



# SUPPLIER CODE OF CONDUCT

  
alimentiv™  
discovery accelerated.™

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# PURPOSE

**Alimentiv** is committed to responsible, sustainable business practices. Fundamental to this Supplier Code of Conduct (the “Supplier Code”) is the shared belief that business should not only operate in compliance with applicable laws, rules and regulations, but that our behaviors address underlying societal concerns. This Supplier Code describes the principles expected of our Suppliers in the conduct of their business, an expectation which comprises an important component of Supplier evaluation and selection. Suppliers should also apply these or similar principles to the partners with whom they work in providing goods and services to Alimentiv. Alimentiv is aware that differences in cultures and laws create challenges in applying this Supplier Code globally. The Supplier Code does not replace local law. In addition to these standards, Alimentiv expects Suppliers to operate in compliance with all applicable laws, rules and regulations. For the purposes of this Supplier Code, the term “Supplier(s)” includes all external third parties providing goods and/or services to Alimentiv.

# SCOPE

**This Supplier Code** applies globally to all Alimentiv Suppliers and all Alimentiv employees in relation to their engagement with Suppliers. For the purposes of this procedure, independent contractors, Central Readers and clinical sites are out of scope. Suppliers are expected to adopt the Supplier Code or develop their own proportionally equivalent policies, guidelines and training that address the below ethical business standards. Alimentiv manages Suppliers through its Vendor Management framework. Any proposed engagement of new Suppliers must be coordinated by or in consultation with Alimentiv Procurement and Vendor Management representatives. All potential Suppliers need to be assessed and approved in consultation with procurement and vendor management before being added to the approved Supplier listing.

# DEFINITIONS

Term	Definition
<b>Debarment</b>	Censure of an individual from working in the drug industry who has been convicted of a felony under Federal law for conduct relating to the regulation of a drug product under the Federal Food, Drug, and Cosmetic Act or foreign equivalent regulations.
<b>Procurement</b>	Alimentiv function responsible for purchasing policies and procedures and negotiation of terms for purchasing services and supplies.
<b>Supplier</b>	Service providers and suppliers, external to Alimentiv, contracted by Alimentiv to provide specific products and/or services.
<b>Vendor Management</b>	Alimentiv function responsible for selection, qualification, onboarding and oversight of designated vendors and suppliers.

# BUSINESS TRANSACTIONS

## Legal And Ethical Standards

Integrity is one of **Alimentiv's** core values. We expect Suppliers to conduct business responsibly, with integrity, transparency, and reliability. All suppliers shall have policies, procedures and training that reflect the principles as outlined in this document.

### Business and Financial Records

Suppliers are expected to prepare and **maintain accurate financial books and records** in compliance with applicable laws and regulations and are expected to have appropriate internal controls and processes in place in this regard. In cases where a Supplier acts as a payment intermediary on behalf of Alimentiv, as appropriate to the particular business relationship and agreement terms, Alimentiv may, upon reasonable notice, audit the Supplier to ensure all transactions are accurately processed and recorded.

### Anti-Bribery and Anti-Corruption

All suppliers are expected to comply with relevant **anti-bribery** and **anti-corruption laws** and regulations such as the Canadian Corruption of Foreign Public Officials Act ("CFPOA"), the Criminal Code of Canada, the US Foreign Corrupt Practices Act, the UK Bribery Act and other applicable (local) laws dealing with the various forms of corruption, including bribery of foreign and domestic government and/or non-government officials and officers, frauds on the government, secret commissions, as well as various corrupt accounting and record-keeping practices. Suppliers shall not offer, accept, conceal bribes or other forms of unlawful incentives to/from business partners to retain or gain an advantage in obtaining business. Suppliers shall not practice or condone any form of embezzlement, fraud, money laundering or tax evasion. No intermediaries, such as agents, advisers, distributors or any other business partners, shall be used to commit acts of bribery or other illegal acts of fraud, money laundering, embezzlement or tax evasion. Suppliers shall not offer to or accept from Alimentiv employees any payment or other form of unlawful incentive to retain or obtain business.



