

Supplier Code of Practice

Vital Healthcare Group



Finding Your Way Around

Vital Healthcare Compliance Principles	3
Health & Safety	4
Employment & Human Rights	5
Environmental Protection	6
Bribery & Corruption	6
Confidential Information	7
Data Protection & Privacy	7
Competition (Anti-Trust) Laws	8
Tax Compliance	8
Intellectual Property	9
Product Safety & Quality	9
Export Controls & Sanctions	10
Managing Compliance	10

Vital Healthcare

Compliance Principles

Our Code of Conduct is based on the simple principle that, across the Vital Healthcare Group, in everything we do, we must Do the Right Thing.

This means that we comply with all the legal and regulatory standards that apply to our activities. But it also means more: we will always aim to follow best practice and to act fairly in whatever we are doing.

We each have the obligation to:

Do the Right Thing

- We must Do the Right Thing every day.
- We follow the laws and internal policies and procedures that apply to our jobs.
- We ensure that our actions are consistent with best practice and our own values.
- We take responsibility for our decisions.

Know Our Stuff

- We know this Policy.
- We know other laws and internal policies and procedures that apply to our jobs.

Stop & Ask

If we are not sure how to Do the Right Thing, we Stop and Ask. We can always ask for advice from our line manager, management or HR in our business, or the legal team.

Raise a Concern

We must Raise a Concern if we think that something wrong or illegal is happening in our business.

Health & Safety

Principle

Ensuring the health and safety of everyone we deal with is fundamental to business performance and long-term business success. No task is so important that you cannot choose to do it safely.

What this means

We will always support you when you choose to work safely.

If anyone in your business believes safety is at risk of being compromised, they must feel able to intervene and stop the work.

Our suppliers should comply with all applicable laws and regulations regarding occupational health and safety, and to provide a clean, safe and healthy workplace, designed to prevent accidents, injury and illness during the course of work.

Suppliers working at a Vital Healthcare Group premises must work in a way that assures their own safety and the safety of others and is in compliance with applicable health and safety requirements including our policies and procedures.

Suppliers should provide their employees, including new or reassigned workers, regular and recorded health and safety training.

Any emergencies that may impact Vital Healthcare activities must be reported promptly.

You will facilitate reasonable HSE inspections by us. You will also provide us with accurate HSE performance information where we request it.

Employment & Human Rights

Principle

Vital Healthcare observes internationally recognised human rights standards, including the United Nations Universal Declaration of Human Rights, the United Nations Guiding Principles on Business and Human Rights and the International Labour Organisation's Declaration on Fundamental Principles and Rights at Work. We ask our suppliers to do the same.

What this means

Specifically, you should ensure that your employees and other workers are:

- Provided with a safe working environment;
- Paid fairly and on time for the work they do;
- Not subject to any form of duress by their employer, such as having to repay large loans or having their passport retained;
- Not discriminated against because of their gender, disability, religion, age, ethnicity, marital status, sexual orientation or any other status protected by applicable law;
- Not subjected to any form of slavery, including forced labour, compulsory labour or child labour;
- Not under the legal minimum age of employment.

You should promptly advise us if you are not able to meet these standards at any point, or if any third party in your supply chain involved in the provision of products or services to us is not able to meet these standards.

In many countries, national laws set standards that are at least as high as those set out in human rights standards. When that is the case, national laws should be followed. However, when national laws do not provide a suitable level of protection, human rights standards should be observed. If a conflict between national law and international human rights standards occurs, we expect you to respect national law while endeavouring to protect human rights.

Environmental Protection

Principle

We expect you to comply with all laws and regulations that support the protection of the environment.

What this means

You will ensure that your activities are conducted in compliance with all applicable environmental laws and regulations, including:

1. The use of natural resources such as water;
2. Licencing of certain operations, storage and emissions;
3. The safe transport of products;
4. The reuse of packaging and other forms of waste;
5. Carbon emissions;
6. Deforestation protections.

You must observe our policies and procedures on environmental protection while undertaking work for Vital Healthcare, including regarding spillages or releases of products that have an impact on the environment or on third parties.

Bribery & Corruption

Principle

You will not be involved in bribery or any other form of corrupt activity.

What this means

Bribery and corruption may exist where a person does not act in the best interests of the organisation that they represent because of some personal benefit they have received or hope to receive from a third party

You will maintain and communicate suitable policies in your business that make clear that none of your employees or third parties that you utilise in your supply chains should offer, give or accept any bribe.

