



**FRESENIUS  
KABI**



# U.S. Code of Conduct



**We All Play a Part**  
INTEGRITY IN ACTION.

## A Word About How We Work

At Fresenius Kabi USA and our local affiliates, how we work is as important as the essential products and services we provide.

Our mission is to save and improve human lives with affordable, accessible, and innovative healthcare products and the highest quality in clinical care. Fulfilling this mission requires every one of us to be dedicated to working ethically and with the highest standards of excellence, integrity, and regulatory and legal compliance.

At Fresenius Kabi, we pride ourselves on our award-winning support of health care professionals and strive to serve patients beyond expectations. Our success is only meaningful, however, if we achieve it the right way -- ethically, with integrity, and in full compliance with the law and our principles. Each of us must be committed to doing the right thing when facing any decision.

This Code of Conduct has been adopted by the Executive Committee in the United States. It outlines our requirements for you and every employee of Fresenius Kabi in the United States.

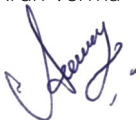
Please take the time to read the Code of Conduct and reflect on its meaning. When you sign it, you reaffirm your personal commitment to practice, uphold and promote its standards every day.

If you have any questions about the Code of Conduct or concerns about possible ethical violations in the workplace, talk immediately with your supervisor, your Human Resources manager, or our Chief Compliance Officer. You can also call the Compliance Action Line or write to our Office of Compliance. Contact information is listed in the Code. All communications will be treated confidentially and without retaliation.

Every Fresenius Kabi employee in the United States, regardless of location or position, has an obligation to read the Code of Conduct, understand it, and follow it every day, without exception.

This Code of Conduct is a living document. The example you set each day brings it to life.

Arun Verma



*President, Region U.S., and Member, Fresenius Kabi Executive Leadership Team*



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## Our mission, vision and principles unite, inspire and guide us

Together with our Fresenius colleagues across the globe, we are Committed to Life. To each and every one of us, the patient always comes first. For more than a century we have been working to save lives and improve quality of life for those with critical and chronic conditions. Yet we never get complacent about our successes, and never stop looking for better solutions.

Our corporate mission and vision provide the guiding lights for our strategies and actions, ensuring we can continue to serve the patients who depend on us over the long-term. Our principles form the basis of our company culture, defining what we stand for and how we work, both as individuals and as a group.



### The Fresenius Mission

We save and improve human lives with affordable, accessible and innovative healthcare products and the highest quality in clinical care.

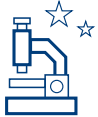
### Our Vision

We are the trusted, market-leading healthcare company that unites cutting-edge technology and human care to shape next-level therapies.



The Fresenius Principles form the basis of our company culture, with which we support #FutureFresenius strategy. The Fresenius Principles describe what we stand for and how we operate, collaborate, approach challenges and make decisions - as individual Fresenius employees and as a whole team.

# Our Principles



## WE CARE FOR **EXCELLENCE**

- No compromise on quality.
- True north in mind.



## WE SERVE **PATIENTS BEYOND EXPECTATIONS**

- Bold in our ambitions.
- Turning ideas into actions.



## WE LIVE THE POWER OF **ONE TEAM**

- Respectful collaboration.
- Empowering responsibility.



## WE BRING **HEALTHCARE INNOVATION TO PEOPLE**

- Learning with our customers and partners.
- Pushing therapies to the next level.



## WE ACT **TODAY** FOR A **BETTER TOMORROW**

- Over 100 years of heritage.
- Mindful of future needs and resources.

# Our Commitment to Compliance

## ■ Our Company

We are focused on transforming historic breakthroughs in science and health care into essential medicines and technologies – producing at scale what is needed most, always striving to expand accessibility and optimize safety and efficiency, while building resilience in the communities of caregiving.

## ■ Region U.S. Ethics & Compliance

We are committed to working ethically and fairly with employees, business partners, government authorities and the general public. Our Ethics & Compliance program is designed to support legal and ethical conduct throughout the Company. The Compliance Officer for Region U.S. oversees the compliance program for the United States.

## ■ Purpose and Scope of Our Code

Maintaining the trust and confidence of the communities we serve means ensuring that our principles are incorporated in everything we do. This Code of Conduct (the “Code”) supplements the Code of Conduct adopted by Fresenius Kabi AG and serves as the foundation for how we conduct business in Region U.S. The Code applies to all persons employed by Fresenius Kabi USA, LLC, Fresenius Kabi, LLC, and Fenwal, Inc. (together with any other affiliates in the U.S., collectively, the “Company”) and their respective officers, directors, contractors, and temporary workers (collectively, “employees”).

We comply with all applicable laws, including, but not limited to, state and federal healthcare laws; anti-trust and competition laws; drug pricing and transparency laws; DEA and FDA regulations. We also comply with all applicable industry guidelines and codes including those published by the Association for Accessible Medicines, Pharmaceutical Research and Manufacturers of America, and Advanced Medical Technology Association’s Code of Business Ethics.



Maintaining the trust and confidence of the communities we serve means ensuring that our principles are incorporated in everything we do.

## **We All Play a Part**

### **INTEGRITY IN ACTION**

As part of the Fresenius Kabi team, each of us has a responsibility to work ethically and with the highest standards of integrity. This is essential to fulfilling our promise of being #Committed to Life.”

If you have questions or concerns about ethical behavior in the workplace, please speak up. You can speak to your manager, Human Resources, our Chief Compliance Officer, or contact the Compliance Action Line (CAL).

Through our individual and collective actions we bring integrity to life, building trust and confidence in Fresenius Kabi, and in each other. We all play a part.

#### **Compliance Action Line**

Online: [complianceactionline.ethicspoint.com](https://complianceactionline.ethicspoint.com)  
1-855-211-5061 Employees in the U.S. or Canada



## ■ Personal Responsibility for Compliance

All employees are required to read, understand, and certify, annually, that they will adhere to the ethical standards described in the Code. Additionally, Company personnel are responsible for understanding and complying with current policies, procedures, laws, regulations and industry codes as they apply to Company products and practices and the employee's job responsibilities. Any stricter local laws and rules must be followed.

If an employee has been excluded, debarred or suspended, or has otherwise become ineligible to participate in U.S. federal health care or procurement or non-procurement programs; or is under an investigation for certain criminal offenses for which they may be excluded, debarred or suspended, he or she must inform the Ethics & Compliance Department immediately.



All employees are required to read, understand, and certify, annually, that they will adhere to the ethical standards described in the Code.

## ■ Consequences of Code Violations

Code violations may lead to significant consequences for individuals responsible for the violation, the Company, and our customers:

- Our customers, the patients who rely on our products, may be harmed due to compromised product safety or efficacy;
- The Company may suffer substantial reputational harm, be liable for heavy fines, or be required to make disclosures to government agencies; and
- Individuals may face personal fines or imprisonment as well as disciplinary action up to and including termination of employment.

The Company strives to be proactive rather than reactive when dealing with a potential Code violation. Please see the *Seeking Help and Advice* section for additional guidance.

## ■ Disciplinary Action for Code Violations

The Company will take appropriate disciplinary action against employees, up to and including termination, for the following:

- Authorizing or participating in violations of the Code;
- Failing to report a violation;
- Refusing to cooperate with an investigation;
- Knowingly making a false report or providing misleading information during an investigation;
- Retaliating against any person who made a good-faith report of a suspected violation or participated in an investigation; and
- Failing to appropriately act upon a violation or the intentional disregard of a possible violation.



