to promote a safe and healthy work environment, Medflow reserves the right to inspect personal possessions of employees, visitors and work areas. Employees are expected to cooperate with any such requests.

## Child Labour & Human Trafficking

Medflow's corporate values include an emphasis on respect of others and direct us to act with integrity at all times. In connection with this, and in compliance with all applicable laws, Medflow maintains a zero tolerance policy regarding both the use of child labour and the acquisition of goods produced by entities using child labour. Similarly, Medflow also maintains a zero tolerance policy for engaging in (or doing business with companies that engage in) human trafficking, which includes a prohibition against the employment of any person who engages in coercion or forced labour to procure sex acts with Medflow funds or in connection with Medflow's business.

## Workplace Violence Prevention

Medflow is committed to a safe working environment that is free from threats, intimidation and physical harm. We all share in the responsibility for ensuring one other's safety. Medflow will not tolerate workplace violence and will investigate and take appropriate action against any threat to a safe workplace. Unacceptable behaviour includes, but is not limited to, physical assaults, fights, threats, intimidation, and the intentional or reckless destruction of company, employee or customer property. A threat is any comment or behaviour that reasonably could be interpreted as an intention to harm people or property. In compliance with applicable laws, Medflow prohibits the possession and/or use of weapons by any employee while at work, on company property or while on company business. If you believe you may be the target of workplace violence or threats of violence, immediately notify your manager, Human Resources or Security Personnel, or the applicable person at your facility. Likewise, you should promptly inform your manager, Human Resources or site security of any potentially violent or threatening conduct directed at any other employee.

## Substance Abuse

The health and safety of all employees and the quality and productivity demanded by customers, regulators and investors require each employee to report to work free from the influence of any substance that could prevent him or her from conducting work activities safely and effectively. The unauthorized use, possession or distribution of alcohol or illegal drugs while at work, on company property or while on company business is prohibited.

**If you think something not right, speak up**

Medflow encourages employees to ask questions and speak up, especially when the safety of our employees or others is involved. Always promptly report any safety concerns or questions you may have. If you don't feel comfortable talking with your own manager, talk to another member of management or a Human Resources representative.



## Work together, protect Medflow

We all have certain responsibilities that we are entrusted to carry out in a manner that protects the interests of the company and our investors. By following our standards of business conduct, we are helping to build our reputation of trust and accountability.

### Business Records & Communications

Employees make decisions every day based on the information that is recorded by other employees at all levels of the company. It is critical that anyone who creates or maintains reports, records or any other information ensures the integrity and accuracy of that information and never creates a false or misleading report. This includes, but is not limited to:

- Financial statements and related accounting entries and adjustments
- Expense reporting
- Time reporting
- Production and quality records
- Documents filed with or submitted to governments or regulatory agencies

All public communications and disclosures in reports and documents Medflow files with or submits to regulatory agencies, including but not limited to the U.S. Securities and Exchange Commission, must be made in a full, fair, accurate, timely and understandable manner.

Medflow requires full compliance with the U.S. Foreign Corrupt Practices Act (FCPA), the U.K. Bribery Act and similar anti-corruption regulations in the various countries in which we operate, as well as those relating to record-keeping and internal controls over Medflow's resources. Refer to our global ethical business practices policy, which addresses these anti-corruption regulations. Anti-corruption and record-keeping training will also be provided to appropriate personnel. Business documents and communications may become public through litigation, government investigation or the media. In every document or communication, we should always accurately record the facts and take care to avoid false or derogatory remarks or characterizations of people, the company or other companies, as well as avoid the use of exaggeration, guesswork or legal conclusions. This applies to written and electronic documents and communications of all kinds, including, but not limited to, email and "informal" notes or memoranda. In addition, do not:

- Enter into any transaction or agreement that improperly accelerates, postpones or otherwise manipulates the accurate and timely recording of business revenue or expenses.
- Make a payment or establish an account on behalf of Medflow with the understanding that any part of the payment or account is to be used for a purpose other than as described by the supporting documents.
- Participate in any transaction where you have a reason to believe the other party intends to engage in improper or fraudulent accounting.