# BUSINESS TRANSACTIONS

## Legal And Ethical Standards

### ALIMENTIV'S EXPECTATIONS EXPLAINED

Expectation	Explanation
<b>Facilitation payments</b>	No facilitation payments are permitted to be made, irrespective of whether or not local law permits them. Gifts, hospitality and entertainment should never be offered or provided by the Supplier with the intent of causing the recipient to do something favoring Alimentiv or to refrain from doing something that disadvantages Alimentiv. Gifts in the form of cash and gifts that are cash-equivalent are prohibited by Alimentiv.
<b>Grants and donations</b>	Grants and donations are only given if the Supplier and/or Alimentiv do not receive, and are not perceived to receive, any tangible consideration in return. Suppliers must not make any such grant or donation on Alimentiv's behalf or in connection with its relationship with Alimentiv, without express prior written consent from Alimentiv.
<b>Political contributions</b>	If the Supplier chooses to make political contributions, they must not be made in connection to its business relationship with Alimentiv or with any expectation of direct or immediate return for Alimentiv.
<b>Public officials</b>	Any relationship between the Supplier and public officials must be in compliance with the applicable laws and regulations to which they are subject (i.e., any applicable laws and regulations in the particular country relating to public officials or that have been imposed by their employer). Any benefit conveyed by a Supplier to a public official related to goods/services being provided to Alimentiv must be approved by Alimentiv in advance and in writing and be fully transparent, properly documented, and accounted for.

# BUSINESS TRANSACTIONS

## Legal And Ethical Standards

### ALIMENTIV'S EXPECTATIONS EXPLAINED

Expectation	Explanation
<b>Gifts, hospitality, and entertainment</b>	<p><b>The provision or receipt of gifts, hospitality, and entertainment in so far as it is connected to the Supplier's business relationship with Alimentiv must be in accordance with Alimentiv's policies and procedures on Gifts and Hospitality:</b></p> <p><b>Gifts</b></p> <ul style="list-style-type: none"><li>• Do not accept or offer gifts in exchange for doing, promising to do, or expecting anything for or from a customer or supplier.</li><li>• Do not accept or offer gifts of more than modest value. Examples of acceptable gifts include a logo pen or t-shirt, a small gift basket at holiday time, chocolates, or coffee to/from customers during visits etc.</li><li>• Gifts of symbolic value, such as trophies and statues that are inscribed in recognition of a business relationship may be accepted.</li><li>• Gifts or discounts offered to a large group of employees as part of an agreement between the company and a customer or supplier may be accepted and used as intended by the customer or supplier.</li></ul> <p><b>Meals, Entertainment, Services</b></p> <ul style="list-style-type: none"><li>• Do not accept or offer meals or entertainment in exchange for doing or promising to do, anything for a customer or supplier.</li><li>• Do not ask for meals or entertainment from a customer or supplier.</li><li>• You may accept occasional meals and entertainment from customers and suppliers if the event is attended by the customer or supplier and the costs involved are in line with local custom for business-related meals and entertainment. For example, ordinary business meals and attendance at local sporting events generally are acceptable</li></ul>

# BUSINESS TRANSACTIONS

## Legal And Ethical Standards

### Debarment

Suppliers must not at any time, use in any capacity, in connection with the supply of its good and/or performance of its services, the services of any person debarred or proposed for debarment under 21 U.S.C. § 335(a) or (b); or Subsection 306(a) or (b) of the Federal Food, Drug and Cosmetic Act, or any foreign equivalent thereof, otherwise disqualified or suspended from performing clinical research study, restricted by relevant professional provincial or territorial licensing authority, or excluded from participation in any Federal health care program or otherwise subject to any restrictions or sanctions by the Federal Drug Administration (US), Health Canada, the European Medicines Agency, or any other regulatory authority or professional body with respect to the performance of scientific or clinical investigations. Suppliers will not use any person in any capacity to perform any services to Alimentiv if such person appears on any Government Restriction Lists, including the OIG “List of Excluded Individuals/Entities” and the U.S. General Service Administration “Excluded Parties List System”. Suppliers shall screen all personnel that work on Alimentiv clinical studies to ensure compliance with the above requirements.

