

Our Code of Conduct

Vital Healthcare Group



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Our Code of Conduct

What is the purpose of the code?

- The Code sets out the obligation on all employees to Do the Right Thing, and how this can be achieved.
- The Code sets out the requirements for each Group business to ensure that it has appropriate legal and compliance processes in place.
- It explains how we can Raise a Concern.

Who does this code apply to?

The Code applies to:

- Directors and employees of Vital Healthcare and every business in which Vital Healthcare has a controlling interest.
- Part-time, fixed-term and agency employees of those businesses.

Third parties representing any business in Vital Healthcare must be asked by the relevant Vital Healthcare business to confirm that they will follow the standards set out in this Code, unless the business is satisfied, and has documented, that those third parties are already subject to comparable standards.

What happens if I do not follow this code?

Directors and employees who do not follow this Code are subject to disciplinary action, up to and including dismissal. Examples of behaviour that may result in disciplinary action include:

- Deliberately breaching this Code.
- Asking or encouraging others to breach this Code.
- Failing to report a clear breach of this Code.
- Retaliation against a person who has Raised a Concern.

Do Senior Business Leaders have additional obligations?

Yes. While each of us is responsible for complying with the Code, the Leaders of each Group Business have the following additional responsibilities:

- Promoting the Code;
- Ensuring compliance with all legal and regulatory obligations that apply to each Group business, including the identification and management of compliance risks in the business;
- Ensuring their Group businesses are equipped to comply with the Code and that the processes and procedures within each Group business are clearly defined;
- Ensuring training in respect of the Code and other compliance matters occurs in accordance with Group policy;
- Promoting awareness of how to Raise a Concern and expose any breaches of the Code;
- Promoting awareness of Vital Healthcare's channels for reporting illegality or wrongdoing among employees and protecting whistleblowers from retaliation and ensuring their confidentiality is maintained as far as is practicable; and
- Appointing a Compliance Co-ordinator to assist them in carrying out the functions set out above.

What about our other policies, procedures, or requirements?

- This Code applies to all our activities. However, our businesses will generally have more detailed policies and procedures in place in relation to many of the topics covered by the Code.
- The more detailed policies and procedures operate in addition to this Code, adding detail to the general principles set out here.
- In some cases, those policies will set higher standards than those contained in this Code. If that is the case, the higher standards must always be followed.

How We Do the Right Thing

This Code is based on the simple principle that, across the business, 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.

More details on how to do this are set out on pages 10 to 11.

How do we make the right decisions?

Each of us makes thousands of decisions each year that enable our businesses to grow and progress. However, the best approach may not always be straightforward. At these times, it is helpful to take a moment to consider how We Do the Right Thing, and to apply them to the scenario we face. While this Code of Conduct and the checklist tool below cannot foresee every situation, the following questions will help us arrive at the correct decisions.

How to Raise a Concern

Why should I raise a concern?

- Raising a Concern is the Right Thing to Do.
- We have a responsibility to Raise a Concern if:
 - » Something is not right, or does not feel right, or
 - » We think that something is being done illegally or unethically.
- We can Raise a Concern with our manager or with senior management in our business. We can also Raise a Concern confidentially and anonymously via Safecall if we wish.
- Raising a Concern protects you, each of our colleagues, our business, and all our stakeholders. It an important responsibility that we have to each other. Raising a Concern is always safe to do, and it is always the Right Thing to Do.

In addition to the below information, Raise a Concern FAQs provide further detail on what happens when a concern is raised.

How can I raise a concern?

Speak to someone in your business

Contact your Line Manager, HR Manager, HSE Lead, Compliance Co-ordinator, Legal & Compliance or a member of the leadership team.

Contact Safecall, an independent service for Raising Concerns

We can use the following Freephone numbers:

Austria	00800 72332255	Italy	00 800 7233 2255
Belgium	00800 72332255	Luxembourg	00800 28502
Brazil	0800 892 1750	Netherlands	00800 72332255
Canada	1877 59 98073	Norway	00800 72332255
China (China Telecom)	10800 4400682	Poland	00800 72332255
China (China Unicorn)	10800 7440605	Spain	00800 72332255
Czech Republic	00 800 72332255	Sweden	0850 252 122
Denmark	00 80 25 41 90	Switzerland	00 800 7233 2255
Finland (Elisa)	999 800 7233 2255	Taiwan	00801 444460
Finland (Telia Sonera)	990 800 7233 2255	United Arab Emirates	8000 4413376
France	00800 72332255	United Kingdom	0800 915 1571
Germany	00800 72332255	USA	1 866 901 3295
Ireland	1800 812740		

This service is available 24 hours a day, every day of the year.