Specifically, any gifts, hospitality, sponsorship or other benefits that you offer or receive in the context of the work you do for Vital Healthcare must be modest and not designed to improperly influence the outcome of any decision.

Confidential Information

Principle

You will not share confidential information inappropriately or use confidential information that should not be in your possession.

What this means

While we always want to hear about developments in the marketplace, we do not want you to share with us confidential information that we are not permitted to receive. And, equally, you must not share with any third party any confidential information that you have about us.

If you inadvertently send us confidential information that we should not have received, you must notify us immediately. And, if you inadvertently share confidential information about Vital Healthcare with any third party, you must immediately let us know.

Data Protection & Privacy

Principle

You will collect and use personal information carefully and in compliance with relevant data protection and privacy laws.

What this means

We may collect information about our employees, customers or other individuals and you may process that data on our behalf when requested to do so. When this is the case, you must always follow relevant data protection and privacy laws and ensure that all of your employees and any third parties you utilise who handle that information understand that it should be used securely and for legitimate reasons only. You must maintain suitable IT and management controls to ensure personal information is properly used.

You must let us know immediately if you have any incidents that occur in relation to information you are processing on our behalf, particularly if there is a data security breach.

Competition (Anti-Trust) Laws

Principle

You will take all steps necessary to ensure that you are fully compliant with applicable competition (also known as anti-trust) laws.

What this means

As stated in Section 5, you must not share confidential information about us with any of our competitors and you must not share with us confidential or pricing information that you have about our competitors.

You will ensure that you provide suitable training on relevant competition laws to relevant employees within your business.

Tax Compliance

Principle

You will not engage in or facilitate any deliberate underpayment of taxes that are due.

What this means

You will correctly declare all income and be transparent with tax authorities about your transactions.

You will take reasonable steps to prevent your employees, contractors or representatives from facilitating tax evasion by third parties.

You will notify us immediately where you have concerns regarding any action taken by your employees, contractors or agents in relation to your dealings with Vital Healthcare, or where you suspect that another party in our supply chain may have engaged in tax evasion.

Intellectual Property

Principle

You will not sell products or provide services that deliberately or clearly infringe the intellectual property rights of any third party.

What this means

You will respect the intellectual property rights of third parties by only using trademarks, designs and technology that have been legitimately acquired and licensed.

Product Safety & Quality

Principle

We respect the rights of the consumers of the products we sell. Every product you sell us must be safe, comply with relevant standards and be accompanied by legally required product information.

What this means

You must ensure that any product you sell us is safe for the purpose for which it is intended and complies with all relevant standards for that product. You will provide or make available to us relevant product safety documentation, as may be required by law.

You must also notify us immediately where you have any concerns that a product may be unsafe or not compliant with standards relevant to it.

When relevant, you will work to satisfactorily address customer concerns about the products you sell us.

Export Controls & Sanctions

Principle

You will strictly comply and without exception conduct your business in accordance with all applicable export controls, sanctions and embargoes laws and regulations.

What this means

Some governments maintain restrictions on products (including their components, materials, designs and technology) and may prohibit or require licences prior to supplying controlled products to certain recipients and users. They may also maintain restrictions on doing business with certain countries, industry sectors, organisations or individuals. You will maintain suitable controls to ensure that the products, whether hardware, software, information and services, you sell comply with applicable export controls and sanctions laws.

You must advise us and provide the export control classification information required, as well as providing supporting documentation and/or copy of applicable authorisation or exemptions if any of the products you sell are classified as dual-use products or are otherwise subject to export controls restrictions.

Managing Compliance

Principle

You will have in place appropriate internal policies and procedures to cover your legal and ethical obligations, including the areas covered in this Code of Practice. You will ensure that you keep adequate, accurate and secure records so you can demonstrate compliance.

What this means

We expect you to have in place an appropriate set of internal controls to ensure that you meet the standards set out in this Code. These controls should be supported by clear leadership on ethics and compliance matters from senior people in your business.

Keeping records of your internal controls, such as risk assessments, policy communications, training and other internal communications, is important because it allows you to prove the controls you had in place if there are problems in the future.

In the same way that we engage with you about the subjects covered in this Code, it is your responsibility to communicate your policy on those subjects to your suppliers, representatives and other third parties involved in your business.

We will take suitable steps where a supplier does not follow the standards set out in this Code of Practice. This may include not placing any further orders and the termination of our agreement.



**Vital
Healthcare**

Vital Healthcare
Fannin House
South County Business Park
Leopardstown, Dublin 18
D18 Y0C9, Ireland
T: +353 01 290 7000
E: contactus@vitalhealthcare.com
vitalhealthcare.com