

COOK MEDICAL

Supplier Code of Conduct

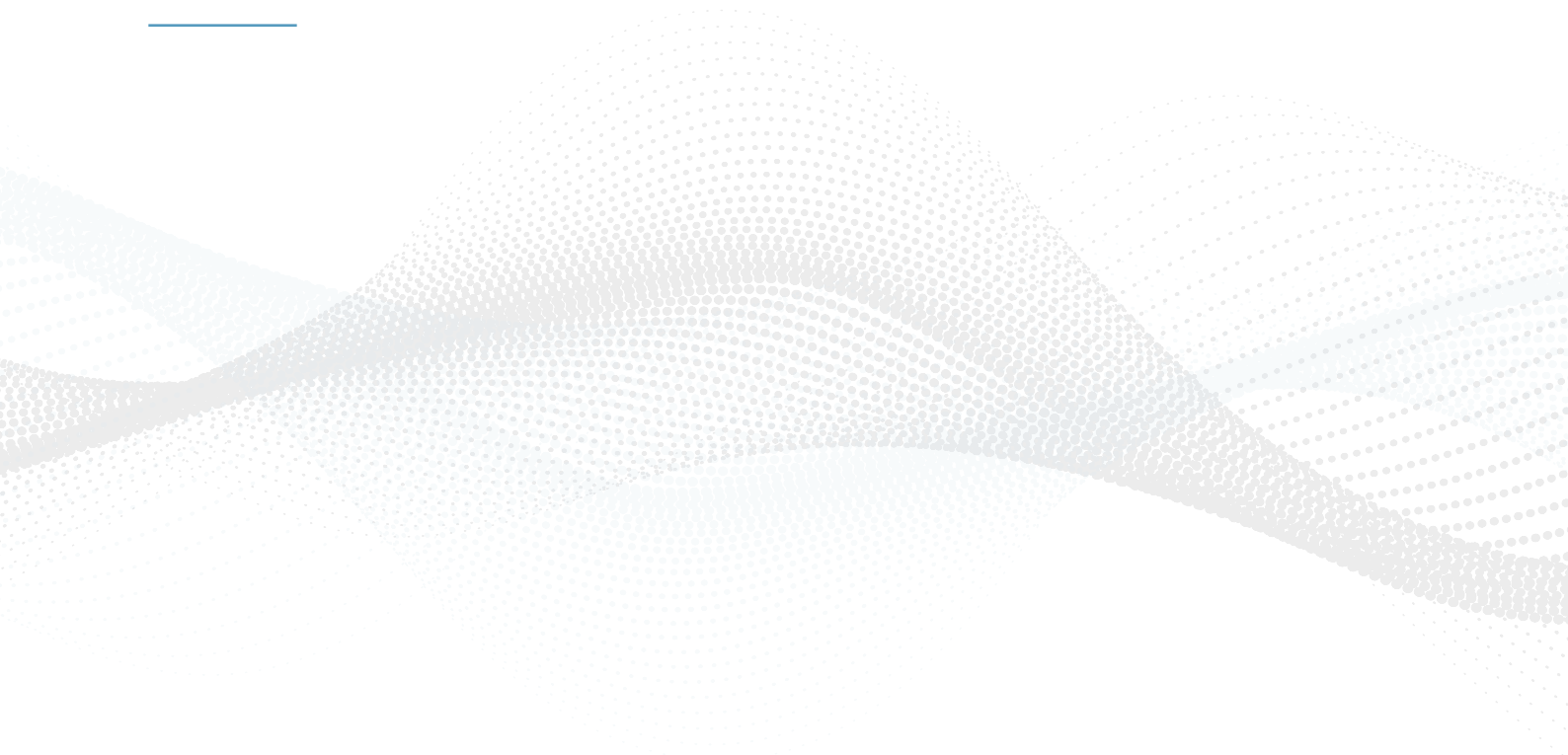


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CODE OF CONDUCT

Introduction

The Cook Medical Supplier Code of Conduct is designed to establish guidelines for supplier interactions with Cook Medical and its affiliates. The Cook Medical Supplier Code of Conduct will be referred to as the “Code” and Cook Medical and its affiliates will be referred to as “Cook” for the rest of this document. Cook defines “Supplier” as an entity or individual supplying goods and/or services to Cook. The term Supplier includes vendors and contractors.

Cook’s Suppliers play an important part in the success of our business. Cook is committed to engaging in business relationships with Suppliers who are aligned with our mission and values. The requirements outlined in the Code are designed to improve business relationships, help ensure ethical and legal compliance, foster an environment of partnership, and create value in our business interactions.

The Code supplements but does not supersede any contractual requirements. Suppliers and their subcontractors must comply with the Code. If a Supplier is found to be in violation of the Code, Cook will take appropriate measures to address the violation. Cook reserves the right to terminate its relationship with any Supplier for failure to comply with the Code.

The provision of medical care and associated equipment, devices, and pharmaceuticals are regulated and monitored by a variety of government agencies around the world. Cook requires all Suppliers to understand and comply with laws, regulations, and government directives that apply to their business activities.

This Code is posted on the Cook website and may be updated periodically at Cook’s discretion.