**"You demonstrate the Medflow values by creating a collaborative & cooperative place to work, and by asking questions or speaking up when needed."**

**Andy, Commercial Director**



## Records Management

At work we produce and receive large numbers of documents. Numerous laws and regulations require certain documents to be kept for various periods of time. Medflow is committed to complying with all applicable laws and regulations relating to the preservation of records. You should identify, maintain, safeguard and dispose of records in the normal course of business in compliance with the current records retention schedule to ensure compliance with applicable laws and regulations and Medflow business needs. Under no circumstances may you or anyone under your direction selectively edit or discard records.

## Legal Process & Document Preservation

If you learn of a subpoena or a pending, imminent or contemplated litigation or government investigation, immediately contact the board of directors. Retain and preserve all records that may be responsive to the subpoena, are relevant to the litigation, or that may pertain to the investigation until the board of directors advises you on how to proceed. You may not destroy any such records in your possession or control. You must also take steps to preserve from destruction all relevant records (such as electronic and voice mail messages) that, without intervention, would automatically be disposed of (destroyed or erased) pursuant to the records retention schedule.

## Authority to Act on Behalf of Medflow

Our customers and suppliers trust that the person they are dealing with is authorized to act on behalf of the company. Medflow has adopted a policy that grants certain members of management approval authority to act on behalf of Medflow. You must adhere to the limits of your authority to act on behalf of Medflow and not take any action that exceeds or circumvents those limits. Unless authorized to do so, you may not sign any document on behalf of Medflow or in any other way represent or exercise authority on behalf of Medflow.

## Company Assets

We are all expected to take reasonable precautions to safeguard Medflow assets and ensure their proper and efficient use. Medflow assets include but are not limited to financial assets, such as cash and securities; physical assets, such as furnishings, equipment, inventory and supplies; and customer relationships and intellectual property, including but not limited to information about products, services, customers, systems and people.

All assets created, obtained or compiled by or on behalf of Medflow belong to the company, including, but not limited to, customer lists, directories, files, reference materials and reports, computer software, data processing systems, computer programs and databases. When you leave your employment, all company assets and data must be returned to the company.

## Use of Computers & Systems

Occasional use of the company's email and telephone systems for personal purposes that are consistent with our standards of business conduct and not otherwise contrary to the interests of Medflow is generally permitted. Keep in mind that such use must be nominal in terms of time. Under no circumstances may you use company assets in any manner that is connected with offensive, sexually explicit or inappropriate material, including but not limited to using your company-provided computer to view or send such material. In compliance with applicable law, personal messages on Medflow computers and telephone systems may be monitored.



## Media & Public Relations

Any potential situations that may warrant or incur media interest must immediately be brought to the attention of the Commercial Director. Such situations may include, but are not limited to, any major capital projects or site improvements; charitable events and awards received; facilities crises or other serious mishaps; warning letters or threats; planned reductions in force; potential workers' strikes; or site closings.

## Conflicts of Interest

To make business decisions with integrity and honesty, employees, directors, officers, suppliers, agents, or any other representative of Medflow must avoid engaging in conduct or activities that create or appear to create a conflict of interest. A "conflict of interest" arises when your personal, social, financial or political activities make it difficult for you to perform your work for Medflow objectively and effectively.

We must always avoid actual conflicts, but even the appearance of a conflict of interest can be harmful and should also be avoided. With that in mind, employees may not:

- Take personally for themselves opportunities that were discovered through the use of company property or information or their position with the company.
- Use company property, information or their position for personal gain.
- Compete with Medflow.
- Serve on the governing body of a customer or supplier.

As with many issues, the best way to avoid a conflict of interest is to ask questions and address any situation that may have the potential to be misinterpreted by others, including other employees, customers, regulators, suppliers, investors and the public. Although conflicts of interest may arise in any situation, the following are examples of potential conflicts of interest:

- **Outside employment:** Participating or working in a business that is similar to your responsibilities at Medflow, that may conflict with you performing your job responsibilities with Medflow, or that does business with, seeks to do business with or is in competition with Medflow.
- **Family & other close relationships:** Doing business with or competing with a business in which a family member or someone else close to you has an ownership or relevant employment interest.
- **Gifts: Accepting:** gifts, meals or entertainment from someone that does business with or seeks to do business with Medflow.
- **Investment or ownership:** Acquiring an interest in real estate, patent rights or businesses that Medflow may have an interest in purchasing.
- **Payment for services:** Accepting cash, significant goods, or services for activities such as authoring or editing publications, serving on advisory panels, making presentations, or participating in work-related professional or technical associations.
- **Charitable contributions:** Providing monetary support from corporate funds to charitable organizations of, or that are supported by, those with whom we do business, or accepting donations from those with whom we do business to support charities that you may personally support.