## ■ Raising Concerns

Employees have a responsibility to report known or suspected violations of the Code or any policy, procedure, law, regulation, or industry code. Remaining silent about a violation of law or policy can put the employee and the Company at risk. Reports may be made to the employee’s direct manager, another manager, Human Resources (“HR”), the Legal Department, or Ethics and Compliance Department Region U.S.. Alternatively, an employee may use the Compliance Action Line to confidentially and anonymously ask questions, raise concerns or report activities that may involve suspected violations.

The Company has open door, reporting misconduct, anti-retaliation and confidentiality policies to help protect employees regarding any report or information provided in good faith. The Company will promptly investigate all reports of suspected violations and any reported information will remain confidential to the extent possible. Employees are required to cooperate fully with any investigation of any alleged violation, regardless of their involvement.

### What does “in good faith” mean?

To speak up “in good faith” means to raise a concern that the employee believes to be true, even if it is later determined that there was no violation. It means not using this as a mechanism to spread falsehoods, threaten others, or damage another person’s reputation. If anyone is found to have knowingly provided false or misleading information, he or she will face disciplinary action up to and including termination.



The Compliance Action Line (CAL), available to anyone within or outside the Company, is operated by an independent third party and is available 24 hours a day, seven days a week. There are two ways to raise concerns anonymously:

1. Call the following phone number for employees in the U.S. or Canada:  
**1-855-211-5061**  
(TTY Line: 1-855-234-9782). Other countries, contact AT&T USA Direct Operator before dialing this number.
2. Visit the following website to submit a report online: [www.complianceactionline.ethicspoint.com](http://www.complianceactionline.ethicspoint.com).



## ■ Open Door Policy and Reporting Misconduct Policy

We believe that open communication leads to the development of ideas, resolution of issues and understanding each other's needs, expectations and responsibilities. We encourage everyone to express thoughts and opinions with co-workers and management, without fear of reprisal, regarding suspected Code violations and issues relating to jobs and suggestions for: the employee's manager, other management, Human Resources, Legal Department or the Ethics & Compliance Department.

We believe that open communication leads to the development of ideas, resolution of issues and understanding each other's needs, expectations and responsibilities.

## ■ Anti-Retaliation

It is against Company policy to retaliate against anyone who, in good faith, seeks help, reports a known or suspected violation, or cooperates with an investigation. Any Company employee who engages in retaliation will be subject to disciplinary action up to, and including, termination. Examples of retaliation include: termination, denial of benefits, demotion, suspension, threats, harassment and discrimination.

Any instances of retaliation against an individual or another employee should be reported using the resources listed in the [Raising Concerns](#) section.

Any instances of retaliation against an individual or another employee should be reported using the resources listed in the [Reporting Misconduct Policy](#).

## ■ Confidentiality

It is important that employees feel secure when raising any compliance-related issues. Confidentiality will be maintained to the greatest extent possible. In some cases, the identity of the reporter cannot be kept confidential. In those instances, the Company will take necessary steps to protect the reporter from retaliation.



# Industry Standards

## ■ Health Care Laws and Regulatory Requirements

Fresenius Kabi is subject to rules and regulations designed to ensure patient safety, maintain integrity of our pharmaceutical supply chain, eliminate fraud and prevent improper influence on medical judgment. We are committed to following US and international laws and regulatory requirements that govern our business including the development, manufacture, distribution, marketing, government contracting, price transparency, as well as the sale and promotion of our products.

Fresenius Kabi employees must follow the laws and regulations that govern their businesses and their roles. *Questions about which laws, regulations, policies or industry standards apply to their work should be directed to their managers or a member of the Legal or Ethics & Compliance Department.*



## ■ Anti-Bribery and Anti-Corruption

We do not tolerate corruption or bribery, and we are committed to deterring and detecting bribery, fraud and other improper business practices. We must fully comply with federal, state, and local laws, as well as the anti-bribery and anti-corruption laws of every country in which we operate.

Company personnel are prohibited from promising, offering, or giving anything of value (including non-tangible items such as information) to a government official or an employee or representative of our customers or commercial business partners with the intent to improperly influence their conduct. Company personnel are also prohibited from receiving anything of value that could be perceived to improperly influence the Company's business or conduct. Employees must perform due diligence before engaging in a business relationship with a third party to ensure that their business practices are aligned with our Company policies and this Code. When doing business in the worldwide marketplace we must:

- Not make or authorize payments or gifts in order to obtain or retain business or to secure an improper advantage. Observe all laws, rules and regulations where we conduct business;
- Not enter into an agreement with an agent or consultant that relates to Fresenius Kabi's business outside the United States unless all appropriate measures have been taken and approvals obtained;
- Not pay or provide anything of value to any individuals, including government officials, to obtain or retain business, even if doing so is a common practice in other countries;

*continued*

### What is a "government official"?

The term "government official" is broadly defined and includes employees of federal, state, local and foreign governments, international organizations and government-owned entities, and can essentially be any public servant. For example, doctors at a public hospital, professors at a public university, judges, members of health or supervisory authorities and members of the military are considered public employees. Candidates for public office and officials of political parties may also be considered government officials.

- Not offer new products or services in any country without prior approval, and then only in accordance with the country’s applicable local regulations and requirements.

A violation of anti-corruption laws can lead to severe civil and criminal penalties, imprisonment, and reputational harm to the Company. Questions or concerns regarding bribery, fraud, or other corrupt activity, should be directed to the Legal Department or Ethics & Compliance Region U.S.



## ■ Money Laundering

Money laundering is the process of disguising proceeds from criminal activities and making the proceeds appear legitimate through a series of transactions. It is against the law and Company policy strictly prohibits knowingly facilitating money laundering or engaging in activity that results in unlawful diversion of assets. We comply fully with money-laundering laws in the US and other countries where we conduct business.

We must all work together to protect the Company’s integrity and reputation by reporting possible money-laundering activities. The following are examples of red flags when conducting third-party due diligence:

- The third party provides minimal, vague or fictitious information that cannot be easily verified;
- The third party applies pressure to quickly close the deal;
- The cost is abnormally high or low;
- The third party requests a 100 percent cash transaction;
- The third party states that funds are coming from one source and at the last minute, the source changes or payments are made in one form and refund payments are requested in another form;
- The third party requests payment to an entity different from the contracting entity;
- A party requires complex deal structures or payment patterns that reflect no real business purpose; and
- The third party is eager to avoid record-keeping requirements.

**Red flags.** While the following examples may not necessarily constitute bribery or corruption, they may be indicators of an increased likelihood of bribery or corruption:

- The transaction or third party is in a country known for widespread corruption;
- Individuals who have been subject to criminal investigations and enforcement actions or civil actions for acts that suggest illegal, improper or unethical conduct;
- A company that does not have an adequate compliance program or code of conduct and refuses to adopt one;
- Information provided by the third party that is not easily verifiable;
- The third party is recommended or requested by a public official, his/her family member, or his/her close associate;
- A party refuses to execute a written agreement;
- A party fails to cooperate with a due diligence investigation, or refuses to answer questions or make representations and warranties;
- A party refuses to warrant or act in compliance with anti-corruption, anti-money laundering, or similar laws and regulations;
- A party refuses to accept audit clauses in contracts;
- A party requests excessive or unusually high compensation;
- A party requests payments made to two or more accounts;
- A party vaguely describes the services provided or provides invoices that lack details;
- A party lacks the staff, facilities, or expertise to perform substantial work; and
- A party has been in business only a short time or was only recently incorporated.

