



# Code of Conduct for Third Parties Who Do Business With Cordis

## Overview and purpose

Cordis is committed to high standards of business ethics and integrity everywhere in the world it does business and our continued success depends on our employees, vendors and other business partners acting with honesty and integrity while conducting business with or on behalf of Cordis.

This code of conduct for Third Parties (defined below) working with Cordis ("Third Party Code of Conduct") is designed to assist our Third Parties to understand our expectations. In addition, Third Parties must meet any additional requirements contained in purchase orders, contracts or other agreements with Cordis and in other applicable Cordis policies and procedures.

## Scope

This Third Party Code of Conduct sets forth the standards that third parties, such as vendors and suppliers of goods and services to Cordis and their employees, directors, officers, agents, representatives and subcontractors (collectively referred to as "Third Party") must comply with to do or continue business with Bayou Purchaser Inc, doing business as Cordis, its subsidiaries and affiliates (collectively "Cordis").

This Third Party Code of Conduct does not apply to distributors, resellers, logistics suppliers or suppliers of raw materials that goes directly into the manufacture of Cordis products. Such relationships with Cordis are highly specialized and regulated by the agreements and documents that constitute and govern their relationship.

## Compliance with Laws & Regulations Generally

Third Party must comply with all applicable local, state, national and federal laws and regulations of the jurisdictions in which they are doing business, as well as other relevant legislation applicable to their business arrangement with Cordis. Without limiting the foregoing, Third Party must also comply with all applicable laws and regulations relating to the Third Party's operations, including Current Good Manufacturing Practice (CGMP) regulations in the United States and similar or equivalent requirements in other countries.

Should legal requirements and internationally accepted standards, such as conventions of the International Labour Organization (ILO) or the Universal Declaration of Human Rights conflict with this Third Party Code of Conduct, Third Party must, at a minimum, be compliant with the legal requirements of the jurisdictions in which they are operating. If internationally accepted human rights, labor and/or other standards exceed legal requirements, the Third Party should strive to achieve those higher standards.

## Supply Chain Sustainability

Cordis is committed to fostering social and economic development and contributing to the sustainability of the countries and communities in which we operate. We encourage Third Party to adopt this same commitment in their business operations and third-party engagements. This includes, but is not limited to, providing supply chain transparency, mapping their supply chains, and evaluating their supplier's performance and risk in related areas.

## Anti-Bribery, Anti-Corruption, Trade Compliance & Competition Laws

**Anti-Bribery / Anti-Corruption.** Third Party must comply with the anti-bribery and anti-corruption laws of the countries in which they do business and also with the United States legislation known as the "Foreign Corrupt Practices Act" ('FCPA') as amended from time to time. Specifically, Third Party must not make or offer to make any payments (of money or anything of value) whether directly or indirectly to foreign government officials for the purpose of inducing that individual to use his/her position to obtain or retain business or any commercial advantage for Cordis. A "government official" includes any officer or employee of a foreign government or any department, agency, or instrumentality thereof, or of a public international organization, or any person acting in an official capacity for or on behalf of any such government or department, agency, or instrumentality, or for or on behalf of any such public international organization. In the healthcare space in which Cordis operates, this includes any healthcare professional or employee of any government owned or managed hospital or healthcare facility.

**Import/Export laws.** Third Party must comply with all applicable trade laws of the countries in which they do business, as well as of the United States. This includes (but is not limited to) timely provision of all information necessary to comply with the import requirements of the United States or other countries of destination, and not exporting or re-exporting any information or products received from Cordis to any proscribed country listed in the U.S. Export Administration Regulations. Third Party must include the country of origin on all goods or consumer packaging, as well as on commercial invoices. Third Party must provide proper documentation to support available free trade agreement claims.

**Facility and Supply Chain Security.** Third Party must maintain adequate security at all facilities and implement supply chain security procedures designed to prevent the introduction of non-manifested cargo into outbound shipments (e.g., drugs, explosives, bio- hazards or other contraband) in alignment with the principles of the U.S. Customs and Border Protection's Customs Trade Partnership Against Terrorism (C-TPAT) program and other relevant Authorized Economic Operator/supply chain security programs. Third Party must provide any requested certification or security questionnaire responses related to C-TPAT, AEO or other supply chain security programs. Additionally, each facility must have written security procedures and maintain documented proof of the adequate controls implemented to guard against introduction of non-manifested cargo.