## Customer Interaction

Interactions with customers should focus on informing customers about Medflow products and services, and providing scientific, technical and regulatory information.

## Fair Dealing

All employees, directors and officers must act in good faith with integrity and due care and deal fairly with Medflow's customers, suppliers, competitors and employees. No employee, director or officer should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other intentional unfair-dealing practice.

## Marketing Practices

Medflow believes in competing for business diligently, openly and honestly. We cannot misrepresent Medflow products, services or prices; make false or misleading claims about company products, services, performance or track record; or make false or misleading statements about the products, services, performance or track record of our competitors. Unless there is sufficient research to substantiate a comparison between a Medflow product or service and a competing product, you may not use comparative advertising of any sort, whether by written advertisement, demonstration, comments or innuendo. Employees should check with a company director before using comparative advertising.

## The Brand Platform

The Brand Platform defines our brand, from our vision to our personality. It describes who we are, what we believe and how we present ourselves externally. It is the foundation on which we build every touch point and the standard by which we measure success.

## Purchasing Practices

Medflow bases all purchasing decisions on achieving optimal value for the company and alignment to our business standards and goals. We treat all our suppliers fairly and do not discriminate against suppliers; however, it is appropriate to differentiate among suppliers based upon appropriate business considerations. Medflow expects suppliers to comply with applicable law and to conduct business with integrity and honesty. Consultants, Agents & Joint-Venture Partners We must take special care to ensure that conflicts of interest do not exist between any employee and any person or firm retained on behalf of Medflow to consult with or represent the company. The consultants and agents that we select must be reputable and qualified in the services to be performed. We may not do anything indirectly or through a consultant, agent or joint-venture partner that would otherwise be prohibited. When conducting business for Medflow, consultants, agents and joint-venture partners are required to observe the same level of responsible conduct and compliance with the law as Medflow employees. Employees should provide such third parties with a copy of the supplier code of conduct and verify that they will follow it or have adopted similar standards.

In addition, prior to hiring an individual or firm, we should take measures to verify that such individuals or firms are not prohibited from doing business with governmental agencies (e.g., do not appear on any government debarment list). Before entering into any agreement with agents, consultants or joint-venture partners, employees should consult the Legal and/or Procurement departments. For additional information on the use of agents, consultants and joint-venture partners.

**Our success depends on strong relationships with customers, suppliers and other business partners. It is critical to the sustainability of the company that we know those with whom we do business. The company intends to do business only with those customers, suppliers and other business partners who comply with the law and demonstrate high standards of responsible business behaviour.**

## Customer & Supplier Relationships

When we interact with our customers and suppliers, we should focus on informing them about Medflow and our products and services, as well as providing scientific, technical and regulatory information. The term “customer” includes any person in a position to purchase or influence a decision to purchase Medflow products or services. “Suppliers” are those from whom Medflow procures services or materials.

## Legitimate Business

The best way to fight corruption is to always know with whom you are doing business. In today’s world, it is not enough to assume you are doing business with a legitimate company. Use available resources, such as our Procurement team and publicly available materials, to conduct due diligence. Do not hesitate to ask the company questions and document the answers.

## Meals, Gifts & Entertainment

Medflow is committed to conducting business free from any favourable treatment resulting from the personal interest of employees. Providing or accepting meals, gifts, entertainment or other incentives can be viewed as affecting a person’s judgment or making the person feel obligated to provide corporate business in return. Therefore, we may offer or accept meals, gifts or entertainment only in compliance with applicable law and Medflow policy, as more specifically described in our gifts and entertainment policy and global ethical business practices policy.

As a general rule, meals may be occasionally provided to or accepted from customers or suppliers only if the meal is provided in connection with a business meeting or presentation and occurs in a place and manner which supports informational exchange. The cost of the meal should be modest as judged by local standards. Entertainment or recreational events are strictly limited in accordance with our policies. Adult entertainment in connection with Medflow business is strictly prohibited under all circumstances.