## ■ Ethical Research and Development

All clinical trials prioritize the patient's well-being, dignity and safety. We protect the rights of those who take part in clinical trials and comply with the regulations of the countries where participants reside. We are committed to conducting research in compliance with all applicable laws and regulations, as well as internationally accepted standards such as the International Conference on Harmonization ("ICH"), Good Clinical Practices ("GCP") and Good Laboratory Practices ("GLP"). Animal research, if necessary, is conducted in a responsible, humane, and ethical manner.

The goal of our research and clinical trials is to develop valid scientific knowledge that benefits patients and advances science. At all times, we seek to uphold the highest scientific and ethical standards. All clinical investigators are trained on study protocols and applicable scientific and ethical standards. We regularly audit and monitor clinical study sites and processes related to our clinical trials.

All Company clinical trials are subject to central review by the Fresenius Kabi Global Trial Committee ("GTC"). The purpose of the central review of global trials conducted and supported by the committee is to ensure:

- Scientific validity;
- High quality;
- Effective trial design;
- Alignment with organizational objectives and regulations;
- Proper risk assessment;
- Patient safety; and
- Data integrity.

## ■ Manufacturing and Supply Quality

To support medical professionals in the best possible therapy and care for critically and chronically ill patients around the globe, we are committed to ensuring that our products are manufactured consistent with all applicable national and international legal requirements, Good Manufacturing Practices ("GMP"), and the highest standards of quality. Undertaking regular quality improvements across all operations is an ongoing task, and the Company maintains a Quality Management System ("QMS") to assure the quality of our products and services regarding safety and efficacy. The QMS is based on the following principles:

- Clear assignment of responsibilities;
- Educated and well-trained employees;
- Continuous safety monitoring;

*continued*



All clinical trials prioritize the patient's well-being, dignity and safety.



- Transparent and documented procedures;
- Controlled production process; and
- Continuous improvement.

Each employee is responsible for complying with the QMS as it applies to his or her job function. In sourcing materials and components for our products, we work with qualified suppliers who share our Principles for ethical business conduct. We oversee and perform regular monitoring and evaluation of our supply chain.



## ■ Product Safety

We are committed to ensuring the safety of all patients using our products. While we strive to make safe and effective medicines and medical devices, we recognize that our products could have possible side effects. We have a legal obligation to report relevant safety information and adverse events to regulatory authorities. Company personnel are responsible for reporting potential or actual adverse drug events or pharmaceutical and medical device product quality complaints to the appropriate department within twenty-four (24) hours of receiving such information. (See Appendix 1)

## ■ Interactions with Patient Organizations

We respect the neutrality and independence of patient organizations, especially in connection with the events they organize and run. We do not influence the work of a publication produced by a patient organization, in cooperation with or supported by the Company, unless there is a legitimate, objective reason (e.g. scientific aspects or to rectify inaccuracies in the contents).

Contributions to a patient organization must be supported by an unsolicited and independent request from the institution, including a detailed description of their needs, the program or project, and the budget. Any support to patient organizations must serve the purpose of supporting health care goals, such as research and

*continued*

### What is an “adverse event?”

An adverse drug event is any adverse event associated with the use of a company drug or device in humans, whether considered drug-related or not, including the following: an adverse event occurring in the course of the use of a drug product in professional practice; an adverse event occurring from drug overdose, whether accidental or intentional; an adverse event occurring from drug abuse; an adverse event occurring from drug withdrawal; and any failure of expected pharmacological or device action.



**Q** - George became aware of a potential adverse event related to a Company product while at a barbecue on Saturday. The effect was relatively minor - a headache, for example. Is he still obligated to report this given it is outside of business hours?

**A** - Yes, as an employee, George has a duty to report any potential or actual adverse event, regardless of severity or when he became aware of it, within twenty-four (24) hours to the Vigilance Department.



education. The patient organization must disclose any support provided by the Company at organization events.

We may require the support of patient organizations as experts and advisors for services such as speaking engagements and participation at advisory board meetings. Any such engagement must be based on a written agreement specifying the nature of, and compensation for, those services. The legitimate need for engaging a patient organization must be documented in accordance with applicable internal rules.



## ■ Interactions with Health Care Professionals

Our interactions with health care professionals (“HCPs”) are focused on relaying information about the Company products; providing scientific and educational information; and supporting medical education. We are committed to complying with applicable laws, industry codes and ethical standards that govern the business practices of health care companies when interacting with HCPs. We apply the following four principles to all our interactions with HCPs with the primary goal of advancing patient care:

### **Service**

We are focused on providing the highest level of service to our customers. We are committed to being responsive to our customers, seeking best practice solutions to meet customer expectations, and making every effort to exceed those expectations.

### **Respect**

We are committed to earning and maintaining the trust and respect of HCPs and the patients they serve.

### **Clinical Independence**

The medical profession requires a licensed and practicing HCP to use his or her knowledge, clinical skills, and judgment to protect and restore human wellbeing. We uphold the HCP’s duty to make independent decisions regarding patient treatment as well as the purchase of products and services. Employees are prohibited from attempting to influence or otherwise compromise an HCP’s decision-making.

### **Transparency**

Our interactions with HCPs may give rise to perceived or actual conflicts of interest. To avoid corruption, we support the disclosure of financial and other interests and relationships, as well as all payments and transfers of value made to HCPs. We do not work with third parties to circumvent the legal and ethical standards that govern our actions. *Please refer to the Policy on Interactions with Health Care Professionals for additional guidance.*

## What is a “Health Care Professional”?

A “Health Care Professional” or HCP is defined broadly as any individual or entity (whether public or private) who directly interacts with patients or has a role in patient care, diagnosis or treatment. This includes individuals or entities who may not interact directly with patients, but have influence over the recommendation, purchase, prescribing or approval of company products. They may affect contract decisions, formulary placement, award status or other preferential or qualifying status of Company products to be used in providing patient care. Examples of HCPs include, but are not limited to:

- Licensed Health Care Professionals and their staff (e.g., physician, pharmacist, nurse or dietitian);
- Researchers employed by, or affiliated with, academic medical centers or other health care facilities;
- Hospitals, clinics, pharmacies and their employees (e.g., director of pharmacy, purchasing agent);
- Government or private health plans, insurance programs and their employees;
- Group purchasing organizations and their employees; and
- Blood banks in hospitals and their employees.



## ■ Marketing Communications

We are committed to creating promotional materials that are accurate, reliable, and consistent with all applicable regulatory requirements governing such communications. As such, all of our marketing programs and promotional materials are reviewed and approved by Medical, Regulatory, and Legal (“MRL”) to ensure compliance with laws and regulations on promotion and advertising.

We are committed to creating promotional materials that are accurate, reliable, and consistent with all applicable regulatory requirements governing such communications.

Employees are prohibited from creating their own marketing and promotional materials or altering in any way materials that have been approved by MRL. *Please refer to the Policy on Interactions with Health Care Professionals, the Social Media Policy and the Promotional Material Review and Approval Policy for additional guidance.*

## ■ Samples

We may occasionally provide pharmaceutical drug samples to HCPs for patients so that they can evaluate the efficacy, safety and tolerability of our products for the patient before writing a prescription. Samples help HCPs in their prescribing decisions by allowing them to become familiar with a drug’s effects and properties. We comply with the Prescription Drug Marketing Act of 1987 (“PDMA”) and all other applicable laws and regulations. Samples should never be used as payment for services, return for favorable treatment, or other improper inducements. *Please refer to the Prescription Drug Sampling Program for additional guidance.*



## ■ Evaluation Products

The Company may occasionally provide certain products to HCPs at no charge for evaluation or demonstration purposes to facilitate the safe and effective use of such products, including medical devices and instruments. Company products provided for evaluation are typically expected to be used in patient care. The terms of product evaluation should be set in advance and in writing and be approved by the Legal Department. These terms should specify the length of the evaluation period and address products that have not been returned within the evaluation period. Evaluation products may be subject to reporting requirements under federal and state reporting laws.



