

Vantive

**VANTIVE CODE
OF CONDUCT**

MAKING A DIFFERENCE THROUGH INTEGRITY & INCLUSION



ETHICS AND COMPLIANCE: **VITAL TO EXTENDING LIVES AND EXPANDING POSSIBILITIES**



AS WE BUILD ON OUR 70-YEAR LEGACY OF INNOVATION, we are focused on advancing Vantive's mission of extending lives and expanding possibilities as a vital organ therapies company. Integrity is foundational to who we are at Vantive and critical to achieving our goals.

Today, our work impacts millions of lives worldwide—and we intend to expand our impact. We are committed to making better therapy options more accessible to more patients around the world.

The incredible opportunity we have to improve the care experience for patients and clinicians provides us with an immense responsibility. We take this to heart. We show up with the same compassion, determination, accountability and precision we would apply if we knew that our parent, child, sibling or spouse were relying on our solutions. In other words, staying grounded in our culture values of care, trust, innovation, and owning it.

Ethics and integrity are deeply embedded in everything we do to advance vital organ therapies on behalf of the patients and care teams relying on us. We are all responsible for advancing our ethical culture. The principles set forth in our Code of Conduct reflect our values and help guide our decisions. The Code also helps us identify potential areas of risk and provides avenues for mitigating it. Please familiarize yourself with our Code and ask questions as you have them.

Remember that what we do matters just as much as how we do it. Thank you for prioritizing ethics and compliance in your work to extend lives and expand possibilities.

Sincerely,

A handwritten signature in black ink, appearing to read 'Chris Toth', written over a light gray background.

Chris Toth,
Chief Executive Officer

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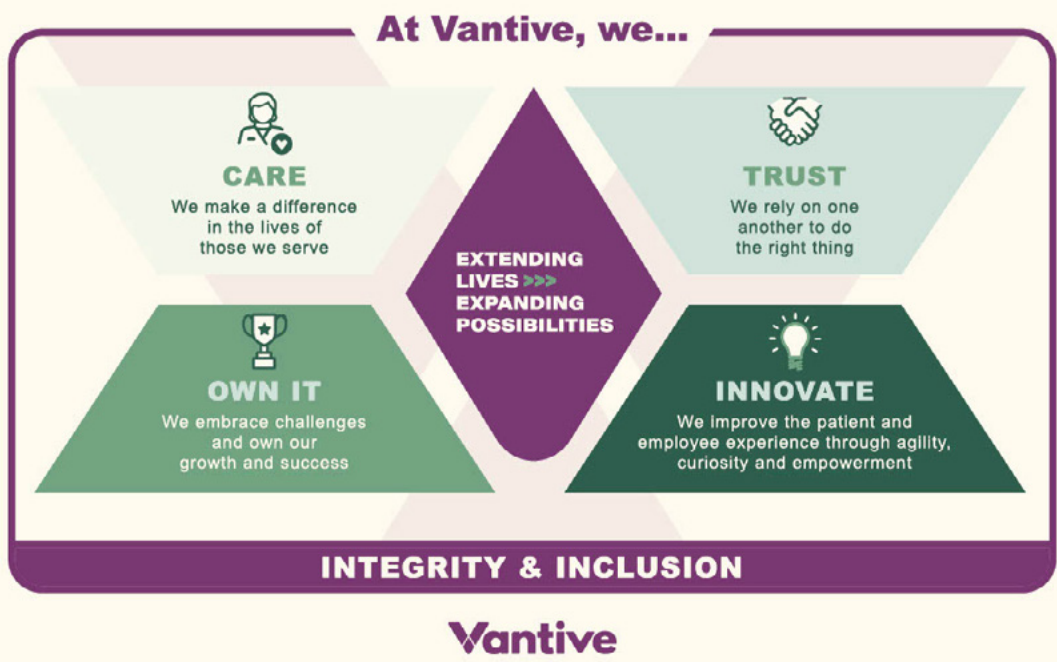
OUR MISSION AND VALUES

OUR MISSION

Our mission, **Extending Lives >>> Expanding Possibilities**, drives us to develop innovative solutions that meet the needs of patients and make a difference in the lives of those we serve.

OUR VALUES

At Vantive, we are guided by four core culture values: We Care, We Trust, We Innovate, We Own It. Integrity and Inclusion are at the foundation of our values, each of which reinforces our mission by tying directly to patient care.