## Third-Party Educational or Professional Meetings

Generally, Medflow may provide financial support for continuing medical education or other third-party scientific and educational conferences or professional meetings so long as the payment is made directly to the conference sponsor and is used to reduce the overall conference registration fee for all attendees or to provide meals or receptions for all attendees. You should consult the Human Resources or Legal departments before providing any such financial support.

## Independence of Decision Making

We may not provide or offer any donations, grants, scholarships, subsidies, support, consulting contracts or gifts to a customer in exchange for purchasing, recommending, or arranging for the purchase of products or for a commitment to continue to purchase products. Nothing may be offered or provided, irrespective of its value, in a manner that would serve as an improper inducement to purchase products or services. If properly structured, discounts and rebates provided to a customer on purchases of products or services, whether given in the form of a discount, rebate check or credit memo, may be permitted when properly authorized. You should consult with the Finance and Legal departments to ensure that contracts providing for discounts and rebates are properly accounted for and structured.

**Before accepting any offer from a supplier for a meal, gift, entertainment or other incentive, contact your manager to discuss the situation.**

## Product Training

Medflow may offer training and education programs on products so long as the programs are held in compliance with Medflow policies and applicable law. You should contact a director or manager for additional guidance.

## Competitive Information

In the ordinary course of business, you may come in contact with information about other companies, including customers, suppliers and competitors. Obtaining this type of information is an ordinary part of operating in the marketplace. However, you may not acquire this information through improper or illegal means, such as industrial espionage. If you are offered information about a competitor that you reasonably believe is confidential or is offered in a suspicious manner, you should ask how the information was obtained and whether the information is confidential. We will not hire an employee of a competitor to get confidential information from that employee nor will we ask an employee of a competitor to disclose confidential information about his or her employer.

## Confidential Information

Medflow trusts its employees, directors and officers with valuable information. We all share a responsibility for keeping this information confidential. We must not disclose, permit or assist in the disclosure of information confidential to Medflow to anyone outside the company unless:

1. a proper confidential disclosure agreement has been entered into with the person or entity in question, and is currently in effect, or
2. the disclosure has been properly authorized by Medflow board of directors.

Confidential information is any information that has not been disclosed to the public, including but not limited to financial data, intellectual property, information contained on an internal website or memorandum, e-mail, employee lists, etc. If you are concerned about the appropriateness of responding to requests for information, please ask your manager for guidance. We also are obligated to hold in confidence information that Medflow has agreed to receive on a confidential basis from other companies or individuals. To protect confidential information, the use of audio and visual recording devices on company property, including cellular telephone cameras, is not permitted without prior approval of management, unless otherwise part of an employee's official responsibilities.

## Personal Information

As a global company, Medflow collects, uses and manages personal information in many contexts. These contexts include the personal information of employees and sometimes their families, and representatives of Medflow suppliers and customers. Medflow is committed to complying with the laws that govern the collection, use and management of personal information in all of the countries where we do business.



## Intellectual Property

Intellectual property consists of innovations, inventions, discoveries, improvements, ideas, processes, know-how, designs, plans, works of authorship (including computer software, related manuals and documentation) and all derivative works, customer names and activity listings, as well as other information relating to the current and potential business activities of Medflow. Intellectual property is critical to the continuing success and operation of the company and must be protected as confidential and proprietary information of Medflow. In addition, it may be eligible for protection according to applicable law or contractual arrangements. The unauthorized disclosure of intellectual property may jeopardize these valuable protections. We encourage prompt disclosure of any intellectual property created through your employment so that the Legal department can consider any patentability options and infringement concerns. Where lawfully permitted, employees agree that any and all rights to intellectual property (whether or not protected by patent, copyright, trademark or trade secret) are assigned to Medflow. Employees must execute and process any applications, assignments or other documents that Medflow deems necessary or advisable to obtain intellectual property protection and to protect our interests therein.