## ■ Gifts and Entertainment

As a general rule, the giving or receiving of gifts and entertainment among employees and persons or companies doing business with the Company is not permitted because it may present a conflict of interest or imply an obligation on the part of the receiving party. However, gifts of reasonable value, modest business meals and entertainment and similar customary and reasonable expenditures to promote general business goodwill are allowed if provided on an occasional basis. If offered gifts, employees must disclose them to their managers, whether or not they were accepted.

With respect to suppliers and non-health care service providers, the following guidelines apply to gifts and entertainment we give or receive:

- Occasional gifts valued at less than \$25 that are neither intended nor likely to be perceived by others to improperly influence business decisions are acceptable.
- Gifts valued at greater than \$25 may not be given or accepted for individual use. All such gifts must be disclosed to managers and treated as follows:
  - Perishable items (e.g., food items) may be shared with other employees.
  - Non-perishable items should be returned to sender, if possible, along with a note explaining the company's policy.
  - If it is not possible to return the item, we may donate the item to charity (in the name of the sender). If possible, the employee may send a note to the sender explaining the donation.
- Entertainment or business meals that are modest by local standards are acceptable so long as the venue is conducive to business discussions. Spouses or significant others may not be included in such events.
- Employees shall not provide business meals or gifts, including educational items, to officials or employees of federal, state or foreign government agencies.

Gifts and business meals provided to healthcare professionals and customers have special considerations and are addressed in more detail in the *Health Care Interactions Policy*, a supplement to this Code.

### What is a "supplier"?

The term "supplier" is broadly defined and applies to individuals and organizations that provide direct and indirect materials and services to the Company. Suppliers include, but are not limited to contractors, consultants, suppliers and other intermediaries. The category can include IT contractors, consultants providing advice on FDA matters, companies conducting market research or advisory boards on the company's behalf, office supply companies and janitorial services.



# Managing Company Assets

## ■ Use of Corporate Systems and Assets

We are committed to providing employees with the tools and resources necessary to do their jobs in an accurate and efficient manner. Our Company systems and assets include:

- Computer hardware and software;
- Company property;
- Financial resources;
- Office supplies; and
- Information security.

We all have a responsibility to safeguard Company systems and assets, including handling them with care and taking measures to prevent them from being lost, stolen, damaged or improperly accessed. While limited incidental personal use of tools like email, computers, laptops/desktops, mobile device(s) and the internet is allowed, it should not interfere with Company business or individual job performance. Also, Company systems and assets should never be used in a way that is illegal, inappropriate, harassing, or intimidating to others.

Employees should refrain from using personal or public computers, laptops or mobile device(s) to conduct Company business, including forwarding emails and electronic files to personal email accounts or transferring to a removable drive for use on equipment that is not owned by the Company.

Company personnel shall utilize Company assets and internet services to protect security and not risk confidential data by deliberately propagating a virus, worm or another harmful program code. Removal or modifying any hardware or software for the purposes of bypassing any filtering or monitoring security measures is prohibited.

The use of any software for business purposes, whether on Company computers or not, must be lawful. The proper licenses must be obtained prior to use. Using unlicensed or “pirated” software on Company computers or other equipment to conduct Company business is strictly prohibited. Any software or downloaded files via the internet may be used in ways that are consistent with licensing, trademarks or copyrights. In addition, Company personnel shall use Company authorized cloud services.

Anything an employee creates, downloads or shares using Company systems and equipment is Company property and may be reviewed or monitored by the Company at any time, unless prohibited or limited by law. Use of Company internet and equipment shall not be used for non-company related purposes such as gambling, running a business, conducting political campaigns, or any prohibited or illegal activity.



Employees should refrain from using personal or public computers, laptops or mobile device(s) to conduct Company business.



## ■ Intellectual Property

Protecting the Company's intellectual property ("IP") is critical to maintaining a competitive advantage and our ability to bring lifesaving medicines and technologies to critically and chronically ill patients. Examples of the Company's intellectual property include:

- Patents;
- Trade secrets;
- Copyrights;
- Trademarks; and
- Scientific and technical knowledge and know-how.

We are all expected to support the establishment, protection, maintenance, and defense of the Company's rights in all intellectual property and to use those rights in a responsible way to best maintain the Company's rights and interests. If, in the course of our work at the Company, we discover an invention or other intellectual property that may qualify for patent or other intellectual property protection, we will promptly report it to the Legal Department. We are also expected not to publicly disclose any patentable inventions until they are published as part of the patenting process.

Additionally, we are all expected to respect the valid and enforceable intellectual property rights of others. Theft, misappropriation, or any other unauthorized use of the valid and enforceable intellectual property rights of others may expose both the employee and the Company to civil lawsuits, significant fines, and criminal penalties.

*Questions related to intellectual property matters should be directed to the Legal Department. (See Appendix)*

## ■ Confidential Information

We are committed to protecting confidential and proprietary information that we create or receive because it is critical to maintaining the trust we have built with our employees and business partners. Also, disclosing confidential or proprietary information, whether intentional or accidental, can adversely affect the financial stability and competitive position of the Company. Confidential and proprietary information includes, but is not limited to:

- Technical or scientific information relating to current or future Company products;
- Product pricing information;
- Customer lists;
- Business and marketing plans;
- Sales reports;



**Q** - Jane, an HR manager, works in a cubicle and is on the phone with outside counsel discussing an employee sexual harassment complaint. Lisa walks by Jane's cubicle on her way to the restroom and overhears Jane say, "Sarah is not the first person to file a sexual harassment complaint against Tom." Lisa deduces that Jane was talking about Sarah in Finance who reports to Tom. Is Jane's behavior acceptable?

**A** - No, Jane's behavior is not acceptable. Sarah submitted a confidential sexual harassment complaint to HR. Jane was assigned to investigate the claim and has a responsibility to not share this information with others who do not have a legitimate need to know the information. Therefore, Jane should not have discussed the claim in a public space, such as an open cubicle. Jane should have gone into an empty conference room or other private space where no one could overhear her conversation with outside counsel.

*continued*

- Employee personnel files;
- Internal complaints submitted to HR or the Legal Department;
- Compliance Action Line complaints;
- Financial and strategic planning; and
- Any other non-public information in any form.

We are all responsible for safeguarding any confidential information we may encounter in the performance of our job duties against unauthorized access, use, or disclosure in compliance with federal and state laws and Company policies. If employees become aware of a breach of confidentiality obligations, they are obligated to report it using the resources listed in the *Raising Concerns* section.



## ■ Data Privacy

We will only collect personal information for legitimate business purposes and only the amount of information needed to achieve that purpose. Personal information we may obtain, or have access to, must not be disclosed to other Company employees or third parties unless there is a need to know the information, and only if we are assured they will safeguard the information. When the purpose for obtaining the information is fulfilled, personal information must be destroyed in compliance with federal and state laws and company document retention and destruction policies.

The Company is subject to state, federal, and international data privacy laws as well as stringent Fresenius Kabi global data privacy policies. For this reason, the Company takes the privacy of our employees, customers, and other appropriate parties seriously. The Company maintains an industry standard Privacy Risk Management Framework to appropriately identify, assess, control, and monitor the way our Company processes personal data. Core to this framework are the company's Data Privacy Principles, which are as follows:

**Access** - The Company provides individuals with access to their personal data for review or update upon request and where required by law or contract.