THE ROLE OF OUR CODE OF CONDUCT

Vantive's Code of Conduct ("Code") is our guide to ensuring we operate with ethics and integrity in every aspect of our work. The Code applies to all entities in the Vantive corporate structure (collectively, "Vantive") including all employees, officers, and directors. We expect all third parties working on behalf of Vantive, including suppliers, agents, contractors, and business partners, to adhere to the principles set forth in this Code.

In addition to the Code, Vantive has policies and procedures that provide important guidance for our work. The Code itself cannot cover every possible situation we may encounter, so it includes examples and references to key Vantive policies that help put the Code's principles and our commitment to integrity into action.



EACH OF US HAS A RESPONSIBILITY TO:

- › Read, understand, and comply with our Code
- › Follow all Vantive policies and procedures, both global and local, that apply to our work
- › Complete all required training to understand what is expected of us
- › Comply with all relevant laws, regulations, and industry codes
- › Ask questions when there are doubts about the right thing to do
- › Speak Up if we believe a violation of our Code or policies, or any laws, regulations, or industry codes, has happened or may happen
- › Own our actions and decisions, and live up to Vantive's values and the principles in our Code

MANAGERS HAVE ADDITIONAL RESPONSIBILITY TO:

- › Lead by example and inspire others to deliver results in an ethical and compliant manner
- › Foster an environment of trust and inclusion where employees are comfortable being themselves at work and raising questions or concerns without fear of retaliation



Q: What should I do if there is a conflict between what is in our Code and the laws or customs in the country where I work?

A: In case of a conflict between laws, industry codes, and Vantive policy, the more restrictive rule applies. If you aren't sure what to do, contact Ethics & Compliance or Legal for guidance.



DID YOU KNOW?

Vantive conducts periodic reviews, assessments, and audits of various elements of the Code and the broader compliance program. All of us must support and fully cooperate in all such efforts to help ensure that our business activities and internal processes reflect our ongoing commitment to ethics and integrity.



MAKING THE RIGHT CHOICE

The choices we make every day impact the patients we serve and reflect who we are as an organization and as individuals. However, the right choice may not always be clear. It is important to ask questions and seek advice when faced with a challenging situation.

WHEN UNSURE ABOUT WHAT TO DO, CONSIDER THE FOLLOWING:



- > If the answer to all of these questions is **"Yes,"** it is likely a good choice.
- > If any of the answers is **"No"** or **"I don't know,"** stop and seek advice from a manager, Ethics & Compliance, Legal, or Human Resources before taking any action.



SPEAKING UP AND THE ETHICS & COMPLIANCE HELPLINE

SPEAK UP

We all have an obligation to Speak Up, ask questions, or report concerns about potential ethical or compliance issues—not only is this a requirement under the Code but it is also the right thing to do.

We Speak Up by raising questions or concerns to our manager, or to:

- › Anyone in management
- › Subject matter experts, such as Ethics & Compliance, Legal, Human Resources, Finance, Medical, Privacy, Regulatory, or Quality
- › The Ethics & Compliance Helpline

If a manager or any other employee receives a report of or becomes aware of an ethical or compliance issue, they should promptly report it to Ethics & Compliance, Legal, or through the Ethics & Compliance Helpline.

NON-RETALIATION

Vantive prohibits any adverse action against anyone for raising a concern or for participating in an investigation of potential misconduct in good faith. If you believe that you have experienced retaliation, please report it to Ethics & Compliance for prompt resolution.

THE ETHICS & COMPLIANCE HELPLINE

The Ethics & Compliance Helpline is a resource designed to help you confidentially report actual or suspected violations of the Code, our policies, laws, or regulations. It is available 24 hours a day, 7 days a week in more than 20 languages. You may access the Helpline at vantive.ethicspoint.com or at a toll-free number provided on the website. You may choose to stay anonymous unless required to identify yourself by country-specific laws or regulations. You can check the status of your report in the Helpline system any time after submitting it.



vantive.ethicspoint.com



DID YOU KNOW?

RETALIATION can include harassing the person, making threats intended to intimidate them, or taking an employment action against them because of their report or participation in an investigation. Improper employment actions may include demotion, negative reviews, exclusions from meetings, or termination without legitimate reasons. Retaliation is against Vantive policy and in many cases is also against the law.