## Fair Competition & Antitrust

Medflow is committed to compliance with the antitrust laws of the United States, competition laws of the European Union, and similar laws of other countries where Medflow does business. The laws are complex and guidance from the Legal department should be obtained to ensure clarity. Generally speaking, antitrust and competition laws may constrain or prohibit, among other things:

- Discussions among competitors about any topics of competitive significance, such as past, present or future prices, pricing policies, lease rates, bids, discounts, promotions, profits, costs, terms or conditions of sale, royalties, warranties, choice of customers, territorial markets, production capacities or plans, and inventories.
- Any understanding or agreement between a distributor or dealer and its supplier regarding the prices the dealer or distributor may charge for products or limits on a distributor's geographic territory, classes of customers, or ability to purchase or sell competitive products.
- Any arrangement where the parties agree to do business only with each other. This may be referred to as an "exclusive dealing arrangement."
- Conditioning a customer's ability to purchase one product or service on the purchase of another product or service or conditioning discounts upon a customer's commitment to purchase multiple product or service lines.

If you have any contact from a competitor or if any competitor attempts to discuss improper subjects with you, you should immediately object and end the discussion. In a group situation, such as a trade association meeting, this may require you to leave the room if the improper discussion continues after you object. Even after stating an objection, failure to withdraw from the group could be used to support an argument that an agreement existed if the improper discussion is continued. In many group situations, such as a trade association, a record of the meeting is maintained. You should ask that your objection (and if necessary, departure) be noted for the record and request a copy of the record. Any improper discussions should be promptly reported to the Legal department regardless of the steps taken by you to object and document the objection.

## Trade Associations

Participation in trade and professional associations may be acceptable and useful for networking and professional development. However, such participation can also pose substantial antitrust and competition law risk simply because employees from competing businesses are brought together to participate in the trade association's legitimate business activities. You must exercise extreme caution when attending trade association functions to ensure that all interactions with competitors comply with antitrust and competition laws and Medflow policy. Please notify the Commercial Director if you are a member of any trade associations.

## Money Laundering & Terrorist Financing

All of us, especially those who handle cash, must actively guard against the use of our products and services for purposes of money laundering, financing of terrorism or other criminal activity. Money laundering is the process by which individuals or organizations try to make the source of funds appear legitimate by concealing the criminal origin of the funds. Terrorist financing tries to conceal the destination and use of funds which may have legitimate or criminal origin. We need to look out for irregularities in the way payments are made, including but not limited to:

- Payments made in currencies other than the currency specified in the documents.
- Requests to make payments in cash or cash equivalents, such as travellers' checks or money orders.
- Payments made by someone who is not a party to the contract.
- Requests to make a payment greater than the amount owed.

## Bribery & Corruption

Wherever we do business, we comply with all anti-corruption laws. These laws prohibit the payment of money, gifts or other items of value to improperly influence others. In addition, some of these laws specifically make it a crime to bribe "foreign governmental officials." This term is broadly defined to include, among others, public or quasi-government hospitals, clinics and pharmacies in other countries, as well as their management teams and employees. The corrupt intent—that is, the intention of securing an improper business advantage—will be inferred from the circumstances of the payment of money, a gift or other item of value.

Because Medflow Life science LLC is based in the United States, employees must comply not only with the applicable anti-corruption laws where they are doing business, but also the Foreign Corrupt Practices Act, or FCPA. The actions of consultants, agents, distributors and others (e.g., joint-venture partners, franchisees, key sourcing partners) who violate the anti-corruption laws may be attributed to Medflow. Therefore, if you intend to engage a consultant, agent, distributor or other partner to perform services for Medflow, you must follow Medflow procedures for contracting, due diligence and training.

The U.K. Anti-Bribery Act has far-reaching implications for a global company like Medflow that maintains a presence in the United Kingdom. Although the Anti-Bribery Act overlaps significantly with the FCPA, it has implications that extend much further than the FCPA. Medflow employees must not engage in bribery of any kind, anywhere in the world, whether of a foreign government official or a private individual.

As every Medflow employee no matter their role contributes to our ability to professionally and reliably supply products to patients and consumers, we must, in each and every decision and choice of action we face, remember to always pause and ask 'What would the impact to the patient be if...?'