**Anti-Counterfeiting.** In an ongoing effort to secure our supply chain from counterfeiting, illegal diversion and theft of Cordis products and products that Cordis distributes on behalf of other manufacturers, Third Party must notify Cordis immediately if they are offered the opportunity to purchase, manufacture, distribute or sell counterfeit, illegally diverted or stolen products or otherwise become aware of any such products.

**Conflict Minerals.** Third Party must not use or incorporate conflict minerals in any products they provide or manufacture for Cordis and must work with their vendors to identify the source and chain of custody of any conflict minerals contained in their products. Third Party will cooperate with Cordis in connection with any inquiries or due diligence that Cordis chooses to perform with respect to such conflict minerals.

**Boycotts.** Third Party must not participate in international boycotts that are not sanctioned by the U.S. government, the European Union or applicable laws.

**Competition Laws.** Third Party must conduct business in full compliance with antitrust and competition laws that govern the jurisdictions in which they conduct business.

## Integrity

Third Party must conduct their overall business with integrity, specifically Third Party must comply with the following:

**Business Records.** Comply with all applicable laws in recording and reporting all business information and activities accurately and completely. Create, retain, and dispose of business records in full compliance with all applicable legal and regulatory requirements.

**Interactions with Regulators.** Be honest and truthful with all regulatory agency representatives and governmental officials.

**Media/Investors.** Not communicate to the media or investors on behalf of Cordis unless the Third Party is expressly authorized in writing to do so by Cordis.

**Strict Limits to Gifts to Cordis Employees.** Third Party must not give or offer anything of value to any Cordis employee that may influence, compromise or obligate that employee to obtain or retain a benefit for the Third Party. Third Party may provide a gift sent to the Cordis facility in a given location addressed to all Cordis employees in that location provided such gift does not exceed US\$100 (or equivalent in local currency) per gift, must not be more frequent than 2 gifts in a calendar year, must comprise of food and beverage only, and may only be given in conjunction with a customary festival or celebration. Any gifts must not violate the Third Party's policies and must be consistent with local laws and practice. Any business meal provided by a Third Party to a Cordis employee must be modest, infrequent and subsidiary to the main purpose of substantive business discussions.

**Conflicts of Interest.** Avoid the appearance of or actual conflicts of interests. Conflicts of interest may arise in many different ways, if Third Party is unsure whether a situation represents an appearance or an actual conflict of interest, Third Party has a positive duty to declare the full facts to Cordis to seek clarification. Examples of how a conflict of interest may arise:

- Where a Third Party deals directly with a Cordis employee whose spouse, domestic partner, family member or relative of that Cordis employee is employed by Third Party or holds a significant financial interest in the Third Party.
- If a Third Party's employee's spouse, domestic partner, or other family member or relative is employed by Cordis and that Cordis employee is involved in the business relationship with Third Party.

If Third Party becomes aware of a conflict of interest (or an appearance of a conflict of interest), Third Party must declare the full circumstances of such facts to Cordis for Cordis to make a decision how to address that conflict of interest.

**Insider Trading.** Not buy or sell the securities of Cordis if they are aware of material non-public information about Cordis. This prohibition also applies to Third Party employees.

**Business Continuity and Crisis Management.** Subject to the stricter requirements of any specific contractual provisions that apply, have adequate business continuity plans in place to continue to provide services to a reasonable degree in the aftermath of any kind of operational crisis, whether caused by a natural disaster, pandemic, equipment malfunction, power failure, terrorist act or other event or occurrence. Upon request by Cordis, furnish in reasonable detail its business continuity plan.

**Animal Welfare.** Third Party may perform animal testing only after consideration has been given to non-animal test methods, reducing the numbers of animals used, or refining procedures to minimize pain and distress to animals being tested. Third Party should use alternatives when scientifically valid and acceptable to regulators. Third Party must treat animals used in any testing or process humanely, minimizing pain and stress.

## Fair Labor Practices / Respect for Human Rights

Cordis requires Third Party to comply with the ILO Declaration on Fundamental Principles and Rights at Work. Third Party must comply, at a minimum, with the following labor, human rights and employment practices:

**Child Labor.** Third Party must not use child labor. No person may be employed that is younger than the legal minimum age for working in any specific jurisdiction and for the type of work involved. In no event may Third Party employ workers that are younger than 14 years of age or younger than the age established for completing compulsory education, whichever is greater. Workers exposed to conditions that are hazardous to health and safety must be at least 18 years old.