INVESTIGATIONS

Vantive takes all reports of potential misconduct seriously. Each report is investigated in an independent and impartial manner and in accordance with the law and Vantive's policies. We must fully cooperate in any investigation to ensure that all relevant information is considered. All information shared with the investigative team, as well as investigation findings and recommendations, are kept confidential and presented only to those who need to make decisions or take action based on the outcome. Violations of Vantive's Code or policies,

laws, regulations, or industry codes may result in disciplinary action, up to termination of employment.



FOR MORE INFORMATION

[Global Whistleblowing Policy](#)



Q: I saw something at work that I think violates our Code, but I am not sure I have all the facts, and I don't want to be seen as a troublemaker. Others know about it so I am sure someone else will report it. Do I need to do anything more?

A: Yes, we each have a responsibility to Speak Up about anything we believe may be a violation of our Code, policies, laws, or regulations. We don't need all the facts to Speak Up. Misconduct affects all of us—if we don't Speak Up, Vantive may not have an opportunity to properly address the matter.





WE PUT PATIENTS FIRST

- 10** Focus on Quality and Safety
- 11** Innovate Through Ethical Research Practices
- 12** Exercise Care and Respect Towards Patients

FOCUS ON QUALITY AND SAFETY

Vantive's focus on quality and safety applies to our research and development, manufacturing, and all other aspects of our business. Our reputation is built on our ability to deliver safe and effective products and services. We are committed to making a difference in the lives of patients by continuously seeking to improve product performance and maintaining high standards of quality and safety throughout the entire product lifecycle.

We prioritize designing, manufacturing, marketing, and distributing our products and services in a safe, secure, and reliable manner.

THIS MEANS WE:

- ✓ **DELIVER** products and services that conform with quality requirements for our industry and our Global Quality Management System
- ✓ **MEET** our commitments to regulatory authorities
- ✓ **ENSURE** data accuracy and integrity
- ✓ **ENSURE** cybersecurity is addressed throughout the product lifecycle
- ✓ **REPORT** all product complaints to Product Surveillance and all adverse events to Global Patient Safety within the required timelines



FOR MORE INFORMATION

[Corporate Product Integrity Reporting Policy](#)



Q: I found that some test data may have been inappropriately altered. My manager said we can handle it locally and do not need to get others involved. Is there anyone else that should be informed of the issue?

A: Yes. Report the issue to Global Quality Compliance, or through the Ethics & Compliance Helpline if you feel it needs further review.





INNOVATE THROUGH ETHICAL RESEARCH PRACTICES

Scientific research is a critical component of product development and a cornerstone of ensuring that the products we bring to market are safe, effective, and make a positive difference in the lives of patients. When we conduct research in connection with the development and commercialization of our products, we do so in an ethical manner and carefully consider the risks and benefits to patients and society.

THIS MEANS WE:

- ✓ **RESPECT** the life, health, privacy, and dignity of anyone participating in clinical trials
- ✓ **ENSURE** the accuracy and integrity of our research data
- ✓ **SHARE** clinical trial information regardless of outcome
- ✓ **MINIMIZE** the use of animals in our research to the extent possible, and support the conscientious use and highest standards of animal care
- ✓ **EXPECT** third parties that perform work at our direction, including external contract research organizations, consultants, and other third parties, to adhere to these same ethical principles and our policies



FOR MORE INFORMATION

[Human Subjects Research Policy](#)

EXERCISE CARE AND RESPECT TOWARDS PATIENTS

We may have the opportunity to interact with patients in a variety of ways, including in clinics and hospitals, at educational events, in patient's homes, and when conducting research. Our commitment to those we serve drives the importance of acting with care and respect in each patient interaction.



THIS MEANS WE:

- ✓ **PRIORITIZE** patient safety and well-being
- ✓ **TREAT** all patients with empathy, courtesy, and dignity, regardless of race, color, gender, age, religion, sexual orientation, or any other basis protected by law
- ✓ **SAFEGUARD** all patient personal information including, but not limited to, sensitive and protected health information consistent with the [Respect Data Privacy Rights](#) section of the Code.
- ✓ **RESPECT** the independent relationship between patients and their healthcare providers and never pressure a patient to use our products
- ✓ **PROVIDE** information about our products that is truthful, substantiated with evidence, balanced, and approved through the appropriate material review process



FOR MORE INFORMATION

[Global Interactions Policy](#)



DID YOU KNOW?