## Supply Chain Integrity

Our customers rely on Medflow to provide quality products and services around the world. Counterfeiting, diversion or tampering jeopardizes the ability of Medflow to perform. We need to follow processes and procedures to ensure the integrity and security of the supply chain. The security and integrity of the pharmaceutical supply chain has increasingly become a concern for trade regulatory bodies around the world. Medflow is particularly concerned because of our role in the production of pharmaceutical products and related services. We are committed to supporting initiatives and policies to help ensure a safer and more secure supply chain for pharmaceuticals. It is the responsibility of every employee involved in the supply chain to maintain an awareness of, and commitment to, enhancing the safety and security of the Medflow supply chain. We require our suppliers to fully comply with applicable laws, regulations, and standards of the countries in which they operate, and to verify that they will follow the supplier code of conduct or have adopted similar standards. In addition, Medflow is committed to developing and maintaining processes to prevent and detect the diversion of products bought and sold by Medflow. Diversion occurs when a customer purchases products at contract pricing and, rather than use the products for its own use, resells the products to a third party. Diversion is also a key focus of export control regulations because it poses the risk of products or technologies being used by unauthorized users or for purposes that were not intended.

## Trade Regulations

Medflow serves customers in many countries. Accordingly, we must comply with all applicable import and export control laws as products are moved across country boundaries. "Product" is defined very broadly to include such things as samples, machine parts and technical information (e.g., software and manufacturing processes). In the United States, such simple acts as sending a facsimile or allowing a foreign national to tour and observe some manufacturing processes could form the basis for a violation of U.S. export control laws.

We need to be aware that export control laws place restrictions on how Medflow can move products across country boundaries based on, among other things, the classification of the product, the identity of the end user or the intended end-use of the product. Export control laws also may prohibit Medflow from doing business with certain countries. Examples of frequent restrictions include:

- Exports and re-exports of goods, technology and software to specific countries, entities and individuals, and for certain end-uses.
- Imports from a sanctioned country.
- Disclosure of certain technology and software source codes to nationals of a prohibited country.

Contact the Commercial Director or Operations Director to confirm the legal trade status of any country before doing business with or in that country.

Imports everywhere are subject to detailed customs entry procedures, marking and labelling regulations, documentation and record-keeping requirements, duties and taxes. In addition, we may jeopardize preferential duty programs that result in significant savings for the company if these laws are not followed. All employees, agents and subsidiaries must comply with U.S. and local trade laws. Failure to do so may result in delays, fines, product seizures or criminal prosecution. Because of the complexity and frequent revision of international trade laws and regulations, no one should be involved in export or import activities unless trained on Medflow policies and applicable laws and regulations.

**Comply with all laws, regulations and rules · Avoid the appearance of impropriety**  
**Maintain accurate records · Value your customers and co-workers · Compete fairly**  
**Protect confidential information · Report concerns and suspected violations**



## Boycotts

A boycott means to abstain from using, buying or dealing with another person, organization or country as an expression of protest or as a means of coercion. In a business context, a boycott occurs when a third party agrees to do business with Medflow only if Medflow agrees not to do business with another party or country.

Employees and Medflow agents worldwide must comply with the U.S. laws and actions of the United Nations (the U.N.) pertaining to boycotted activities and countries, except to the extent these U.S. laws and U.N. actions conflict with local laws. U.S. law prohibits individuals and entities from participating in an unsanctioned boycott. An unsanctioned boycott is one that is not approved by the United States government.

The following actions are prohibited, if done for the purpose of complying with an unsanctioned boycott:

- Refusing, or agreeing to refuse to do business with another party or country.
- Discriminating, or agreeing to discriminate, on the basis of race, religion, sex, national origin or nationality.
- Furnishing, or agreeing to furnish, information about the race, religion, sex, or national origin of another person.
- Furnishing, or agreeing to furnish, information about business relationships with another party or country.
- Implementing letters of credit containing boycott terms.

The U.S. Secretary of the Treasury maintains a list of boycotting countries where all operations must clearly be reported. You must contact the a member of the Board of Directors if you receive a boycott request to ensure that the request is properly reported.

## Environment

Part of Medflow's commitment to the environment depends on employees to act in support of our environmental practices and initiatives. While business segments have designated employees who coordinate and manage environmental affairs for the company, all employees are responsible for environmental performance. We must try to minimize, to the extent practical, the adverse impact Medflow products, processes and services have on the environment.

Medflow facilities must comply with environmental laws and may not operate without the required environmental permits, approvals and controls.

## Political Activities & Contributions

When Medflow promotes a point of view to government authorities or makes political contributions, we must strictly adhere to the laws of the United States and, as applicable, the laws of other countries in which we do business. Contributions to political candidates may be prohibited or regulated under the election laws of the United States or other countries, as well as under the U.S. FCPA and other applicable anti-corruption laws.