We can use Safecall's website: www.safecall.co.uk/file-a-report

We can send an email: vitalhealthcare@safecall.co.uk

You will always be supported if you Raise a Concern about a legal or ethical issue. Retaliation against a person who Raises a Concern is prohibited.

Who are Safecall?

Safecall are an independent third party business who provide a service that allows employees to Raise a Concern about legal or ethical issues within the business where they work. Safecall are not part of Vital Healthcare.

Do I have to use English?

No. If you call, you will be able to speak in your native language, through an interpreter. Safecall's website operates in over 40 languages

What happens if I Raise a Concern?

When you contact Safecall:

- You will be asked to provide some relevant information about your concern so that it can be properly investigated.
- If you do not know the answer to any question, you can simply say so.
- You will not be recorded.

Can I remain anonymous?

Yes, if it is allowed under the laws of your country. Safecall are an independent third party and your details will only be shared with Vital Healthcare if you choose to do so.

Who investigates?

- A report on your concern will be sent to the Legal & Compliance team and given to an appropriate person to investigate.
- All concerns will be treated seriously and discreetly.

Will my business know if I Raise a Concern?

- Your concerns will be investigated objectively and fairly and, where needed, corrective action will be taken. In order to do this, the business will often need to be made aware of the report in order to investigate the issues raised. The General Counsel of Vital Healthcare will always be made aware of the report.
- Any form of retaliation or discrimination against a person who has in good faith Raised a Concern will not be tolerated. Any such action will be treated as a serious disciplinary matter. If you see any retaliation or discrimination taking place, you must report it immediately.

How We Work

What you'll find in this section:

1. We work safely
2. We ensure fair employment practices
3. We avoid conflicts of interest

1. We work safely

Why is this important?

- Patient safety is part of who we are as a company. And nothing we do is so important that it cannot be done safely every time.
- We must all make sure that we work safely and do not put ourselves, our colleagues, customers or the wider public at unnecessary risk. This includes following the health and safety policies and procedures that apply to our jobs. But it also means that we Stop and Ask if we are not sure how to do something safely, and Raise a Concern if something is being done unsafely.

What's required?

- We follow all the health and safety policies and procedures that apply to our work.
- We attend any training that is provided on those policies and procedures.
- We Stop and Ask or Raise a Concern if we see something that is unsafe, can be improved, or we're not sure how to do something safely.
- Managers and directors bear a particular responsibility to provide clear leadership on health and safety issues.
- We never do anything that jeopardises somebody's safety.

What to look out for:

- Any unsafe practice, even if it is being sanctioned by a member of management.
- Any risk that has not already been spotted, and where improvements can be made.

Examples:

Q: My boss has just told me to do something, and I know it's not safe. Should I just go ahead?

A: No. If you are not satisfied that an activity is safe, do not proceed. Discuss the issue and agree how the work can be done in a safe manner. You can always Raise a Concern if you need to.

Q: We're really busy at present and I just don't have time to follow our normal safety routines. Presumably the most important thing is to get the orders out?

A: No. The most important thing is to ensure that all our work is done safely. Nothing takes priority over this.

2. We ensure fair employment practices

Why is this important?

- We know that fair employment practices mean more than just meeting our legal obligations.
- We are committed to providing work environments which are open and fair, where everyone is treated with respect, and where differences are embraced.
- We are committed, at a minimum, to our businesses complying with all applicable laws on equal treatment, wages, working time, leave, freedom of association, the protection of our colleagues' privacy and personal information, and other working conditions.

What's required?

- We ensure that no colleague or job applicant is adversely treated because of their characteristics. We make all employment decisions based on merit and business considerations alone.
- We follow HR policies and procedures that apply in our business.
- We ensure that the privacy of all colleagues is respected and that personal information about employees is kept secure and used only in appropriate ways.
- Raise a Concern if we think unfair employment practices may exist within our business.
- We never bully or harass any person in the workplace and never tolerate any action that could be seen as bullying or harassment.