### Conflicts of Interest

A **conflict of interest** arises when a Supplier’s employee’s personal interest competes with their professional and contractual obligations to the degree that that employee’s ability to perform their duties in a fair, independent, and objective manner would be undermined. Suppliers must avoid conflicts of interest in their relationship with Alimentiv and other related business partners. If a Supplier’s employee is a family relation of an Alimentiv employee or has any other relationship with an Alimentiv employee that may be a conflict of interest, may have the appearance of being a conflict of interest, or may be perceived by others (specifically Regulatory Agencies) to be a potential conflict, the Supplier should disclose this to Alimentiv in writing. Business decisions must not have regard to personal, family or other outside considerations.



# BUSINESS TRANSACTIONS

## Legal And Ethical Standards

### Restrictive Trade Practice

Suppliers shall employ lawful business practices, including accurate and truthful advertising, in a manner compliant with all applicable competition and antitrust laws and regulations.

### Confidentiality and Data Protection

**Confidentiality Disclosure Agreements** must be signed before any exchange of confidential information can take place. Suppliers are expected to protect the confidential information, including Intellectual Property and personal information of Alimentiv and other related business partners and only use such information as is appropriate as part of this business and contractual relationship. Suppliers will operate in a manner that is consistent with applicable privacy and data protection laws. Where Suppliers handle personal information on behalf of Alimentiv, whether this personal information relates to employees, patients or other individuals and whether it is obtained from Alimentiv or from a related business partner, Suppliers must contractually commit to and apply adequate data privacy and information security safeguards. Such Suppliers shall also be subject to an online data privacy and information security assessment.

## ALIMENTIV'S EXPECTATIONS EXPLAINED

Expectation	Explanation
<b>Proper Protection of personal information and confidential information</b>	Suppliers shall have the proper organizational structure, processes and procedures to ensure the protection of personal information against accidental, unauthorized or unlawful loss, destruction, alteration, disclosure, use or access. If Suppliers believe that they are in receipt of Alimentiv's confidential information that they should not have, Supplier should immediately notify Alimentiv in writing and refrain from any use of such information. Equally, Suppliers shall not share confidential information related to another company with Alimentiv, unless authorized to do so by that company.
<b>Proper security measures</b>	Suppliers must have adequate policies and procedures in place which address technical and organizational security and take reasonable steps to confirm compliance with those.



# BUSINESS TRANSACTIONS

## Legal And Ethical Standards

### Insider Trading and Securities Law

Suppliers shall comply with all applicable Canadian, US, EU and any other applicable **securities laws and regulations**, including insider trading laws. Supplier shall not buy, sell or otherwise transfer Alimentiv's business partners' securities while in possession of material non-public information about such business partners. Material non-public information is information which has not been made public, relating, directly or indirectly, to other company that has relations with Alimentiv and which, if it were made public, would be likely to have an effect on the market price of the securities of any company that has relations with Alimentiv. Supplier shall not use material non-public information obtained in connection with contractual and business relationship with Alimentiv for personal gain.

### ALIMENTIV'S EXPECTATIONS EXPLAINED

Expectation	Explanation
<b>Compliance with cross-border transfer restrictions</b>	Suppliers must have adequate safeguards, rules and procedures to ensure that they remain in compliance with all applicable laws that govern cross-border data transmissions.

# BUSINESS TRANSACTIONS

## Legal And Ethical Standards

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### Trade Sanctions and Export Control Compliance

Suppliers must comply with and have appropriate policies governing all applicable import and export controls, sanctions and other trade compliance laws. Supplier shall not engage in activities and/or involve companies, organizations, or Governmental Entities from or located in a sanctioned country, as mentioned in the sanctioned country list, maintained by Alimentiv Legal department, to the extent prohibited by applicable laws. During the course of providing services to Alimentiv, Suppliers and their affiliates must not be: (i) listed on any government restricted party list; (ii) be owned or controlled by any person or entity on such a list; (iii) nor engage any individual or entity on such a list.