Our policies define acceptable patient interactions, which may involve:

- › Educational opportunities to speak directly with patients and caregivers about our products and services, and the disease states they treat
- › Engagements with patients, caregivers, or patient organizations to gain a better understanding of the patient journey
- › Collaborations with patient organizations to educate government or commercial payors about patient access to our products



WE VALUE EACH OTHER

14 Show Respect

15 Maintain a Safe and Healthy Workplace



SHOW RESPECT

We are a diverse and inclusive community of individuals united by our commitment to Vantive's mission and values. We each have a role in shaping Vantive's culture. By treating each other with care, dignity, and respect, we contribute to a workplace of equal opportunity, free from discrimination, harassment, and where inclusion is one of the foundations of our work environment.



WORKPLACE HARASSMENT refers to any unwelcome or inappropriate conduct or communication (whether verbal, nonverbal, or digital) that has the purpose or effect of demeaning, intimidating, or offending someone, and creating a hostile, abusive, or offensive work environment.

WE DO THIS BY:

- ✓ **FOSTERING** a culture where everyone feels included, trusted, and valued
- ✓ **PROVIDING** equal opportunities to all employees and prospective employees
- ✓ **NEVER DISCRIMINATING** based on race, color, gender, age, religion, sexual orientation, or any other basis protected by law
- ✓ **NOT TOLERATING**, or engaging in, conduct that could be considered harassing or bullying
- ✓ **TREATING** confidential or personal information with appropriate care, consistent with the [Respect Data Privacy Rights](#) section of the Code.
- ✓ **SPEAKING UP** about any behavior that we believe violates our commitment to inclusion and a workplace free from discrimination and harassment



FOR MORE INFORMATION

[Global Prohibition of Workplace Harassment and Discrimination Policy](#)



Q: A coworker often insults me, then turns around and says, "Just kidding." It's really upsetting me. Am I overreacting if I raise my concerns about it?

A: No, you are not overreacting. If it is hurtful to you or interferes with your ability to do your work, you should raise your concern to your manager, Human Resources, Ethics & Compliance, or through the Ethics & Compliance Helpline, so it can be addressed appropriately.



MAINTAIN A SAFE AND HEALTHY WORKPLACE

We are committed to ensuring a safe and healthy work environment.

TO PROVIDE A WORKPLACE THAT PRIORITIZES SAFETY AND WELLNESS, WE:

- ✓ **COMPLY** with all applicable health, safety, and environmental regulations and our policies
- ✓ **SUPPORT** practices and activities aimed at preventing injury, promoting healthy mindsets, and enhancing employee well-being
- ✓ **NEVER** work under the influence of alcohol, drugs, or other intoxicants
- ✓ **MAINTAIN** a workplace free of violence, threats of violence, and weapons
- ✓ **PROMPTLY REPORT** any unsafe conditions or behaviors that could pose a risk to the health or safety of our people or our workplace

FOR MORE INFORMATION

[Environmental Health, Safety and Sustainability Policy](#)

[Prohibition of Drugs and Alcohol Policy](#)

[Global Prohibition of Workplace Harassment and Discrimination Policy](#)



Q: I noticed one of my coworkers has not been wearing the required personal protective equipment (PPE) while working in the plant. When I mentioned it to them, they complained that it was uncomfortable. What should I do?

A: You should remind your coworker of the importance of wearing the required PPE to protect them from potential injury. If they continue to not wear it, report the situation to your manager or someone responsible for safety at the plant, as it is important to Speak Up about anything that may increase the possibility of injury or contribute to unsafe working conditions.



WE ACT WITH INTEGRITY IN OUR RELATIONSHIPS

- 17** Interact Responsibly with the Medical Community and the Government
- 19** Avoid Conflicts of Interest
- 20** Give and Receive Gifts and Entertainment Appropriately
- 21** Work with Business Partners who Share our Commitment



INTERACT RESPONSIBLY WITH THE MEDICAL COMMUNITY AND THE GOVERNMENT

Interacting with members of the Medical Community and Government Officials is integral to our ability to deliver innovative healthcare solutions for patients. We are committed to ensuring that these interactions are built on trust and adhere to applicable laws and regulations, which are complex and often differ from country to country.



The **MEDICAL COMMUNITY** includes individuals and organizations, such as healthcare professionals, healthcare organizations, caregivers, patients, patient organizations, payors, and contract research organizations.