What to look out for:

- Any behaviour that creates a hostile or intimidating workplace.
- Discrimination against any person based on their age, gender, family status, civil status, sexual orientation, religion, race, disability, political affiliation, or other protected characteristic.
- Information about our employees that is not being kept securely, or is being accessed or used inappropriately.

Examples:

Q: I know that another colleague is being bullied, but I am not sure if I should get involved. What should I do?

A: You should raise this with HR or your business's management. Don't assume someone else will. HR, or the management of the business, will ensure that the matter is investigated and appropriate action taken. If they do not, you should Raise a Concern.

3. We avoid conflicts of interest

Why is this important?

- We must make decisions in the best interests of the organisation we work for.
- We need to ensure that there could never be a question as to whether we are Doing the Right Thing as a result of personal interests that are, or could be seen to be, conflicting with the interests of the organisation.

What is a conflict of interest?

- A conflict of interest is a situation where an individual's personal interests or relationships could conflict, or could be perceived to conflict, with their obligation to act in the best interests of the company.

What's required?

- We raise and document any conflicts of interest.
- We do not take part in any decision if we are subject to a conflict of interest, unless express written approval has been given.
- We do not accept external roles or appointments if they will be, or could be seen to be, in conflict with our existing job without appropriate approval.
- We do not make any improper personal gain or benefit from our position in the business.

What to look out for:

- Employing, promoting, or supervising family members or close friends without disclosure or approval.
- Ownership interests or directorships in business partners or competitors of Vital Healthcare.
- We do not make any improper personal gain or benefit from our position in the business.

Examples:

Q: I'm in charge of appointing a new supplier. My husband is a manager in one of the companies that is competing for the business. Should I disclose this?

A: Yes. Depending on the role your husband has in the other company, this is, or could be seen to be, a conflict of interest. You should discuss this with your line manager in the first instance.

We Protect Our Business

What you'll find in this section:

4. We protect buildings, vehicles and IT security
5. We protect intellectual property
6. We maintain accurate records and reports

4. We protect buildings, vehicles & IT security

Why is this important?

- We are all responsible for taking care of the assets of the business such as buildings, vehicles and IT.
- Failing to maintain, or breaching, good IT standards can expose the business to fraud or loss of confidential or personal information.
- Failing to protect buildings, vehicles and other tangible assets can lead to theft, safety considerations for us and the public, and other material business risks.

What's required?

- We follow all internal policies and procedures on the use of business assets.
- We ensure that IT security is maintained at all times in accordance with the Vital Healthcare Information Security Policy.
- We ensure that our assets are appropriately insured.
- We do not use business assets for personal use unless this is expressly allowed by our internal policies, nor do we dispose of them at an undervalue.

What to look out for:

- Weak or missing controls to prevent assets being misused, damaged, or lost.
- Business assets being sold below market value.
- Using business assets for personal use without permission.

Examples:

Q: I know the laptops in one of our acquired businesses are not encrypted and I am a bit concerned that if they were left behind somewhere, a lot of important information would be lost. What should I do?

A: You should Raise a Concern about this. It's important that we protect the personal and/or commercially sensitive information on laptops and other devices. Suitable security should be in place for all IT systems and equipment.

5. We protect intellectual property

Why is this important?

- Our businesses' own valuable brands and intellectual property.
- We may also have valuable databases that contain information about suppliers or customers.
- Our business partners also often licence their intellectual property to us.

What's required?

- We should protect any valuable brands or other intellectual property that we own, for example by registering brands as trademarks.
- We must consult with Senior Management and get legal advice before any new brands or other intellectual property are developed or registered.
- We comply with our obligations in respect of any intellectual property licenced to us.

What to look out for:

- Brands or other intellectual property developed by the business which have not been protected through registration.
- Launching a new brand or product that we have invented before checking if it can be protected through registration.
- The analysis and creation of business information and processes using AI. This could have intellectual property implications – we should always consult Legal & Compliance.

Examples:

Q: I have developed a new brand and want to launch it as soon as possible. Should we check whether this can be registered as a trademark or just go ahead and look after registration afterwards?

A: You should check this out and get advice as soon as possible. There could be a problem if we launch the brand and it turns out to breach another party's trademark.

6. We maintain accurate records & reports

Why is this important?

- Accurate records and reports allow each of us to run the business effectively and to report to our shareholders and other stakeholders accurately in respect of financial and non-financial data.
- It is fundamental to healthcare products to ensure traceability.
- Any deliberate or negligent behaviour to the contrary may constitute fraud.