**Forced Labor.** Third Party must not use forced labor, whether in the form of indentured labor, bonded labor or prison labor. Third Party also must not support any form of human trafficking of involuntary labor through threat, force, fraudulent claims, or other coercion.

**Fair Labor Conditions.** Third Party must fairly compensate their employees by providing wages and benefits which comply with laws and regulations of the jurisdictions in which the Third Party is doing business, or which are consistent with the prevailing local standards in the countries, if the prevailing local standards are higher. Working hours must comply with local laws. Where local laws do not address standard working hours, Third Party must ensure that the work week does not exceed 60 hours. Third Party must provide workers rest days (at least one day off for every seven-day period) and leave privileges. Third Party must maintain a healthy, clean, and safe work environment. This includes any residential facilities that a Third Party provides its employees. Third Party must construct and maintain all facilities in accordance with the standards set forth by applicable laws and regulations in the countries in which they operate. Third Party must follow all applicable employment laws, must not engage in verbal, mental or physical abuse and must not utilize mental or physical disciplinary practices. Third Party must allow workers to exercise freedom of association. Third Party must only employ workers with a legal right to work. Third Party must not require their employees to lodge deposits or their identity papers (eg, government-issued identification, passports, or work permits) with the Third Party or another person or entity. Employees must be free to resign their employment in accordance with local and national laws or regulations without unlawful penalty. Third Party must keep employee records in accordance with local laws or regulations and provide in a timely manner, via pay stub or similar documentation, the basis on which employees are paid.

## Environmental, Health & Safety (EHS)

Third Party must develop and implement policies and procedures that are protective of the environment, human safety and health, including the following:

**Compliance with EHS laws.** Third Party must comply with all EHS laws, regulations, ordinances, rules, product registrations, permits, licenses approvals and orders. This includes adherence to requirements that restrict the use of substances in the countries in which the Third Party does business.

**Systems.** Third Party must develop and implement operating and management systems designed to detect, avoid, and respond to potential EHS risks and emergencies. Third Party must have written EHS policies and systems to minimize work-related injury, illness and environmental incidents.

**Emergency Preparedness.** Third Party must be prepared for emergency situations. This includes worker notification and evacuation procedures, emergency training and drills, appropriate first aid and emergency response supplies, appropriate fire detection and suppression equipment and adequate exit facilities. Third Party must regularly train employees on emergency planning, emergency exit procedures and responsiveness.

**Environmental Sustainability.** Third Party is expected to operate in an environmentally responsible and efficient manner and seek to minimize adverse impacts on the environment. Third Party is expected to seek to conserve natural resources, avoid the use of hazardous materials where possible, and promote activities that reuse and recycle. Third Party is expected to engage in the development and use of climate-friendly products and processes to reduce power consumption, water consumption, waste, and greenhouse gas emissions.

## Confidentiality, Data Protection & Privacy

**Confidentiality.** Third Party must not disclose to others and must not use for their own purposes or the purpose of others any trade secrets, confidential information, knowledge, designs, data, skill, or any other information or intellectual property reasonably considered by Cordis to be confidential (“Cordis Confidential Information”).

**Data Protection.** Third Party must take appropriate steps to safeguard Cordis Confidential Information, or any information that could lead to the identification of individuals, including information that identifies individuals in combination with other information (“Personal Information”) in accordance with applicable laws. Third Party must handle, destroy, and return any documents or records, provided to them by Cordis, in accordance with specific direction provided by Cordis.

**Privacy.** Third Party must implement administrative, technical, and physical safeguards to ensure that employee, patient, healthcare professional and other third party’s privacy rights are protected in accordance with all applicable laws and regulations.

## Records Management

Third Party must maintain accurate and complete business records and information in compliance with all applicable laws regarding data retention and accuracy. Third Party must maintain policies and procedures to create, retain, handle, destroy, return and dispose of business records in full compliance with all applicable legal and regulatory requirements. Third Party must return or destroy documents provided to them by Cordis at the request and direction of Cordis with the exception of documents or information they need to maintain for legal or regulatory requirements.

## Promotion & Sale of Cordis Products / Responsible Use of Social Media

If involved in the promotion and sale of Cordis products, Third Party must ensure that any and all promotional information about Cordis products is provided by, reviewed and approved through the appropriate Cordis copy review process.

**Prohibition on Pre-Approval Promotion.** Third Party must not provide promotional information or communicate publicly about Cordis products with the intent of promotion before such products have received appropriate regulatory clearance or approval unless a representative from Cordis Legal and Regulatory Affairs has approved such disclosure in writing.