Direct contributions of Medflow funds to candidates or political parties is prohibited. Any indirect contributions, for example, through corporate association memberships or dues, should be reviewed with the Legal department.

You are, of course, encouraged to participate in the political process. In the conduct of your personal, civic and political affairs, however, you should always make clear that your views, actions, gifts and contributions are your own and not those of Medflow. In addition, you may not use Medflow resources to support your choice of political parties, causes or candidates. If you are seeking elective office or wanting to accept an appointive office, notify your manager and explain how the duties of the office may affect your job performance.

## Government-related Entities

Employees involved in sales to government organizations must be aware of the special rules, laws and regulations that apply to these markets. If you have questions about selling to government organizations, institutions funded by a government agency and / or individuals who work for a government entity or organization, contact the Legal department.

## Government Inquiries

Medflow is regulated by various domestic and non-U.S. governmental agencies. This means that from time to time, employees may come in contact with government officials responsible for enforcing the law. You must contact the Legal department immediately upon receiving a request for information from a government agency beyond what is normally provided on a routine basis. Medflow, as a legal entity, is entitled to the safeguards provided by law, including but not limited to representation by legal counsel. When asked by a government official to provide information, if it is determined after consultation with the Legal department that such provision by the company is necessary or advisable, you are required to provide that information honestly and truthfully.



**In applying our standards of business conduct to your work life, you may have questions or may need to raise concerns about conduct that you suspect lacks integrity or is in violation of our Code, the company's policies or applicable laws.**

### **Ask Questions & Seek Guidance**

When such situations arise, you should ask questions, seek guidance or otherwise raise concerns. You are encouraged to speak to your manager or contact your Human Resources representative. If you do not get an adequate response, you may contact a member of the Board of Directors.

### **Investigation & Resolution**

When you ask a question, seek guidance or raise a concern about a suspected violation, appropriate company officials will promptly respond to the matter. If a concern regarding a violation is substantiated, the situation will be resolved through appropriate corrective actions. Corrective actions may include, among other things, clarification of a company policy, additional training, facility or process change, or disciplinary action. Whenever possible, you will be informed of the status of the investigation and the outcome of the matter. However, Medflow has confidentiality obligations to all employees, both those who report concerns and those investigated, that must be respected. Medflow handles inquiries and investigations confidentially and discloses the substance of your inquiry and/or your identity, if you choose to provide your name, on a strict need-to-know basis, to the extent deemed necessary by Medflow to conduct a thorough investigation and respond appropriately to the issue raised.

### **Accounting, Auditing, Internal Controls or Financial Reporting**

Medflow is committed to maintaining compliance with all applicable securities laws and regulations, accounting standards, accounting controls and audit practices. You may submit verbal or written concerns or reports of possible violations regarding accounting, auditing, internal controls or financial reporting to a director of the business as long as they are not directly related to or involved in the matter of concern.

### **No Retaliation**

Medflow does not tolerate retaliation and will not discharge, demote, suspend, threaten, harass, or in any manner retaliate against anyone who in good faith makes a complaint, reports a potential violation, or raises a concern about any actual or suspected violation of our standards of business conduct, or any applicable laws, standards or regulations. Supervisors, working together with their HR representatives, are responsible for taking appropriate measures within their areas of responsibility to prevent any retaliation. If you believe you have been retaliated against for providing such information, immediately contact a member of the Board of Directors.

**Legal standards of conduct provide only the minimum acceptable level of business conduct. Medflow employees strive for a higher standard by working together with the communities and governments where we do business.**

# UNITED FOCUS

At Medflow, it is our values that unite and focus us as an organisation. They inspire and guide our behaviour. It is by our actions that we demonstrate our values every day.

## VALUE

We ensure that we responsibly price all goods and services, never overcharging or engaging in anti-competitive practices

## PEOPLE

We are committed to the development, promotion, and engagement of our people

## INNOVATE

We source new & innovative solutions, refine our processes and collaborate with new business partners to increase the value we give to our customers

## INTEGRITY

We demonstrate respect, accountability and honesty in every interaction

## EXCELLENCE

We work with passion to exceed our customers' expectations every day