What is a record?

- All forms of information created or received by our businesses constitute a record, regardless of whether it is in paper form, emails, Teams chats, text or instant messages, notes or memo.

What's required?

- We follow all internal reporting standards for financial and non-financial reporting, including those related to Generally Accepted Accounting Principles (GAAP), and other relevant legal requirements.
- We comply with our internal financial controls.
- We must keep necessary records required under healthcare laws, regulations and industry practice.
- We produce reports to management that are accurate, timely and complete.
- Each business must ensure that all applicable taxes are paid on time and that suitable controls are in place to ensure tax compliance and prevent tax evasion.
- We keep records well organised and comply with any applicable document retention policies.
- We must not delete any records that we are aware may be needed for an investigation or for other legal reasons. If in doubt, seek legal advice.

What to look out for:

- Inaccurate recording of financial or business performance.
- False or misleading reporting.
- Financial policies or procedures not being followed or circumvented.
- Disorganised retention or disposal of records.
- Any issues we have getting products to market because of product registrations or records.

Examples:

Q: I'm being told to include numbers in a management report that I know are wrong. Should I go ahead?

A: No. You should never be asked to include inaccurate numbers or other inaccurate information in any report. You should Raise a Concern about this as soon as possible.

Q: We are having difficulty confirming one of the responses for our emissions reporting. Is providing a calculated guess appropriate?

A: No. This is a situation where you should Stop and Ask. Contact Sustainability lead for further guidance.

We Do the Right Thing in Our Business Dealings

What you'll find in this section:

7. We maintain trust with customers, suppliers and other stakeholders
8. We do not tolerate bribery & corruption
9. We protect consumers
10. We protect personal information
11. We protect confidential information
12. We ensure product quality, supplier integrity and human rights

7. We maintain trust with customers, suppliers & other stakeholders

Why is this important?

- Our stakeholders include our customers, suppliers, shareholders, advisors, regulators, and the communities where we live and work. We respect and work together with our stakeholders at all times.
- We work hard to develop and maintain the trust of our stakeholders. We have an important role in providing healthcare services to the public and we respect the responsibility that comes with this role.

What's required?

- We make sure all our communications are clear, honest and accurate.
- We protect our relationships by making sure everything is done legally and ethically.
- We respond accurately and promptly to requests for information from regulatory bodies.
- We Raise a Concern if any regulatory investigation is threatened or starts.
- We never keep potential issues to ourselves.
- We always remember our role supporting healthcare professionals and ultimately support patients.

What to look out for:

- Commitments to our suppliers, customers or other stakeholders that are not being kept.
- Communications that are unclear or inaccurate and likely to cause problems in the future.
- Dealings with any regulatory bodies that are not being managed properly and have not been notified to the Legal & Compliance team.

Examples:

Q: I've had a number of complaints about the service we're providing. I haven't been able to resolve them, but I'm sure the whole thing will just blow over. There's no need to mention to my manager, is there?

A: If customers are complaining about the service we are providing, it's important that your line manager and perhaps other members of management know about it. If complaints are not handled properly they can lead to more serious events, such as legal action or investigations by regulators.

8. We do not tolerate bribery & corruption

Why is this important?

- A bribe is any personal benefit given in return for, or in expectation of, preferential treatment.
- If a person is given money, a gift, or some other personal benefit there is a risk that their decisions will be wrongly influenced – that is, corrupted.
- Giving or receiving bribes is a criminal act for us in every country where we do business, even when consistent with the local custom or practice. Laws such as the UK Bribery Act 2010 or the US Foreign Corrupt Practices Act 1997 mean that people who give or receive bribes can be fined or even sent to jail.
- Businesses have a legal obligation to check that their representatives, such as sales agents and advisors, are not involved in bribery on their behalf.
- If we are dealing with government or other public sector clients or customers, we must be especially careful.

This Code has been drawn up in alignment with, and supports, the aims and intentions of the United Nations Convention Against Corruption (UNCAC).

We have zero tolerance for any form of bribery and corruption.

What's required?