**Accuracy, Quality, and Integrity** - The Company ensures the accuracy, quality, and integrity of the personal data that it collects, stores, transmits, and uses.

**Choice & Consent** - The Company provides individuals with a choice concerning how the Company may collect, use, or disclose the individual's personal data. Unless otherwise permitted by law or contract, the Company captures an appropriate form of consent prior to collecting, using, or disclosing personal data.

**Collection, Use, Retention, & Disposal** - The Company collects and uses personal data only where necessary, lawful, and obtained through transparent means. The Company retains personal data only as long as needed to fulfill the personal data's intended purpose or as long as required by law or contract. The Company will securely dispose of personal data when the Company no longer needs it.

### What is "personal information?"

"Personal information" is any information that can identify or be used to identify, a person. This includes information that can directly identify the person (e.g., name or person's photograph) and information that a person can indirectly use to identify the person (e.g., a medical insurance number or a participant code assigned to patients enrolled in a clinical trial).

*continued*

**Monitoring & Enforcement** - The Company monitors and enforces compliance with its privacy policies and these principles.

**Notice** - The Company informs individuals how the Company will collect, use, store, share, secure, and dispose of their personal data.

**Security** - The Company prohibits unauthorized access, use, and disclosure of personal data and deploys appropriate organizational, technical, and physical measures to prevent such activity.

**Sharing & Disclosure** - The Company discloses personal data to third parties only where necessary, as permitted by law, and as permitted under contractual terms as applicable. The Company does not share personal data with third parties without the individual's awareness.

*If employees have any questions, learn of potentially improper handling of personal data, or become aware of any activity that does not conform to the principles outlined above, they should contact the Company's Privacy Program at [privacy@fresenius-kabi.com](mailto:privacy@fresenius-kabi.com).*



## ■ Accurate Business Records

We are committed to preparing Company records, accounts, and financial books in accordance with applicable laws and external accounting requirements such as Generally Accepted Accounting Principles ("GAAP") and the International Financial Reporting Standards ("IFRS").

The integrity of Company business records and prevention of fraudulent activities depends on accurate and complete information. We must maintain proper books and records that fairly and accurately reflect the Company's business activities and financial position. This includes reporting to the Company using the resources listed in the *Raising Concerns* section. This is the case if there is reason to believe that someone has behaved improperly regarding business records, or if an employee feels pressured to prepare, alter, conceal, or destroy business records in violation of Company policy.

Employees shall make all required filings and reports to federal, state and local government agencies accurately, on time and in accordance with applicable laws, regulations and Company guidelines.

Employees are responsible for ensuring the accuracy of any information provided for inclusion in a report, which will be signed or certified by a more senior manager. The employee must disclose any problems or questions prior to the signing, filing or the completion of the report.

The Company takes the privacy of our employees, customers, and other appropriate parties seriously. The Company maintains an industry standard Privacy Risk Management Framework to appropriately identify, assess, control, and monitor the way our Company processes personal data.



Examples of unethical practices regarding business records include:

- Recording phantom product sales to boost performance numbers;
- Keeping Company assets "off the books" by failing to properly record them;
- Giving false quality or safety results; and
- Disguising a gift to an HCP as a fee for consulting services.

## ■ Records and Information Management

Company business records represent an important corporate asset that must be protected, preserved and ultimately disposed of in a compliant manner to guarantee their availability and utility while securing the interests of the Company. This includes not altering, destroying, or disposing of business records that have been requested by a government agency, are subject to an investigation or litigation, or are otherwise restricted by the Legal Department.

*If employees are unsure whether a business record should be retained or destroyed, they may utilize the resources listed in the Seeking Help and Advice section.*

## ■ Conflicts of Interest

All employees have a duty to act in the best interest of the Company and must avoid all outside activities that can create or give the appearance of a conflict of interest between personal interests and Company interests. A conflict of interest exists when: 1) a personal interest or activity could influence or interfere with their performance of duties, responsibilities, or commitments to the Company; or 2) they receive an improper personal benefit as a result of their position at the Company. Examples of situations where a conflict of interest may arise include:

- An immediate family member (e.g., spouse, domestic partner, child, parent, sibling, grandparent, father/mother-in-law, brother/sister-in-law, son/daughter-in-law, grandchild, spouse/domestic partner's grandparent, stepparent, stepchild, and stepsibling) or a friend works for, owns, or has a substantial financial interest in a competitor, supplier, or business partner of the Company;
- Hiring or supervising a family member or an individual with whom they have a romantic relationship;
- Serving as a board member for a company or organization whose interests' conflict with those of the Company;
- A business relationship between the employee and the Company, or between the Company and a family member or a friend, such as a supplier; and
- Accepting anything of value (e.g., gifts, discounts, favors, or services) from a competitor, or a potential or existing customer or supplier which could give the appearance of impairing an employee's judgment or loyalty to the Company.

Employees must receive advanced permission before engaging in employment or other business activities outside their Fresenius Kabi duties. Outside employment or business activities that may conflict with Company interests require the explicit permission of the Company by submitting the required information on the Outside Employment Request Form. This applies especially to any position at a company with which Fresenius Kabi has a business relationship. This also applies to freelancing activities.

Employees must address conflicts of interest before they arise by communicating situations that can create an actual or potential conflict of interest, or the appearance of one, to their managers, HR or Ethics & Compliance Department.



Minimize Risk. Maximize Information.



**Q** - Alan is responsible for selecting a new travel management company. He sent out an RFP and is in the process of reviewing the RFP submissions that he received. Chris is CEO of a travel management company that is being considered. Chris and his wife asked Alan and his wife to join them, along with the CFO and a Board Member of Chris' company, for the kitchen table experience at Alinea - the most intimate, immersive and cutting-edge dining experience at Chicago's only Michelin 3-star restaurant. Alan's wife has always wanted to dine at Alinea, but they could never afford it. Can Alan accept Chris' invitation?

**A** - No. Accepting this gift could influence or be perceived to influence Alan's selection of a new travel management company. The kitchen table experience at Alinea could cost US\$800 to US\$1,000 or possibly more per person, taking into consideration food, wine, tax, and gratuity. This excessive value could create a sense of obligation or the appearance of impropriety. Therefore, Alan must decline Chris' invitation.



## ■ Social Media

We respect the legal rights of employees to use social media and expect employees to use social media responsibly and exercise good judgment when posting content. They are solely responsible for what they post online. However, employees must not disclose any Company confidential proprietary, nonpublic or personal identifying information of anyone at the Company, in online postings or publications. They are strictly prohibited from using personal social media accounts to promote, market, or otherwise discuss or comment on any Fresenius Kabi products.

Employees must refrain from using social media while on work time or on equipment we provide, unless it is work-related as authorized by their manager or consistent with Company policy. The Company's email address must not be used to register on social networks, blogs or other online tools utilized for personal use. Information and communications published on personal online sites should never be attributed to the Company or appear to be endorsed by, or to have originated from, the Company. Nothing in this Code of Conduct is intended to or will be applied in a manner that limits employees' rights to engage in protected concerted activity as prescribed by the National Labor Relations Act.

Employees will be responsible for complying with any local Company policy and/or guidelines that may be established to govern social media use by company personnel.

## ■ Insider Trading

It is against the law and Company policy to use material, non-public information about the Company or another entity within the Fresenius group of companies to influence an individual's or anyone else's decision to purchase or sell securities. Employees may learn about or have access to confidential or "inside" information about the Company or another company because of the nature of their role in the company. They have a responsibility to ensure that such information is not used for stock-trading purposes or for any purpose other than conducting Company business. This restriction applies to all employees, officers, directors and others who are under confidentiality obligations to the Company or another entity within the Fresenius group of companies.