Cook Overview

Cook's Mission

Cook's mission is to invent, manufacture, and deliver a unique portfolio of medical devices to the healthcare systems of the world. Serving patients is a privilege, and we demand the highest standards of quality, ethics, and service in all that we do.

Cook's Values

- Act with Integrity- We use our high ethical standards and core values to guide our decisions and actions.
- Demand Quality- We hold ourselves to the highest quality standards because we know that everything we do has an impact on someone's life.
- Be Transparent- We are honest with each other and share information with the people who are impacted.
- Give Back- We believe in making our communities stronger by sharing our time, skills, and resources.
- Treat Everyone with Respect- We respect each other and our business partners by being open to different ideas and perspectives and appreciative of each person's contributions.
- Solve Problems Together- We approach innovation by first listening to understand and then creating a solution.
- Continually Improve- We learn from data, experience, feedback, and each other to constantly evolve and improve how we work.

Procurement Value Statement

As a modern, global company with strong core values, Cook strives to build lasting partnerships based on trust. Serving patients is a privilege, and we require the highest standards of quality from all of our partners. Our ideal supplier partnerships include those who:

- Conduct business that reflects our company culture and beliefs through ethical behavior.
- Identify opportunities to be more efficient and fiscally responsible.
- Aim to improve our products by contributing ideas that allow us to be technologically advanced and competitive.
- Build transparent, consistent, and cohesive business partnerships with the goal of making it easy to do business with Cook.
- Share a long-term vision for the future and how we can work together.

Supplier Work Environment

Employment Practices

Supplier will cultivate a work environment in which:

- Offensive, hostile, or intimidating behavior will not be tolerated.
- Sexual harassment of any kind, in any circumstance, will not be tolerated.
- Discrimination based on any personal characteristics such as gender, race, caste, ethnicity, color, national origin, religious or political affiliation, union membership, age, sexual orientation, pregnancy status, marital or family status, veteran status, or ability will not be tolerated.
- There is respect and compliance with all applicable employment laws, including minimum legal age requirements, freedom of association, and the right to collective bargaining.

Employee Well-Being

- Supplier will manage environmental health and safety issues, to promote a workplace that protects the health and safety of your employees.
- Supplier will recognize, eliminate and prevent workplace hazards and environmental risks associated with your products, services and operations.

Business Partner Interactions

Business Interactions

Cook believes in building strong business relationships with our Suppliers. This Code is designed to allow our employees to engage with Suppliers, to develop relationships, and to foster partnerships in a fair, ethical, and compliant manner.

Gifts

A gift is anything of value where the recipient is not expected to pay for the item. Although in our business relationships gifts are not expected, Cook understands that some cultural traditions embrace modest gift giving. The following rules apply:

- Bribes or inducements are not allowed.
- Supplier shall not give gifts of cash or cash equivalents or gifts exceeding a modest value or in violation of any laws or healthcare industry standards.
- Supplier must ensure that the acceptance or giving of any gift cannot be interpreted as an attempt to influence decisions or to secure preferential treatment from or to the supplier.
- Supplier must ensure that the acceptance or giving of any gift is appropriately recorded in a gift register or similar business record.
- Supplier shall not ask, suggest or lead representatives of Cook to do anything illegal or improper, in connection with a gift.
- Anti-corruption and transparency laws and various healthcare industry standards around the world prohibit giving any gifts to Healthcare Professionals (HCPs), Healthcare Organizations (HCOs) or Government Officials.

Hospitality: Meals or Entertainment & Recreation

Modest, reasonable, and infrequent meals involving Suppliers and Cook employees, in appropriate settings to conduct business, may be acceptable if the purpose is to discuss Cook business.

Entertainment & Recreation is attendance at any event where the recipient is not expected to pay. Suppliers may offer Entertainment & Recreation opportunities to Cook employees only if those opportunities are reasonable and modest. Housing and airfare are prohibited as offers of Entertainment & Recreation.

- Supplier must ensure that an offer, or the acceptance of an offer, of hospitality cannot be interpreted as an attempt to influence decisions or to secure preferential treatment from or to Supplier.
- Supplier shall not ask, suggest, or lead representatives of Cook to do anything illegal or improper, in connection with an offer of hospitality (or otherwise).

Conflict of Interest

A Conflict of Interest occurs when the activities of an individual with a relationship with either Cook or Supplier, or the activities of someone close to such an individual (such as a spouse or relative), conflict with the best interest of the relationship between Cook and Supplier.

- Supplier is expected to disclose any situation that may present a Conflict of Interest.
- Supplier must inform the head of Global Procurement & Supply Chain if an employee of any Supplier, or their family member, has a relationship with a Cook employee who can make decisions that will affect Supplier's business, or if any Cook employee, or their family member, may have an interest of any kind in Supplier's business or any kind of economic ties with Supplier.

International Trade

- Supplier must comply with laws controlling the import and export of technology, goods, and services, including obtaining import and/or export licenses or other relevant authorization(s) when required.
- Supplier must comply with requirements governing import and export declarations, including export control classifications, import tariff codes, country of origin declarations, and accurate customs valuations.
- Supplier must comply with sanctions programs, including country-specific comprehensive sanctions and targeted sanctions against groups, entities, individuals, and any support of or participation in prohibited activities, including proliferation concerns such as nuclear, chemical, and biological weapons programs.