- We take additional precautions if doing business in high-risk countries, including doing background checks on the people we are dealing with and having appropriate controls in place.
- We follow the Vital Healthcare Anti-Bribery & Corruption Policy and the more detailed policies and procedures in our business on the giving and receiving of gifts, hospitality and donations.
- We always keep a record of dates, times, locations, names, topics, and desired outcomes of any discussions with public officials to ensure transparency.
- We must include appropriate controls in all contracts with sales agents or other intermediaries requiring that they do not engage in bribery in connection with dealings that they undertake on our behalf.
- We Raise a Concern immediately if we believe bribery or corrupt practices could be taking place in our business. We will always be supported in Doing the Right Thing.
- We never offer, request, give or accept any bribe. This includes never making “facilitation payments” – small payments to public officials to speed up administrative functions.
- We never offer or provide sponsorship or charitable donations using business assets, or on behalf of the business, without express approval in writing from the CEO of the business that you work.
- We do not make a political contribution to a party, campaign or candidate without the prior written approval of the CEO of the business you work.

What to look out for:

- Giving or receiving gifts or hospitality that could be seen as excessive or inappropriate.
- Doing business in countries which have a problem with corruption, which should never occur without suitable background checks and additional controls being in place.
- Background checks that indicate that a third party has been involved in bribery or any other form of illegal activity or is closely connected with government parties.
- Agents or other third parties being paid significant fees by the business to provide vague services.
- Third parties that sign documents on our behalf such as freight forwarders are our representatives: we need to ensure that they comply with these obligations.

Every business in the Group will have more detailed Policies & Procedures, including when gifts, hospitality and donations are allowed.

Examples:

Q: A supplier has offered to bring me to the Champions League final if I place a big order before the end of the month. Should I disclose this?

A: Yes. This appears to be highly inappropriate. You should Raise a Concern immediately and make no decision on the order in the meantime.

Q: We're trying to win some new business from a big customer. The person I am dealing with has said our chances will improve if we sponsor a local ice-hockey team that he manages. I know it's a good cause, but I am still a bit uncomfortable. Should I raise it internally?

A: Yes. While we may provide sponsorship in some circumstances with the approval of the Managing Director in your business, this request appears to be completely inappropriate. You should Raise a Concern.

9. We protect our customers

Why is this important?

- As a manufacturer of products, we have responsibilities in relation to product quality and fitness for purpose.
- We should also ensure that all communications are not confusing or misleading for our customers.
- If we are selling items to consumers we must provide them with certain levels of information about the products and services they buy from us, including the price.

What's required?

- Product safety is of utmost importance and we must ensure that all claims in respect of our products are not misleading and underpinned by appropriate scientific studies when appropriate.
- We ensure:
 - » All our dealings with consumers are fair, clear, honest, and provide appropriate context;
 - » Our advertising and marketing communications and our websites are clear and not misleading;
 - » Consumers are clear on our terms of business
- We follow any sales training or other policies and procedures in our business.
- We protect our customers' data.
- We ensure customer complaints are handled effectively and quickly, and raised at a more senior level in the business if necessary.
- Product recalls are treated seriously and relevant stakeholders are informed immediately.

What to look out for:

- Sales to consumers where the price is not clear.
- Sales made to consumers where our terms of business are not provided.
- Advertising, marketing materials or websites that are confusing or misleading, or claims that are made which are not appropriately substantiated or evidenced.
- Complaints that are not being addressed properly.
- Products that are subject to multiple recalls.

Examples:

Q: We've just launched our new website. Our customers seem to really like it and are already placing orders. I haven't had time to include our terms and conditions yet, but I'll get to it eventually. Is there a problem?

A: Yes. If the website can be used by consumers, then it must contain a clear statement of what terms and conditions apply to their purchases. The website needs to be updated immediately.

Q: We are having difficulty confirming one of the responses for our emissions reporting. Is providing a calculated guess appropriate?

A: No. This is a situation where you should Stop and Ask. Contact Sustainability lead for further guidance.

10. We protect personal information

Why is this important?

- We must keep any personal information we hold safe and well organised and not share it with other organisations unless we have permission.
- If we have information about any person, they are entitled to get a copy of it.
- These are legal requirements under data protection laws in most countries where we do business.
- The transfer of data between different jurisdictions (including Vital Healthcare Group companies) needs careful consideration.
- Patient and medical data is sensitive and requires strict controls.

What's required?

- We protect personal information and delete it when it's no longer needed.
- We use information only in ways that the person in question would expect or to which they have agreed.
- We regularly assess the personal data risks in our business and take action, where needed.
- We do not share personal information unless the recipient has a need for it and will look after it, and if any data is lost or accidentally transferred it is escalated.
- We never input personal data into public artificial intelligence tools such as ChatGPT.