*continued*



### Policy Violation

Bill posts his resume on LinkedIn where he states he is responsible for a \$30 million R&D project. This is confidential material non-public information and should not be disclosed on social media.

Employees must refrain from using social media while on work time or on equipment we provide, unless it is work-related as authorized by their manager or consistent with Company policy.

The following are examples of material, non-public information that must not be publicly disclosed unless specifically authorized:

- Unanticipated changes in annual and quarterly earnings;
- Significant acquisitions or divestitures;
- Executive management changes;
- Information about new products;
- Contract awards or pricing strategies;
- Expansion plans; and
- Significant litigation or regulatory proceedings.

To avoid violations of securities laws, including the appearance of impropriety, the Company may impose periods during which certain employees may not engage in transactions involving Company securities. From time to time, upon prior notice to the persons affected, the Company may impose event-specific special blackout periods during which certain employees are prohibited from trading in Company securities. *If employees are in doubt about whether information constitutes “inside” or “material” information, or for questions about other possible issues related to the trading of stock, the Legal Department should be consulted before taking action.*



## ■ Competitive Intelligence

We only gather business intelligence on competitors through legal and ethical means. We do not solicit competitive intelligence from customers or hire a competitor’s employees for the purpose of obtaining confidential information. We do not want individuals to violate confidentiality agreements with prior employers. Employees or other individuals must not use deception, manipulation, misrepresentation or other improper means to acquire trade secrets or other confidential information. *If you have questions or concerns about competitive business information, contact the Legal Department.*



It is against the law and Company policy to use material, non-public information about the Company or another entity within the Fresenius group of companies to influence an individual’s or anyone else’s decision to purchase or sell securities.

Employees or other individuals must not use deception, manipulation, misrepresentation or other improper means to acquire trade secrets or other confidential information.





## ■ Following Import and Export Laws

Because we produce and distribute our products globally, it is vital to our business that we follow all applicable import and export regulations in all of our operations.

To protect our ability to do business around the world, we must know and closely follow all trade regulations that apply to our various transactions.

An import occurs when we purchase goods from one country to bring these goods into another country. Import activity generally requires us to file certain declarations and documentation, as well as pay applicable taxes and fees. Fresenius Kabi US locations are also voluntary members of US Customs, Trade Partnership Against Terrorism (CTPAT) Importer Security program and carries additional end-to-end Supply Chain security responsibilities.

An export is not only those goods physically distributed, but can also be electronic exchanges. It includes technology and certain information we supply across national borders or to citizens of other countries. An export generally requires us to review export licensing controls and screen business partners, as well as file certain declarations and documentation.

Regulatory Agency involvement for U.S. import and export transaction may include:

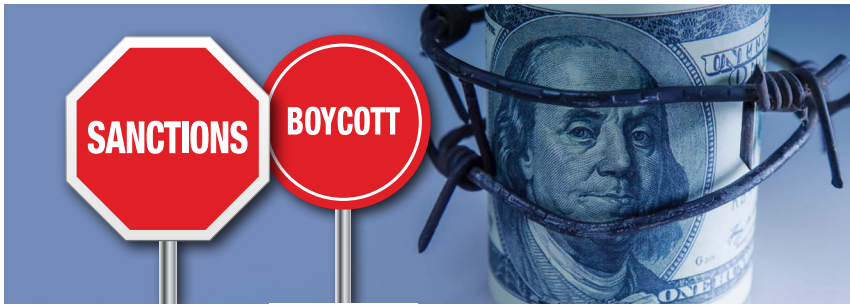
- U.S. Customs and Border Protection;
- U.S. Food and Drug Administration;
- U.S. Drug Enforcement Agency;
- U.S. Department of Agriculture;
- U.S. Environmental Protection Agency;
- U.S. Department of Treasury; and
- U.S. Department of Commerce

If you plan to import or export products, services, or information to or from the U.S., or re-export to a third country, you must first consult with the Supply Chain, Trade Compliance department at [US\\_LKZ\\_GTC@fresenius-kabi.com](mailto:US_LKZ_GTC@fresenius-kabi.com) (for US Imports) or [US\\_LKZ\\_GTC\\_EXPORTS@fresenius-kabi.com](mailto:US_LKZ_GTC_EXPORTS@fresenius-kabi.com) (for US Exports).

Additional information about this section is available on the US Trade Compliance intranet site at US Trade Compliance - Home ([sharepoint.com](http://sharepoint.com)) and the Global Customs and Trade Compliance (GCTC) intranet site at [Global Customs and Trade Compliance \(GCTC\) \(sharepoint.com\)](http://Global Customs and Trade Compliance (GCTC) (sharepoint.com)).



To protect our ability to do business around the world, we must know and closely follow all trade regulations that apply to our various transactions.



## ■ Complying with Sanctions and Boycotts

We comply fully with all applicable laws and regulations related to United States (“US”) export controls and foreign boycotts to protect US interests at home and abroad. Many markets govern the import, export, or transfer of certain controlled products, software, and technology, as well as the performance of certain controlled services. Many trade laws control Fresenius Kabi’s investments, transactions, and business activities with certain markets, entities, or individuals. Violations of such laws may result in substantial fines, imprisonment, and severe restrictions on the Company’s ability to do business in the US and abroad.

We are committed to performing due diligence on all potential customers and business partners to ensure that conducting such business is not prohibited or restricted. Furthermore, all potential customers and business partners in the US are screened against applicable exclusion, debarment, and suspension databases.

The legal landscape of economic sanctions laws and regulations can be complex and requires analysis by the Legal Department. Employees must contact the Legal Department before engaging in any activity, transaction or other business dealing with individuals or entities based in the following countries.

- Cuba;
- Iran;
- North Korea;
- Syria;
- Sudan;
- The Crimea region of Ukraine
- Russia; or
- Venezuela.

Our international operations also subject us to various possible economic sanctions. As part of global trade regulations, economic sanctions can restrict or prohibit our dealings with certain countries, or with individuals. Some sanctions may be specific to a particular country or regime, whereas others may target certain blacklisted entities or individuals.

We are committed to performing due diligence on all potential customers and business partners to ensure that conducting such business is not prohibited or restricted. Furthermore, all potential customers and business partners in the U.S. are screened against applicable exclusion, debarment, and suspension databases.



The legal landscape of economic sanctions laws and regulations can be complex and requires analysis by the Legal Department.

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In general, sanctions may restrict activities such as:

- Transferring assets;
- Making monetary payments;
- Providing services;
- Selling products; and
- Exporting sensitive technology.

If you need help determining whether or not a particular individual, entity, or country is subject to trade sanctions, consult with the Supply Chain, Trade Compliance department.



We are also expected to follow U.S. anti-boycott laws. These laws prohibit us from participating in boycotts not sanctioned by the United States.

This means we may not engage in any of the following activities, regardless of our location:

- Refusing (or agreeing to refuse) to do business with a boycotted country or its nationals, or a blacklisted or boycotted company;
- Agreeing to participate in an unsanctioned foreign boycott; and
- Providing information about a company's activities with a boycotted country or a blacklisted company or information concerning the race, religion, gender, or national origin of personnel.

For assistance understanding and complying with trade laws, including sanctions and boycotts, contact the Supply Chain, Trade Compliance department at [US\\_LKZ\\_GTC\\_EXPORTS@fresenius-kabi.com](mailto:US_LKZ_GTC_EXPORTS@fresenius-kabi.com).

available on the US Trade Compliance intranet site at US Trade Compliance - Home (sharepoint.com) and the Global Customs and Trade Compliance (GCTC) intranet site at [Global Customs and Trade Compliance \(GCTC\) \(sharepoint.com\)](#).