Insider Trading & Security Laws

- Supplier shall not engage in insider trading.
- Supplier shall comply with US federal or other local securities laws.

Anti-Bribery & Anti-Corruption

- Supplier shall not engage in fraud, bribery, or corruption.
- Supplier shall comply with anti-bribery, anti-corruption, and anti-kickback laws such as the US Foreign Corrupt Practices Act, the UK Bribery Act, and any other relevant laws that apply to business interactions.
- Supplier must safeguard the integrity of financial transactions and shall not engage in money laundering.

Fundamental Human Rights

Cook is committed to ensuring that its actions do not harm fundamental human rights, either directly or through its supply chain. Cook expects Suppliers to share this commitment.

[Cook Human Rights Responsibility Statement](#)

- Supplier must not engage in any acts of human rights abuse or harsh or inhumane treatment, and Supplier must take steps to ensure that slavery and human trafficking are not taking place within its organization or supply chain.
- Supplier must protect employees from unfair, unethical, discriminatory, and unsafe working conditions and must not engage in bonded, forced, or child labor.
- Supplier must certify that the materials incorporated into Supplier's products comply with the laws regarding human trafficking and fundamental human rights of the country or countries in which it is doing business.
- Supplier must ensure that regular employment is provided, living wages are paid to employees, and working hours are not excessive.

Conflict Minerals

Conflict minerals include tin, tantalum, tungsten, and gold mined in the Democratic Republic of the Congo (DRC) and adjoining countries.

- Supplier must disclose the use of conflict minerals in products it manufactures or contracts to manufacture, if the minerals are necessary to the functionality or production of the product.
- Supplier must source conflict minerals in accordance to applicable laws and regulations.
- Supplier must conduct the appropriate due diligence within its supply chain to determine the origin of the conflict materials.

Security, Safety, and Sustainability

Security

- Supplier shall provide measures necessary for physical security at all its facilities.
- Supplier shall implement and maintain supply chain security procedures designed to comply with all applicable laws and regulations.

Safety

- Supplier shall maintain appropriate controls, safety procedures, preventative maintenance, and appropriate protective equipment in compliance with all applicable laws and regulations.
- Supplier shall maintain written safety policies and systems to minimize workplace accidents and injuries.
- Supplier should measure, track, and improve safety performance and establish emergency response plans.
- Supplier shall prioritize the safety of participants in clinical research, in accordance with local human subject protection laws and regulations, and take steps to protect them against unnecessary risk.
- Supplier shall carefully assess necessary business activities and related facilities in order to comply with applicable environmental laws and regulations.
- Supplier shall remediate any environmental hazards or problems it may cause.

Sustainability

- Supplier shall promote environmentally sustainable practices and sustainable use of natural resources.
- Supplier shall strive to prevent pollution, reduce emissions, and reduce waste.

Confidentiality & Privacy, and Compliance

Confidentiality & Privacy

- Supplier shall not use or disclose Cook's confidential information without Cook's express prior written consent.
- Supplier must respect intellectual property rights of Cook and all other parties.
- Supplier shall not exchange or otherwise disclose Cook confidential information with any competitor or other Supplier. Any information or data relating to Cook operations shall always be treated as strictly confidential unless that information is publicly available.
- Supplier shall take the appropriate steps to safeguard personal information in compliance with all applicable legal requirements.
- Supplier must comply with all applicable jurisdictional data privacy and security regulations.
- Supplier must report actual or possible unauthorized disclosures of personal information immediately (i.e., on the same day as discovery) to Cook's head of Global Procurement & Supply Chain.

Confidential information includes, but is not limited to:

- » Purchase material specifications and conditions
 - » Requests for quotation
 - » Cost Sheets
 - » Profit/Asset information
 - » Pricing/Purchase Strategies
 - » Contact Details
 - » R&D data
 - » Financial/sales/marketing information
 - » Cook's intellectual property (IP), including operating processes which are Cook property and have not been disclosed to the general public
 - » Personal information about Cook employees
- Supplier must enter into a confidentiality agreement with regards to any of the previously listed confidential information and to ensure company, worker, and patient privacy rights are protected.

Compliance

- Supplier shall implement programs, policies, and procedures to ensure compliance with the Code.
- Supplier shall maintain records or documentation to demonstrate compliance with the Code.
- Supplier shall cooperate with audits or due diligence activities conducted by Cook or on Cook's behalf, to ensure compliance to the requirements outlined in the Code.

- Supplier shall designate a staff member to serve as a liaison between Supplier and Cook, to help ensure compliance with the Code.
- Supplier shall report violations or potential violations of this Code to the Head of Global Procurement & Supply Chain or via the Cook Global Ethics & Compliance Helpline (for suppliers in the US, 877-353-8442) or go to www.Cook.EthicsPoint.com to report online or to find the appropriate toll free number for your country
- Supplier shall promptly take corrective action to address deficiencies that are identified in compliance with the Code.