### Clinical Trials

When Suppliers are directly engaged in providing goods and services for Alimentiv clinical trials, all relevant Supplier conduct must be in accordance with the global standards of Good Clinical Practices, applicable local regulatory requirements and following the ethical principles that have their origin in the Declaration of Helsinki.

# BUSINESS ETHICAL STANDARDS + Workplace Conduct



## Employee Protection

Suppliers shall not use forced, bonded or indentured labour or involuntary prison labour and shall not engage in any form of human trafficking. Employees shall also not be required to lodge papers or deposits upon starting work. Suppliers are to comply with all applicable employment, occupational health and safety, anti-slavery, and human trafficking laws.

## ALIMENTIV'S EXPECTATIONS EXPLAINED

Expectation	Explanation
<b>Forced Labor-management systems</b>	Supplier management must have policies and procedures to ensure that all workers (including agency and temporary), have freely chosen to be there and are fairly compensated for the work they do.
<b>Prison Labour</b>	Prison labor must be voluntary and clearly communicated to ALIMENTIV in writing. Where used, it must follow all applicable local laws or international guidance.
<b>Notice periods</b>	Workers are free to leave their jobs after reasonable notice and are paid on time and in full for the work they have done.
<b>Retention of ID/passports</b>	Workers are not required to hand over their identity papers to secure employment unless required to do so by local law. If this is the case, workers have access to their papers at all times.
<b>Cash deposits</b>	Workers do not pay "deposits" to secure a job or employer-provided accommodation, nor do they pay excessive "deposits" for tools, training or personal protective equipment necessary to carry out their jobs safely.

# BUSINESS ETHICAL STANDARDS + Workplace Conduct

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## Child Labour and Young Workers

Suppliers shall not use any form of labour from children below the local minimum working age, the age of compulsory education or the ages set out in the international labour organization core conventions (whichever is higher). Young people under the age of 18 should not carry out any hazardous work. Supplier management should ensure that there are adequate procedures in place to monitor the ages of workers, including agency or temporary workers. If underage children are found working, an appropriate remediation procedure must be put in place by Supplier.

## Fair and Equal Treatment/Non-Discrimination

Alimentiv believes in **equal employment opportunity for all staff**, without regard to gender, race, ethnicity, sexual orientation, marital status, physical or mental disability, age, pregnancy, nationality, religion or any other legally protected status. Alimentiv expects the same fair and equal treatment and non-discrimination of staff from its Suppliers. There should be no toleration of Supplier staff being subjected to physical, sexual, racial, psychological, verbal or other form of discrimination, harassment, abuse or coercion at any time (from recruitment to leaving employment). Suppliers shall promote a diverse and inclusive environment in their workplaces in order to establish sense of belonging amongst supplier's personnel.

# BUSINESS ETHICAL STANDARDS + Workplace Conduct

## ALIMENTIV'S EXPECTATIONS EXPLAINED

Expectation	Explanation
<b>Respect for colleagues</b>	Staff contributions are valued, and staff should treat one another with dignity and respect, regardless of position, station or relationship. Normal standards of courtesy and consideration should be observed when interacting with other employees and people with whom Suppliers have dealings.
<b>Commitment to a safe and secure working environment</b>	Suppliers should provide a safe and secure working environment in which staff adhere to commonly accepted standards governing personal conduct at work. Staff and guests should feel physically safe and secure in the workplace. No employee should engage in any hostile physical contact, intimidation, threat, harassment or violence. Supplier staff should not be under the influence of alcohol or other controlled substance while at work. Supervisors and managers found abusing workers must be disciplined in accordance with applicable laws and Supplier's internal policies and procedures.
<b>Fair treatment and non-discrimination-management systems</b>	Supplier management should ensure adequate policies and procedures addressing fair treatment and non-discrimination are in place as well as manage effective disciplinary procedures. Workers should understand disciplinary and grievance procedures and fines imposed on workers as part of a disciplinary action should be legal and fair. There should be a method of reporting discrimination or harassment, which is known to all workers and a prohibition on retaliation against any employee who makes such a report.