For assistance understanding and complying with trade laws, including sanctions and boycotts, contact the Supply Chain, Trade Compliance department at [US\\_LKZ\\_GTC\\_EXPORTS@fresenius-kabi.com](mailto:US_LKZ_GTC_EXPORTS@fresenius-kabi.com).





We support efforts dedicated to the fight against opioid abuse as well as the responsible prescribing of opioids.

## ■ Opioid Stewardship

At Fresenius Kabi, we recognize that opioids can be appropriate in the treatment of acute pain. Fresenius Kabi supports leadership efforts for implementing hospital-wide opioid stewardship. We believe that a multimodal analgesia approach, where different methods of relieving pain are employed, may decrease the use of opioids and associated side effects (e.g., delirium, and respiratory depression) and influence tolerance, addiction, dependence and diversion. We support efforts dedicated to the fight against opioid abuse as well as the responsible prescribing of opioids.

## ■ Pharmaceutical Restricted Products

The Company opposes the use of our products in lethal injection, and along with other major drug manufacturers, we have established an Authorized Distribution program for certain restricted products. This program is designed to assure the availability of key medications for patients. Our medicines play a vital role in patient care. In keeping with our promise of being #CommittedToLife, Fresenius Kabi is dedicated to distribution controls that help assure restricted products are used for proper medical purposes.

In keeping with our promise of being #CommittedToLife, Fresenius Kabi is dedicated to distribution controls that help assure restricted products are used for proper medical purposes.

While the Company takes no position on capital punishment, the use of our products for lethal injection is contrary both to our mission and to the FDA-approved indications for, and labelling of, our products. The Company therefore does not sell, or allow the sale of, certain drugs to prisons or correctional facilities.



# Our Employees

## ■ Equal Employment Opportunity

Fresenius Kabi values the diversity of skills and experience that employees bring to our business and we are committed to promoting and maintaining a culture of respect and equal opportunity worldwide. We believe that diversity is an asset to our business.

It is the policy of the Company to employ qualified persons of the greatest ability without discrimination against any employee or applicant for employment because of race, color, religion, creed, national origin, citizenship, immigration status, ancestry, age, gender, gender identity and expression, pregnancy, physical or mental disability, marital status, genetic information, sexual orientation, veteran status, military status, or any other characteristic protected by federal, state, or local law. The Company also reasonably accommodates employees and applicants with disabilities if they are otherwise qualified to satisfactorily perform all of the essential functions of a position.



## ■ Discrimination and Harassment Free Workplace

We are committed to providing a work environment that is free from all forms of discriminatory harassment based on or, because of, race, color, religion, creed, national origin, citizenship, immigration status, ancestry, age, sex, gender, gender identity and expression, pregnancy, physical or mental disability, marital or partnership status, genetic information, sexual orientation, veteran status, military status, or any other characteristic protected by federal, state, or local law.

Additionally, we will not tolerate any form of unlawful discrimination or harassment, including sexual harassment, against job applicants or employees. This strict prohibition applies to everyone, including executives, managers, co-workers, or third parties such as vendors, consultants or customers and includes actions on Company premises, in client or other work or Company-related settings, or in any work-related setting outside the workplace, such as during business trips, business meetings and business-related social events. This applies regardless of the sex, gender, or sexual orientation of the individuals involved.

We all have a responsibility to promptly report any suspicions about, or experiences of, any form of discrimination or harassment by using the resources listed in the *Raising Concerns* section. Retaliation against those who raise concerns in good faith or who participate in an investigation relating to such a complaint is strictly prohibited.

Workplace harassment can take many forms including, but not limited to, threats, insults, slurs, unsolicited remarks, jokes, gestures or physical contact, and display or circulation of derogatory or inappropriate written, electronic, voice, or other physical materials or images based on, or because of, any protected characteristic. When such conduct has the purpose or effect of unreasonably interfering with an individual's work performance or creating an intimidating, hostile or offensive working environment, it should be reported immediately.





**Safety** starts with S  
but begins with **YOU!**

## ■ Workplace Health and Safety

We are committed to providing a safe, healthy and productive work environment for all employees, customers, and visitors. Each of us is expected to act in a safe and competent manner in compliance with all Company policies. Employees must know and understand the health and safety requirements and potential risks associated with their roles.

Due to the nature of our business, certain employees may access and work with pharmaceutical drugs, medical devices, and other hazardous substances in performing their job duties. These employees are required to use, store and dispose of such materials in compliance with applicable law and report any suspected or actual violations to management or the Environmental, Health and Safety (“EHS”) Department.

We are also committed to providing a violence-free workplace and strictly prohibit anyone on Company premises, or engaging in a Company-related activity, from behaving in a violent or threatening manner. Furthermore, no one is permitted to use any Company resources to threaten, stalk, or harass anyone at the workplace or outside the workplace.

We are all responsible for taking the necessary precautions to avoid injury or harm to ourselves and others. Additionally, employees must promptly report any violent or threatening behavior, or potential or existing unsafe conditions, to their manager, Human Resources (“HR”), or the EHS Department. The Company will not tolerate retaliation against any employee making good-faith reports of violence, threats, suspicious individuals or activities, or unsafe working conditions.

### Examples of workplace violence include:

- Threats of any kind (e.g., joking about violence, threatening emails or phone calls, intimidation, attempts to instill fear in others);
- Behavior that may suggest a propensity toward violence (e.g., belligerent speech, hostility, excessive arguing or swearing, sabotage of Company or employee property, demonstrated pattern of refusal to follow Company policies and procedures);
- Assault and battery;
- Defacing Company or employee property or causing physical damage to Company or employee property; and
- Bringing firearms or weapons of any kind on Company premises, in Company vehicles, or otherwise while conducting Company business.



## ■ Substance-Free Workplace

We are committed to creating and maintaining a safe, substance-free workplace. The use, possession, consumption, manufacturing, distribution, dispensing, purchase or sale of illegal drugs or the improper use of other substances (including alcohol and marijuana where medically and/or recreationally legal) on its premises, in its vehicles, while conducting Company business, or on non-working time is strictly prohibited.

Employees are strictly prohibited from being under the influence of alcohol, illegal drugs or controlled substances while on Company premises, in Company-provided vehicles, or while performing Company business. They should report to work fit for duty and free of any adverse effects of illegal drugs, improper use of other substances or alcohol, including when working remotely or from home. To support our substance-free workplace goals, we may require drug testing at any time.

Smoking (including all electronic devices and vapes) and the use of smokeless tobacco products is prohibited inside all Company facilities, in Company vehicles, and in vehicles shared by multiple employees, but employees may utilize designated smoking areas as established by each Company facility.

If employees participate in Company-sponsored events where alcoholic beverages are available, consumption is completely voluntary and employees who do consume alcohol are expected to use good judgment and act responsibly.

This policy does not prohibit employees from the lawful possession and use of over-the-counter and medications prescribed to them, provided they are used properly and as directed by the prescriber.



Employees are strictly prohibited from being under the influence of alcohol, illegal drugs or controlled substances while on Company premises, in Company-provided vehicles, or while performing Company business.



