



Baxters North America, Inc. (“BNA”) strives to conduct its business with high ethical standards and integrity. We do this by balancing our strong desire for profitable growth with our commitments to our various stakeholders, including our customers, employees, consumers, governmental entities, and the communities in which we operate. The way our employees manage the social, environmental, and economic impacts of our business model is critical to our business success. Our stakeholders expect BNA to uphold high standards of responsible and ethical behavior in our operations and to encourage a similar commitment by companies with which we do business.

This Supplier Code of Conduct sets forth BNA’s standards and expectations with respect to key areas of corporate responsibility. Our goal is to work with vendors to assure compliance with these requirements.

LEGAL COMPLIANCE AND BUSINESS INTEGRITY

Suppliers must comply with all applicable laws and regulations in their country of operation. Also, suppliers must not directly or indirectly give or receive improper business advantage via the giving or receiving of anything of value in exchange for preferential treatment.

EXPECTATIONS:

- Suppliers should not participate in bribes or kickbacks of any kind, whether in dealings with public officials or individuals in the private sector. They should be committed to observing the standards of conduct set forth in the U.S. Foreign Corrupt Practices Act (FCPA) and the anti-corruption and anti-money laundering laws of the countries in which they operate. Specifically, the following are prohibited: bribes, conflict of interest, falsification of documents, collusive bidding, price fixing, price discrimination, or unfair trade practices in violation of antitrust laws.
- Refrain from offering gifts of value to our employees – avoid the offer of anything that might appear to influence, compromise judgment, or obligate the employee.
- Suppliers should not participate in international boycotts that are not sanctioned by the United States government or applicable laws.
- Suppliers should take appropriate steps to protect confidential and proprietary information belonging to BNA, including intellectual property rights.
- Honestly and accurately record and report all business information and comply with all applicable laws regarding their completion and accuracy. Be honest, direct and truthful in discussions with regulatory representatives and government officials.

SOCIAL AND WORKING CONDITIONS

BNA expects its suppliers to share its commitment to human rights and equal opportunity in the workplace. All suppliers must conduct their employment practices in full compliance with all applicable laws and regulations.



NON-DISCRIMINATION

Supplier shall not discriminate in hiring, compensation, training, advancement or promotion, termination, retirement, or any other employment practice based on race, color, national origin, gender, gender identity, sexual orientation, military status, religion, age, marital or pregnancy status, disability, or any other characteristic other than the worker's ability to perform the job. Supplier shall treat workers with respect and dignity. Supplier shall not subject workers to corporal punishment, or physical, verbal, sexual, or psychological abuse or harassment. Supplier must not condone or tolerate such behavior by its employees, officers, directors, or subcontractors.

FREEDOM OF ASSOCIATION

Suppliers should respect employees' right to freedom of association including the right to collectively bargain, consistent with local laws and ensure that all employee relationships are of a voluntary nature.

EXPECTATIONS:

- Respect employees' right to freedom of association (including the right to collectively bargain).
- Ensure that workers have access to work-related documents. Suppliers should not require lodging "deposits", hold employee identity or immigration papers or destroy/conceal/confiscate workers' documents.
- Suppliers should provide confidential channels for employees to raise grievances, and records should be maintained of any such grievances.

CHILD LABOR

BNA expects its suppliers and their subcontractors to not use Child Labor, as defined by federal and state regulations and international standards.

EXPECTATIONS:

- A supplier cannot employ anyone under the age of 15, under the age for completing compulsory education, or under the legal minimum working age for employment – whichever is higher.
- Workers under the age of 18 cannot perform hazardous work and may be restricted from night work, with consideration given to educational needs.
- Children should not be kept from school to work on a farm.
- Children should not carry heavy loads that harm their physical development.
- Children should not be present on a farm while farm chemicals are applied.
- Trafficking of children or forcing children to work is prohibited.