# BUSINESS ETHICAL STANDARDS + Workplace Conduct



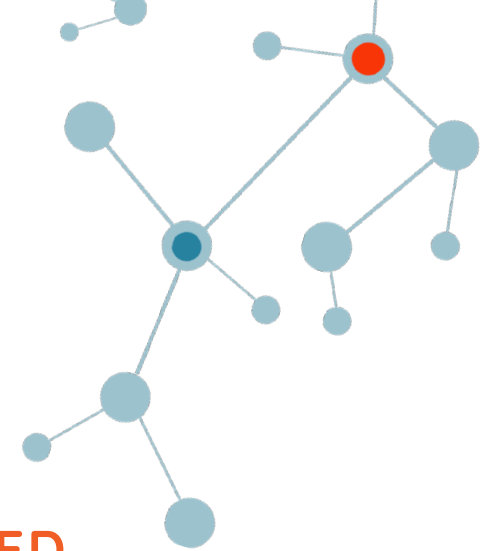
## Wages, Benefits and Working Hours

Supplier shall pay workers according to applicable employment laws, including minimum wages, overtime hours and mandated benefits, where applicable and relevant to a worker's individual role and terms of employment. Suppliers shall communicate in a timely manner with workers regarding the basis upon which they will be paid. Suppliers are also expected to communicate with workers whether overtime is required and the wages to be paid for such overtime.

## ALIMENTIV'S EXPECTATIONS EXPLAINED

Expectation	Explanation
<b>Wages and working hours-management systems</b>	A system must be in place to monitor the hours and wages paid to agency staff onsite, and complete hours and payroll records are kept for all workers onsite at all times, where applicable.
<b>Wages</b>	Workers are not required to do unpaid work. Workers' monthly pay, or piece rate, is at least at local legal minimum wages and is paid regularly and in full, in accordance with local laws.
<b>Overtime Pay</b>	Overtime, where it applies, is paid according to all local laws.
<b>Benefits and bonuses</b>	All legally required benefits are paid to workers on time and in full.
<b>Working hours</b>	Working hours are aligned with local laws.

# BUSINESS ETHICAL STANDARDS + Workplace Conduct



## ALIMENTIV'S EXPECTATIONS **EXPLAINED**

Expectation	Explanation
<b>Overtime hours</b>	Overtime is voluntary and workers do not regularly work excessive work time in one week.
<b>Time-off and breaks</b>	Workers are given time-off and breaks, in accordance with local laws.
<b>Communication</b>	Payment terms are communicated to workers before they start and confirmed in writing. Workers receive pay slips.
<b>Deductions</b>	Deductions for disciplinary issues and absence are only taken in accordance with local laws.

## Health and Safety

Suppliers should identify, mitigate, and monitor existing and emerging **health and safety** risks that may be associated with their business activities. Suppliers should maintain appropriate health and safety programs in compliance with all applicable laws and regulations, including any necessary emergency preparedness and response plans. Suppliers should ensure that all employees receive proper training to ensure health and safety compliance in the workplace and to help protect them from potential hazards.

# BUSINESS ETHICAL STANDARDS + Workplace Conduct



## Emergency Preparedness and Response

Suppliers shall identify and assess **emergency situations** in the workplace and any company provided living quarters and minimize their impact by implementing emergency plans and response procedures. Suppliers shall review and, if appropriate, update such plans and procedures annually or, more frequently, if necessary.

## Freedom of Association

Open communication and direct engagement with workers to resolve workplace and compensation issues are encouraged. Suppliers should respect the rights of workers, as set forth in local laws, to freely join or not join labor unions, seek representation and join workers' councils. Workers should be able to communicate openly with management regarding working conditions without threat of reprisal, intimidation or harassment.

