

FENWAL BUSINESS PRACTICE STANDARDS FOR SUPPLIERS

These standards apply to individuals / organizations who provide direct and indirect materials and services, including without limitation contractors consultants, distributors, suppliers and other intermediaries, all of whom are herein referred to as "Suppliers".

Fenwal's relationship with Suppliers requires us to clearly define requirements, exchange information, and share mutual benefits.

Generally, Suppliers to Fenwal have their own business standards. Although Fenwal cannot control the behavior of our Suppliers, we will not tolerate their illegal actions. Fenwal employees are accountable for doing business according to Fenwal's global business practice standards, summarized in *Honesty & Integrity: The Fenwal Way of Working Together* ("Fenwal Standards").

Suppliers must be evaluated and approved before any materials, components, products, or services are purchased from them. Evaluation and approval standards are outlined in Fenwal Supplier Quality Standards. This document is available at Fenwalinc.com or upon request.

Access and Use of Fenwal Electronic Media

Use of Fenwal-owned or managed electronic media must reflect and be consistent with Fenwal Standards.

Generally, Suppliers use their own laptops or computers to accomplish their work. In those circumstances where Suppliers are given access to Fenwal electronic environment (Intranet, e-mail, voicemail or other), Suppliers will adhere to the below requirements:

Suppliers will not knowingly download, view or forward materials of a discriminatory, harassing, threatening, sexual, pornographic, racist, sexist, defamatory or otherwise offensive nature. It is expected that electronic media is primarily used for business purposes.

Suppliers will communicate protected information (e.g., personal information, trade secrets, or other confidential information) in a way that recognizes the sensitivity of the information, the possibility of unauthorized access and compliance to local data protection laws. Suppliers will be responsible for keeping password(s) secret.

Suppliers understand that documents, software, e-mails and other web pages could bring damaging computer viruses into Fenwal network. Suppliers will not knowingly detach, decompress, run/launch or install any files or programs on Fenwal systems or open attachments that have damaging computer viruses. Suppliers will also not download or disseminate any material from the Internet unless the copyright owner has provided consent.

Suppliers will adhere to the timing and methods for retention and elimination of Fenwal company data stored on electronic media.

Accuracy of Business Records

Record and report facts accurately, honestly and objectively. Records must be accurate in all material respects. Do not hide, fail to record, or make false entries. All financial books and records must conform to generally accepted accounting principles.

Confidential Information, Including Proprietary Information and Trade Secrets

Confidential information includes facts, data and knowledge that have not been disclosed to the public.

Many different types of information have value because they are maintained in confidence. Such information includes unpatented technology as well as non-technical data such as financial, marketing, strategic, manufacturing, human resource, supplier, and material non-public information.

All Suppliers requiring access to Fenwal confidential information are required to complete a confidentiality agreement and/or receive approval from Fenwal legal counsel prior to accepting confidential information.

Confidential information is to be limited to information required to fulfill contracted performance requirements. Suppliers will keep confidential this information and any other information which they may acquire with respect to Fenwal business (including, but not limited to, information developed by Suppliers and information relating to products, customers, employees, suppliers, pricing, costs, know-how, strategies, programs, processes, and practices) unless and until Fenwal consents to disclosure, or unless such knowledge and information otherwise becomes generally available to the public through no fault of Supplier.

Conflicts of Interest

A conflict of interest arises when personal interests or activities may influence (or appear to influence) the ability to act in the best interests of Fenwal. Entering into an arrangement that conflicts with your responsibility to Fenwal must be avoided.

Some situations that could cause a conflict of interest include:

- Doing business with family members.
- Having a financial interest in another company in our industry.
- Providing similar services for direct competitors of Fenwal, with access to confidential or competitive information.

Having family members work for Fenwal, another Fenwal supplier, a Fenwal customer, or a Fenwal competitor.

A conflict of interest may also arise if a family member has a "significant financial interest" ("Significant financial interest") in another Fenwal supplier, Fenwal customer or competitor of Fenwal. Family members include parents, siblings, children, spouses, life partners, in-laws, aunts, uncles, cousins, and other persons related by blood or affection.

Suppliers must disclose actual or potential conflicts of interest and discuss them with Fenwal management. Any

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activity that is approved, despite the actual or apparent conflict, must be documented.

Employment Practices Guidelines

Fenwal is guided by our commitment to treating all employees with dignity and respect and believes in the value of workplace diversity. Fenwal has the same commitment to its Suppliers and expects its Suppliers to honor that commitment.

Illegal Drugs or Alcohol

Suppliers are expected to perform work on behalf of Fenwal free from the influence of illegal drugs or alcohol or other substances, including prescription drugs, that may impair ability to work, and in condition to perform their duties. Suppliers cannot use, possess, or sell illegal drugs on Fenwal property.

Minimum Hiring Age/Child Labor

Suppliers will not produce or manufacture goods or services using forced or indentured child labor. Regular full-time employees are to be at least 18 years of age. Suppliers and Contractors must disclose the existence of part-time work, summer jobs, or apprenticeship programs for individuals under the age of 18 to Fenwal management.

Fair Employment Opportunity

Suppliers are expected to comply with all applicable Employment laws and regulation including statutes prohibiting discrimination in the workplace.

Employment Practices Guidelines continued

Workplace Harassment

Fenwal does not permit intimidation or hostility and will not tolerate any behavior that might harass, disrupt or adversely interfere with another person's ability to work. Suppliers are expected to behave appropriately when working with Fenwal. Suppliers will not exhibit unacceptable behavior when working with Fenwal or onsite at a Fenwal location. Unacceptable behavior includes verbal, non-verbal, and physical attacks or other intimidating or hostile conduct.

Environment, Health & Safety

Fenwal is committed to protecting our employees, neighbors, and the environment.

Suppliers are expected to comply with all applicable laws and regulation regarding environment, health and safety. Suppliers working with Fenwal or onsite at a Fenwal location must work in a way that assures their own safety and the safety of others. Any emergencies must be reported promptly and appropriate responses made.

Gifts & Entertainment

- Fenwal does not permit its employees to accept gifts, including entertainment, from suppliers.

Prohibition of Bribes Kickbacks, Unlawful Payments, and Other Corrupt Practices

While Fenwal observes local business customs and market practices, we do not participate in any corrupt practices. Fenwal expects its suppliers to act in a similar manner.

Fenwal employees must not use an agent or representative, including any supplier, to do anything Fenwal policies prohibit. All employees, agents and other individuals and businesses representing Fenwal must follow the laws of the country in which they operate, applicable United States laws, Fenwal Global Standards and these standards, and keep accurate business records worldwide to ensure the records reflect actual transactions and payments.

All employees, agents, and others representing Fenwal must not offer, make, or authorize payment of money or anything of value, directly or indirectly, to:

- Illegally influence the judgment or conduct or ensure a desired outcome or action of any individual, customer, company or company representative.
- Win or retain business or to influence any act or decision of any governmental official, political party, candidate for political office or official of a public international organization.
- Gain an improper advantage.

Fair Competition and Antitrust

Fenwal is firmly committed to the ideas of free and competitive enterprise.

Suppliers, agents and other individuals and businesses representing Fenwal are expected to comply with all applicable laws and regulation regarding fair competition.

Trade Compliance

Fenwal leadership in worldwide healthcare requires a growing presence internationally. Suppliers representing Fenwal are expected to comply with the letter and spirit of all applicable import and export controls and trade compliance laws.

Resources

Integrity defines the structure of everything we do at Fenwal. If you need additional information or guidance on these standards, or wish to report a potential violation you may contact Fenwal Business Practices organization