FORCED/PRISON LABOR

Suppliers must not utilize or benefit in any way from forced or compulsory labor, including any forms of slavery, nor utilize factories or subcontractors that force unpaid labor. The recruitment, transportation, transfer, harboring or receipt of persons, by means of the threat or use of force, coercion or other means, for the purpose of exploiting them is prohibited.

WORKING HOURS AND WAGES

Suppliers should provide wages at least equal to the applicable legal minimum wage and any associated statutory benefits. If there is no legal minimum wage, suppliers must ensure that wages are at least comparable to those at similar companies in the local area or to prevailing industry norms. Working hours should reflect applicable legal norms and overtime hours should be paid at the legally mandated premium or at least at the same rate as regular hours worked if there is no mandated premium.

EXPECTATIONS:

- Suppliers must comply with applicable laws regarding working and overtime hours.
- Regularly, except for operational circumstances, suppliers should provide employees with at least one day off following six consecutive workdays.
- Total working hours must be within the allowable limit under applicable law or agreement.
- Suppliers must comply with legal minimum wage laws and regulations, and overtime hours must be paid at the legally mandated premium.
- Accurate written records of employees' regular and overtime hours should be maintained.
- If using third-party recruitment agencies, suppliers must ensure that these agencies are compliant with this Code of Conduct as well.

HEALTH AND SAFETY

The supplier must provide employees with a safe and healthy working environment for all employees that includes appropriate controls, safety procedures, preventative maintenance, and protective equipment. Practices must comply with all relevant local and national laws, codes and regulations.

EXPECTATIONS:

- Safety and health procedures must comply with all relevant local and national laws, codes and regulations.
- Suppliers should not engage in physical discipline, abuse or intimidation.
- Records of health and safety trainings, accidents and injuries at the workplace should be maintained.
- Suppliers must train employees on emergency evacuation procedures.
- If applicable, suppliers must ensure dormitories are clean, well maintained, and in compliance with safety regulations.
- Suppliers should prohibit the use, possession and distribution of illegal drugs while on company-controlled property.



ENVIRONMENT AND SUSTAINABILITY

Environmental impact is a key part of BNA's business practices and the company is committed to supporting sustainable operational and agricultural production practices, such as the Food and Agriculture Organization (FAO) of the United Nations – Good Agricultural Practices (GAP) initiative or good agricultural practices programs created by the USDA. At a minimum, suppliers must fully comply with all local environmental laws and regulations and should strive to conduct their operations in a way that conserves natural resources.

EXPECTATIONS:

- Comply with all applicable environmental laws and regulations regarding hazardous materials, air emissions, waste and wastewater discharges, including the manufacture, transportation, storage, disposal and release to the environment of such materials.
- Endeavor to reduce or eliminate waste of all types, including water and energy, by implementing appropriate conservation measures in supplier facilities through their maintenance and production processes and by recycling, re-using or substituting materials.
- Obtain, maintain and keep current all required environmental permits and registrations and follow the operational and reporting requirements of such permits.
- If applicable, identify the chemicals or other materials being released that pose a threat to the environment and manage them appropriately to ensure their safe handling, movement, storage, use, recycling, or re-use and disposal.
- Improvement plans for waste reduction, recycling, energy conservation and greenhouse gas mitigation should be in place, along with demonstrable evidence of implementation.

FOOD SAFETY AND QUALITY

BNA is dedicated to providing safe high-quality products, and its suppliers must deliver products and services that meet food safety and quality standards required by applicable law and BNA quality standards.

VERIFICATION AND COMPLIANCE

Suppliers should have adequate monitoring and record keeping systems to ensure compliance with the Code. We reserve the right to monitor, review and verify compliance with the Code. In case of non-compliance, corrective actions will be issued and enforced. BNA reserves the right to terminate its business relationship with a supplier who is unwilling to comply with the Code.

SUPPLIER'S CERTIFICATION OF COMPLIANCE

By its acceptance of any purchase order from BNA, the supplier acknowledges its acceptance of the Code and intention to comply with its requirements.

If you have additional questions about this Supplier Code of Conduct, please contact your Procurement representative.

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