# Communities in Which We Live and Work

## ■ Social Responsibility, Human Rights, and Diversity, Equity and Inclusion

We embrace and promote Social Responsibility, Human Rights and Diversity, Equity and Inclusion as principles that guide our business practices and our workplace culture. The Company fosters an atmosphere of mutual respect and appreciation that supports teamwork, collaboration, open communication, and continuous improvement. We promote an inclusive culture in which all employees have access to equal opportunities to develop and thrive. We are committed to respecting, supporting and protecting internationally recognized human rights. That means preventing, detecting and responding to instances of Human Rights abuse within our company and our business partners' companies. This includes: the prohibition on exploitative child labor and forced labor, freedom of association, the right to collective bargaining, the right to safe working conditions, and protection from discrimination. We support global efforts to eradicate slavery and human trafficking by performing reasonable due diligence, practicing continuous improvement, and managing our supply chains responsibly. *Any employee or third party may report Human Rights-related concerns anonymously to our Compliance Action Line.*



## ■ Environmental Stewardship

The Company believes that in order to be perceived as a valued, long-term partner by medical professionals, patients, suppliers, government agencies, and the general public, we must strive every day to meet the highest standards of corporate citizenship, including the goal of environmental sustainability. We take our responsibility to protect the environment seriously.

We work continuously to improve our environmental protection efforts and apply these standards worldwide. The Environmental, Health & Safety ("EHS") Function at both the corporate and local levels proactively oversees and helps manage and control the impacts of our operations which could prove detrimental to the protection of the environment, the preservation of our natural resources, and safe and healthy workplaces for our employees.



We work continuously to improve our environmental protection efforts and apply these standards worldwide.



## ■ Charitable Giving

We are committed to supporting our communities as well as scientific, clinical and educational institutions and programs intended to improve human health and well-being. We do this through employee engagement, financial support, and product donations. We support non-profit organizations to benefit society and advance the wellness of the communities in which we operate, and not to gain a business advantage or a reward for engaging in a business relationship with the organization. Please refer to the Charitable Donations Policy, and Policy on Interactions with Health Care Professionals for additional guidance.

## ■ Product Donations and Sponsorships

Fresenius Kabi is committed to supporting independent charities with goals that are consistent with our business and principles, including humanitarian and relief efforts and patient support groups. All product donations are directed to reputable charitable organizations with whom Fresenius Kabi has an established relationship. This ensures that our products reach their intended recipients and will be used appropriately.

We recognize the value of patient and support groups and aid them through reasonable financial assistance where we know our contribution will enhance patient education or well-being. All such assistance must be reviewed by the Ethics and Compliance Department and approved by executive management.



# Appendix

## ■ At-a-glance: How do I ask questions, present ideas or raise concerns?

AREA OF QUESTION	CONTACT
<p><b>Open Door and Reporting Misconduct Policies</b>                      We believe that open communication leads to the development of ideas, resolution of issues and understanding each other's needs, expectations and responsibilities. We encourage everyone to express thoughts and opinions with co-workers and management, without fear of reprisal regarding issues relating to jobs and suggestions for improving the Company's operations.</p>	<ul style="list-style-type: none"> <li>- Your manager;</li> <li>- Another manager;</li> <li>- Human Resources;</li> <li>- Legal Department;</li> <li>- Ethics &amp; Compliance Region U.S.</li> </ul>
<p><b>Ethics &amp; Compliance Region U.S.</b>                      We encourage you to contact Ethics &amp; Compliance Department when you have questions about whether an activity complies with the Code or Company policies and procedures.</p>	<p>Sanjida Chowdhury                      Chief Compliance Officer                      Region U.S.</p> <p>Simi Dhaliwal                      Sr. Director Compliance &amp; Data Privacy Region U.S.                      Region U.S.</p>
<p><b>Compliance Action Line</b>                      The Compliance Action Line is a confidential way for anyone to ask questions, raise concerns or report activities that may involve violations of the Code, Company policies and procedures, applicable laws and regulations, or industry codes of conduct. It is administered by a third party and is available 24/7.</p>	<ul style="list-style-type: none"> <li>- Online reporting:  <a href="http://www.complianceactionline.ethicspoint.com">www.complianceactionline.ethicspoint.com</a>;</li> <li>- Phone: 1-855-211-5061 (in the U.S. and Canada) If you are in another country, contact AT&amp;T USA Direct Operator before dialing this number.</li> <li>- TTY Line: 1-855-234-9782</li> </ul>
<p><b>Human Resources</b>                      We encourage you to contact HR when you have questions about employee relations issues.</p>	<p><a href="#">Ask HR</a>                      HR Hotline 847-550-2991</p>
<p><b>Media Inquiries</b></p>	<p>Geoffrey Fenton                      Senior Vice President, Communications</p> <p>Matt Kuhn                      Senior Director, Communications</p>
<p><b>Intellectual Property</b></p>	<p>Amy Brody                      Chief IP Counsel</p>
<p><b>Legal Department</b>                      We encourage you to contact Legal when you have questions about whether an activity complies with laws and regulations.</p>	<p>Kelly Davis                      Senior Corporate Counsel</p>

*continued*

## Appendix (continued)

AREA OF QUESTION	CONTACT
<p><b>Medical Affairs</b> All requests for information regarding the off-label use of Company products cannot be prompted or encouraged by any Company representative and must be forwarded to Medical Affairs.</p>	<p><i>Pharmaceutical Products</i> Toll Free: (800) 551-7176 - Option 3 <a href="mailto:medinfo.USA@fresenius-kabi.com">medinfo.USA@fresenius-kabi.com</a> Fax: (847) 550-0207</p> <p><i>Clinical Nutrition</i> Toll Free: (800) 551-7176 - Option 4 <a href="mailto:nutrition.medinfo.USA@fresenius-kabi.com">nutrition.medinfo.USA@fresenius-kabi.com</a> Fax: (847) 550-0207</p> <p><i>Biosimilars</i> Toll Free: (800) 551-7176 - Option 2 <a href="mailto:biosimilars.medinfo.USA@fresenius-kabi.com">biosimilars.medinfo.USA@fresenius-kabi.com</a> Fax: (847) 550-0207</p>
<p><b>Product Complaints/Adverse Events</b> If the Company receives an adverse event report about any of our products, we are required by federal regulations to report these to the FDA. Company Personnel should refrain from discussing adverse events or product complaints and immediately provide this information to the complainant.</p>	<p><i>Biosimilars</i> Product Complaints: (800) 551-7176 - Option 2 <a href="mailto:biosim.productcomplaint.USA@fresenius-kabi.com">biosim.productcomplaint.USA@fresenius-kabi.com</a></p> <p><i>Pharmaceuticals</i> Product Complaints: 1-800-551-7176 - Option 1 or <a href="mailto:productcomplaint.USA@fresenius-kabi.com">productcomplaint.USA@fresenius-kabi.com</a> - Adverse Events (Vigilance): 1-800-551-7176 - Option 5 <a href="mailto:adverse.events.USA@fresenius-kabi.com">adverse.events.USA@fresenius-kabi.com</a></p> <p><i>Medical Devices (Product Complaints &amp; Adverse Events):</i> Ext. 5128 or 1-800-933-6925 or <a href="mailto:MDPMQA.usa@fresenius-kabi.com">MDPMQA.usa@fresenius-kabi.com</a></p>
<p><b>Records and Information Management</b> We encourage you to reach out to Records &amp; Information Management when you have questions about document retention, destruction, or otherwise related to records and information management.</p>	<p><i>General questions:</i> Lainey Monroe, Manager, Compliance [US] <a href="mailto:records.management@fresenius-kabi.com">records.management@fresenius-kabi.com</a> <a href="mailto:Lainey.monroe@fresenius-kabi.com">Lainey.monroe@fresenius-kabi.com</a></p>
<p><b>Fresenius Kabi Employee Intranet</b> Find policies and procedures, resources, contact information and more.</p>	<p><a href="#">Fresenius Kabi Intranet</a></p>