What to look out for:

- Customer databases and other customer information that are not properly protected.
- Customer information being used in ways that the customer would not expect or to which they have not agreed.
- Requests for information from people whose information we hold that are not being dealt with properly and in line with our internal policies and procedures.
- The collection or sharing of personal information without Data Protection Impact Assessments.
- The sharing of data between different jurisdictions.

Examples:

Q: I've mislaid my mobile phone with customer details and other information on it. I got it from IT, but I am not sure if it was encrypted. Should I mention it?

A: You should Raise a Concern about this immediately. The mobile phone should be password protected but you should not take a chance on this, and there might be additional steps IT can take to protect the information.

Q: I accidentally attached the wrong file to an email with a customer list and sent it to one of the customers. The customer said he deleted it. Is this all I need to do?

A: No. This likely constitutes a data breach. It is important to contact Legal & Compliance to ensure that appropriate steps are taken. Thanks for taking the time to Stop and Ask.

11. We protect confidential information

Why is this important?

- When we deal with other businesses, it is essential that confidential information is kept secure and not shared without permission. This applies to information about us as well as to information about third parties we deal with.
- If we are in any doubt about whether information can be given to a third party, assume that it is confidential and check before sharing anything.

What's required?

- We must keep all confidential information secure and must not disclose it to people who do not need to receive it.
- We mark confidential information "confidential" if sent outside the business.
- We ensure our customers, suppliers and advisors are required to keep any commercially sensitive information about us confidential.
- If we receive confidential information in error, we do not use it, and, if possible, we return it to the person who sent it.
- We never use confidential information about a former employer.
- We never input confidential information into an artificial intelligence platform unless the platform has been approved in accordance with the acceptable use policy in your business.

What to look out for:

- Confidential information that is not kept secure.
- Confidential information sent using unencrypted means.
- Confidential discussions that could be overheard.
- Confidential information being used to generate outputs using artificial intelligence.

Examples:

Q: We were discussing a potential new customer at the local coffee shop yesterday. Surely no one would be interested in listening to that?

A: Commercially sensitive discussions should never be held in places where they might be overheard, such as in cafes, or on trains or planes.

12. We ensure product quality, supplier integrity & human rights

Why is this important?

- We must know the products we sell are good quality, are what our customer ordered, and meet all applicable legal and regulatory standards.
- Product safety is a core focus of our business.
- We are also committed to ensuring that, as far as practicable, the products bought and sold by Vital Healthcare Group businesses are manufactured, transported and sold without any:
 - » Bribery or other form of corruption;
 - » Failure to comply with environmental protection standards;
 - » Breaches of human rights, including slavery and human trafficking;
 - » Unsafe working practices;
 - » Breaches of trade sanctions or export control laws;
 - » Money laundering and terrorist financing;
 - » Failures to comply with applicable tax laws.
- Vital Healthcare is opposed to slavery and human trafficking, including child and forced labour, in any part of our activities or our upstream or downstream supply chains, and we are committed to having adequate policies and procedures in place to identify and prevent these practices.

What's required?

- We only buy from reputable suppliers, and only sell products that are safe, of good quality, and which comply with all applicable legal and regulatory standards.
- We follow the Vital Healthcare Group Supply Chain Integrity Policy and Human Rights Policy and the more detailed policies and procedures on appointing suppliers and selecting new products which exist in our business.
- We have risk assessments in place that take into account product quality, supplier integrity and human rights risks, and undertake appropriate due diligence.
- We do not ignore concerns about human rights in our upstream or downstream supply chains.
- We monitor customer complaints and returns to ensure that product issues are addressed.

What to look out for:

- Suppliers being appointed or products being ordered before suitable risk assessments have been done and appropriate controls put in place.
- Products that are not safe, do not meet manufacturing, packaging or labelling standards or are otherwise not of good quality.
- Suppliers who may not be treating their employees or other workers properly.
- Complaints, adverse reports or returns from customers that could indicate other products are not up to standard.
- Products being delivered to customers which are not those customers have ordered.
- Products sourced from countries or regions that are known to have higher human rights risks.

Examples:

Q: I'm under pressure to release products to our customers even though we haven't finished our product quality checks. I'm confident that everything will be ok. Should I go ahead?