**Prohibition on Off-Label Promotion.** Third Party must not promote or communicate to any healthcare professional about Cordis products in a manner that is “off-label” or otherwise inconsistent with approved indications for use and product labeling.

**Product Safety.** Third Party must document and promptly report (within 24 hours that Third Party is first made aware) to Cordis any complaints or adverse events relating to a Cordis product.

**Social Media** Third Party must educate and train employees on use of social media, which should be broadly understood to include blogs, wikis, microblogs, message boards, chat rooms, electronic newsletters, online forums, social networking sites, and other sites and services that permit users to share information with others in a contemporaneous manner. Training is expected to encompass communications regarding counterparties, such that Third Party employees do not give the impression that they are speaking on behalf of Cordis or misrepresent or disparage Cordis or any competitor in any communications or online user forums. Examples of prohibited social media conduct include posting commentary, content, or images that are defamatory, pornographic, proprietary, harassing, libelous, or that can create a hostile work environment.

## Government Lobbying

Third Party must not on behalf of Cordis engage, directly or indirectly, in lobbying activities with government officials, elected officials, political party officials or candidates for public office or for a political party, without the prior express written approval from the Cordis General Counsel.

## Subcontractors

Third Party must only engage subcontractors (including agents for purposes of this section) in the promotion, sale, manufacture, or distribution of Cordis products pursuant to and consistent with the terms and conditions of a written agreement between Cordis and the Third Party.

Third Party must educate and train the employees of subcontractors who are involved in Cordis business activities on the standards of this Third Party Code of Conduct. Third Party must require such employees and subcontractors to agree to and abide by the provisions set forth herein.

At the request of Cordis, Third Party must provide the names of the employees of any of the Third Party’s subcontractors who are involved in the promotion and sale of Cordis products, as well as certain other employees specified by Cordis, and must cause such employees to complete compliance training in a format approved by Cordis.

## Reporting & Investigations

Third Party must establish processes to enable their employees to report concerns or illegal activities through a formal reporting structure. Third Party must investigate reported incidents and take appropriate corrective action. Third Party may not take retaliatory action against any employee who in good faith reports a concern, questionable behavior, or illegal activity.

Third Party must promptly report to Cordis any violation of this Third Party Code of Conduct. Third Party must fully cooperate with Cordis to take all reasonable measures to investigate and remediate any non-compliance with this Third Party Code of Conduct.

## Audit Rights

To ensure compliance with this Third Party Code of Conduct, Cordis or a third party designated by Cordis may audit Third Party’s facilities and the facilities of Third Party’s business partners and subcontractors, and such audit may

include review of the Third Party's and its business partners' relevant books and records. If Cordis requests from the Third Party information and/or a certification with respect to the Third Party's compliance with this Third Party Code of Conduct, Third Party must provide to Cordis the information and/or certification within 14 days or if Cordis permits, a longer period of time.

### **Training, Compliance Monitoring, Monitoring**

Third Party must ensure that their relevant personnel understand the expectations and requirements of this Third Party Code of Conduct. Third Party is expected to educate and train their employees to ensure that they understand and comply with this Third Party Code of Conduct.

Third Party must self-monitor their compliance with this Third Party Code of Conduct. In addition to any other rights Cordis may have under their agreement with a Third Party, if Cordis determines or believes that at any time a Third Party has failed to comply with this Third Party Code of Conduct, Cordis has the right to cease the purchase of Third Party's products and services or the supply of sale of Cordis products and services to the Third Party, in each case without notice and without liability or obligation accruing to Cordis. Cordis may also prohibit any Third Party employee from providing services to or on behalf of Cordis who behaves in a manner that is unlawful or inconsistent with this Third Party Code of Conduct or any other Cordis policies or requirements.

### **Reporting of Concerns – No Retaliation Allowed**

Cordis encourages Third Party and their employees with questions regarding this Third Party Code of Conduct to contact their usual contact in Cordis. Third Party and their employees should work with their Cordis contact in resolving any business practice or compliance concerns. Should it not be possible or appropriate to resolve a given concern directly with their Cordis contact, Third Party should contact Cordis's Business Conduct Line at [www.CordisHotline.com](http://www.CordisHotline.com) or the US number 844-929-3039. Third Party must not directly or indirectly retaliate against any individual who in good faith seeks advice or reports questionable behavior or a possible violation.