## ALIMENTIV'S EXPECTATIONS EXPLAINED

Expectation	Explanation
<b>Collective Bargaining</b>	Workers can bargain collectively and understand how to raise issues if they wish. Where collective agreements are in place, they are communicated to workers appropriately. Where local laws restrict trade unions, workers can form worker committees, if they so choose.
<b>Time-off and breaks</b>	Worker representatives are granted reasonable time and access to facilities to carry out their role, in accordance with local laws and where applicable.



# BUSINESS ETHICAL STANDARDS + Workplace Conduct

## Environment

Suppliers are expected to operate in an **environmentally responsible** manner and shall comply with all applicable environmental laws and regulations. They are also expected to have an understanding of their environmental impact, responsibilities and risk and are encouraged to address their commitment to greenhouse gas emission reductions and engage in the development of climate friendly technologies and/or practices. All required environmental permits, licenses, information registrations and restrictions shall be obtained and provided to Alimentiv upon request, and their operational and reporting requirements followed.

## ALIMENTIV'S EXPECTATIONS EXPLAINED

Expectation	Explanation
<b>Waste</b>	Suppliers shall have processes and systems in place to ensure the safe handling, movement, storage, recycling, reuse, or management of waste. Any generation and disposal of waste, emissions to air and discharges to water, with the potential to adversely impact human health, biodiversity and/or climate change, shall be appropriately minimized, properly managed, controlled and/or treated prior to release into the environment.
<b>Spills</b>	Suppliers shall have processes and systems in place to prevent and mitigate accidental and diffusive spills and releases to the environment with the potential to adversely impact human health, biodiversity and/or climate change.
<b>Efficiency</b>	Suppliers shall have processes and systems in place to optimize the use of all relevant resources sustainably, such as energy, water, and materials in addition to encouraging the reduction of negative environmental impacts throughout their own supply chain.

# MANAGEMENT SYSTEMS and/or Processes

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Suppliers are expected to use **management systems and/or processes** to facilitate continual improvement and compliance with applicable laws and regulations and the expectations of this Supplier Code.

## Elements of the management systems and/or processes include:

- Demonstrating commitment to the concepts described in this document by allocating appropriate resources.
- Implementing mechanisms to determine and manage risk in all areas addressed by this Supplier Code.
- Maintaining documentation necessary to demonstrate conformance with these expectations and compliance with applicable regulations.
- Establishing a training program that achieves an appropriate level of knowledge, skills and abilities in management and workers to address these expectations.
- Continual improvement by setting performance objectives, executing implementation and business continuity plans and taking necessary corrective actions for deficiencies identified by internal or external assessments, inspections, and management reviews.
- **Business Continuity:** Suppliers are responsible for developing and implementing appropriate business continuity plans for any and all operations supporting Alimentiv's business.
- **Supply Chain Transparency:** Suppliers shall provide information regarding their supply chain to support Alimentiv's compliance with, regulatory requirements, regulatory agency expectations, disclosure responsibilities and policies and our other legitimate business purposes.
- **Supply Disruptions:** Suppliers shall inform Alimentiv of financial, economic, supply changes or other material conditions that affect or might affect the ability to supply Alimentiv or Alimentiv's ongoing projects or operating decisions.

# RAISING CONCERNS



## Reporting Potential Misconduct and/or Illegal Activities

Supplier should have a process in place for the **reporting of suspected illegal activities** in breach of relevant national and international laws, regulations, codes and standards. There should be a method of reporting which is known to all workers and a prohibition on retaliation against any employee who makes such a report. Suppliers who believe that an Alimentiv employee, or anyone acting on behalf of Alimentiv, has engaged in illegal or otherwise improper conduct should report the matter promptly to their Alimentiv Management, Vendor Management or Procurement point of contact. Where this is determined not to be appropriate or possible, contact can be made via **[confidentialconcerns@alimentiv.com](mailto:confidentialconcerns@alimentiv.com)**. Alimentiv operates a strict anti-retaliation policy.

For greater clarity, nothing in this Supplier Code shall be construed as precluding Supplier or Supplier employees from contacting relevant law enforcement or other public authorities in the event of suspected illegal activities and misconduct.