A: No. It's essential that, where checks on products are needed, they are always followed. Just because you are confident, does not mean that there will not be a problem.

Q: Our long-term supplier has told us that they need to source products from a new factory, but I saw it is based in a region where forced labour is used. What should I do?

A: You already have Done the Right Thing by asking this question! You should Stop and Ask Legal & Compliance to ensure that appropriate checks have been carried out.

We Protect Our Communities

What you'll find in this section:

- 13. We require fair competition
- 14. We comply with money laundering & terrorist financing laws
- 15. We comply with sanctions & trade controls
- 16. We protect our environment

13. We require fair competition

Why is this important?

- Competition law protects the buyers of products and services by preventing certain types of agreements and arrangements between businesses that are bad for competition.
- The penalties for breaching competition law can lead to hundreds of millions in fines for the business and, in many countries, jail time for individual directors and employees.
- Every business will have more detailed policies, procedures and training available in this area. If we negotiate with suppliers or business customers or meet our competitors it is essential that we are familiar with relevant competition law rules.

What's required?

- We ensure we understand and follow our policies and procedures in relation to competition law. If we need further information beyond the regular training we should always request further training.
- We ensure a suitable response is sent back to any risky communications we receive, whether from suppliers, customers, competitors or any other party.
- We take legal advice if our business has a share of more than 40% of any market.
- We **never** discuss or have any arrangement or agreement, whether written or verbal, express or implied, with a competitor on:
 - » Prices
 - » Promotional plans
 - » Where we buy from or sell to
 - » Who we buy from or sell to
 - » The range of products that we buy or sell
 - » Terms we have in place with suppliers or customers
 - » Tenders or bids for new business
 - » Production volumes or capacity
 - » Sales levels
 - » Market shares
- We never exchange any commercially sensitive information with a competitor, whether directly or through a third party such as a customer, supplier or advisor.
- We never have any arrangement or agreement with a supplier that sets a minimum level on the price we will sell their products.
- We never accept or impose any term that prevents us from accepting orders from customers or from selling their products on the internet without seeking the advice of Legal & Compliance.
- We never have any arrangement or agreement with a customer that sets a minimum level on the price they will sell products that they buy from us for.

What to look out for:

- Contacts with competitors that are, or could even be seen to be, suspicious.
- Commercially sensitive information being exchanged between competitors, whether directly or indirectly.
- Industry association and similar meetings where prices or other trading conditions are mentioned.
- Restrictions being imposed by suppliers about resale prices, sales within the EU, online sales or sales to particular customers.

Examples:

Q: I've just been at a trade association meeting where prices were discussed. No one else seemed to be concerned so maybe there's no problem?

A: There is a problem. You need to Raise a Concern about this immediately and ensure that legal advice is taken.

Q: We've just won a new contract and this new business will give us a market share of over 40%. Should I take further advice?

A: Yes. Whenever we achieve a large market share, we should check whether any additional competition law rules apply to our activities.

14. We comply with money laundering & terrorist financing laws & fraud prevention

Why is this important?

- Criminals sometimes try to use businesses to turn the proceeds of crime into legitimate assets and “cleanse” the criminal proceeds. They might do this for example by buying products from us that they can easily sell on.
- Legitimate funds are also sometimes used to support or finance terrorist activity.
- Businesses are required to take steps to prevent transactions like this and to notify the authorities if they have a reasonable concern about something that is taking place.
- Allowing or failing to prevent money laundering and terrorist financing is illegal in every country where we do business.

What's required?

- We must know our suppliers and customers. If we think that a transaction may be in any way illegitimate, we raise it with the CFO in our business immediately.
- We follow all internal policies and procedures on the approval of new customers and suppliers, including checking trade and credit references.
- We follow all internal policies and procedures on payments, including cash payments.
- We carry out detailed background checks on customers and suppliers in certain high-risk areas of the world.
- We require our suppliers, customers and agents to comply with applicable rules on money laundering and terrorist financing in our sales contracts.

What to look out for:

- Unusual payment structures, including:
 - » Customers who want to make payments in cash.
 - » Requests from suppliers that payments are made to third parties.
 - » Transactions involving high-risk countries, offshore banks or unlicensed intermediaries.
- Suppliers, customers or third parties who do not appear to be involved in legitimate business activity.
- Material returns of products, particularly from new customers. This is a process known to cleanse money.

Examples:

Q: I've won a contract with a new customer in the Middle East. I've just been asked to issue invoices to a separate company in Liechtenstein. Is there any reason for me to question this?

A: Yes. There may be nothing wrong with this payment structure, but it looks unusual so we need to look into it further. Raise it with your line manager and ensure the Finance Director in the business where you work is aware of the position.

Q: We recently received a number of large orders from new customers, and all the product was returned a short time after. Is this something I should be concerned about?

A: Perhaps. There may be nothing wrong with these returns, but it is something to consider with your Legal & Compliance team given this can be a means of cleansing money.

15. We comply with sanctions & trade controls

Why is this important?

- Governments across the world, particularly in the US, UK and EU, prohibit businesses from dealing with specific people, organisations or governments because they are involved in terrorism or other criminal activities.
- Sanctions and trade controls often change quickly and it is important that Vital Healthcare Group businesses are aware of changing sanctions laws.
- Some of the products we sell may only be sold to customers who hold certain permits or approvals or who are above a certain age. Examples include some pharmaceutical products. These are known as controlled products.
- We are committed to complying with these laws. Breaches of these laws can result in significant penalties, jail time and have serious reputational and commercial implications.

What's required?

- We follow all internal policies and procedures to ensure that the people and businesses we deal with are not subject to trade controls.
- We undertake appropriate background checks on suppliers, agents or other intermediaries, and any customers who are based in or related to sanctioned countries. We also carry out these checks in respect of customers who want to buy controlled products.
- We carry out all checks prior to agreeing to do any business.
- We repeat checks at appropriate intervals. In some circumstances, this will mean screening every transaction.
- We ensure that all medium and high-risk third parties we have trade with are screened daily.
- We ensure our contracts require our customers and suppliers to comply with all applicable trade controls.
- We ensure that any employees involved in international sales or procurements are aware of all applicable trade compliance laws and have been appropriately trained.
- We never trade with an entity located in a country on an applicable sanctions list without prior written approval from the legal team.
- We never trade with an entity on a sanctions list.

Remember: You must always Stop and Ask if you have any questions or you are not sure how to Do the Right Thing.

What to look out for:

- Transactions involving high-risk countries or people or entities from high-risk countries.
- The appointment of suppliers, distributors or customers based in, or doing work for us in, high-risk countries before suitable background checks have been done and controls put in place.
- Customers re-selling products they buy from us into high-risk countries.
- Export arrangements that appear unusual.
- Transactions involving controlled products where suitable checks have not been undertaken.

Examples:

Q: I've just been approached by a customer based in North Africa. They want to place a large order and want delivery soon. We've done business with them before, but I am not sure if we did a background check at that time. Can I just trust that everything is okay?

A: You should ensure that suitable checks are done in any event as new sanctions may have come into effect. Contact the CFO in your business to ensure that these checks are done before we start doing business with them.

Q: We completed a sanctions check in relation to our customer, but they mentioned that they are going to sell the products into a country that is the subject of sanctions. Are we okay to sell to the customer?

A: No. You should first check with Legal & Compliance before selling the products.

16. We protect our environment & sustainable business practices

Why is this important?

- We are committed to undertaking our activities in a way that balances the needs of our customers for the products and services we sell with the wider needs of the planet.
- Compliance with environmental and sustainability laws and regulatory requirements that affect our operations is a minimum requirement. For example, we may be required to have licences for certain types of manufacturing or transport activities or to deal with waste in a specified manner. We may also be required to ensure that the products we sell are not sourced contrary to deforestation regulations.
- Governments around the world, particularly in the EU, are increasingly focused on the use of natural resources such as timber and rare earth minerals and are increasingly imposing laws and regulations in respect of their use.

What's required?

- Our businesses must follow all the applicable legal and regulatory standards (including for example the conditions of any licences) and all internal policies and procedures relating to emissions, the storage, transport or disposal of waste, and other environmental regulations relating to matters such as deforestation.
- We measure, track, and manage our environmental performance in accordance with applicable requirements and standards.
- We do not make any environmental claims unless clear, accurate, fair and documented.

What to look out for:

- Activities that we think are likely to result in uncontrolled emissions or damage to the environment.
- Opportunities to conserve energy, water, and other resources, and to reduce waste.
- Local rules and regulations.
- Activities that use natural resources such as rare earth minerals and timber.
- Regulations around the use of plastic materials.
- Sustainability reporting requirements.



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