Under the laws of many countries, **GOVERNMENT OFFICIAL** is a broad term that includes healthcare professionals working in the public sector, as well as most employees of and individuals associated with government entities, government-affiliated organizations (including universities and research institutions), or public international organizations (such as the World Health Organization).

PAYMENTS AND OTHER BENEFITS

We never offer or provide anything of value, either directly or indirectly, with the intent to improperly influence or reward decisions to prescribe, purchase, recommend, reimburse, approve, or use our products or services. This prohibition includes consulting fees, honoraria, research support, education, sponsorships, or contributions, as well as anything else of value, as defined in the [Prohibit Corruption](#) section of the Code.

In addition, any transfers of value to a member of the Medical Community or Government Official must be:

- › Transparent and serve a legitimate business or scientific need
- › Reasonable and reflective of fair market value of the services provided
- › Consistent with all relevant policies, including the Global Interactions Policy
- › Properly documented

Reach out to Ethics & Compliance for guidance.



Q: A physician recently suggested that if Vantive increases their consulting fee, they would increase purchases of our products. What should I do?

A: You must decline the physician's offer and inform your manager. Compensation for consulting services must always be reasonable, in accordance with the written agreement, and reflect fair market value. We never provide compensation, or anything of value, in exchange for the use of our products.



SCIENTIFIC EXCHANGE INTERACTIONS

To help advance scientific and medical understanding, we frequently engage in scientific exchange activities, which involve non-promotional interactions and the exchange of scientific information between Vantive and appropriate external parties. Such activities are intended to foster unbiased scientific discussions and must be consistent with our Scientific Exchange Policy.

PRODUCT PROMOTION

We are committed to promoting our products in an ethical and responsible manner. We never promote products for a use that is off-label or has not been approved by regulatory authorities.

All our promotional materials, including advertising, literature, and public statements about products and services must comply with relevant laws and must:

- › Be accurate and truthful and may not contain any false or misleading information
- › Include a balanced picture of risks and benefits
- › Be adequately substantiated with competent and reliable scientific and other applicable evidence

- › Not unfairly criticize a competitor's products or services
- › Be reviewed and approved through our advertising and promotion process

FOR MORE INFORMATION

[Global Interactions Policy](#)

[Global Travel and Expense Policy](#)

[Scientific Exchange Policy](#)



AVOID CONFLICTS OF INTEREST

We must always act in Vantive's best interest when making decisions or dealing with others on behalf of Vantive. A conflict of interest might exist if any of our interests or relationships outside of Vantive could interfere with our ability to make objective business decisions or cause us to act in a way that is not in Vantive's best interest.

Conflicts of interest may arise from our own interests or activities, or the interests or activities of people closely connected to us. We must avoid conflicts of interest and any situation that may be perceived by others as a conflict of interest.



Most conflicts or perceived conflicts of interest can be managed, resolved, or avoided. If you become aware of an actual or perceived conflict, promptly discuss it with your manager and disclose it using the process defined in our Conflicts of Interest Policy, which ensures that the outcome is properly documented.

Some common examples of conflicts or perceived conflicts include:

- › Working for, serving as a director at, or having a significant financial interest in a company that does business or seeks to do business with Vantive
- › Making procurement or hiring decisions about a company or person that you have a relationship with
- › Taking advantage of your Vantive position for personal benefit

When in doubt about whether a particular situation presents a potential conflict of interest, it's always better to disclose it so it can be properly addressed and documented. Alternatively, you can seek guidance from Ethics & Compliance or Human Resources.

FOR MORE INFORMATION

[Conflicts of Interest Policy](#)

[Employment of Relatives Policy](#)

[Global Procurement Policy](#)



Q: My daughter has her own business and is seeking to become a Vantive supplier. Would this create a conflict of interest?

A: If you are involved in the process to select your daughter's company as a supplier or if the team in which you work would use your daughter's company, a conflict of interest could exist. Even if you will not be part of the selection process or will not be using her company, your relationship creates the perception of a conflict of interest. You must be transparent and discuss the situation with your manager and formally disclose it so it can be properly addressed and documented.

GIVE AND RECEIVE GIFTS AND ENTERTAINMENT APPROPRIATELY

In many cultures, exchanging business courtesies such as modest gifts and entertainment is an integral part of conducting business. However, we must be careful to remain independent and objective in our business dealings. We must never give or accept gifts, entertainment, or other business courtesies in exchange for a favor or to influence a business decision. Inappropriate exchange of business courtesies, or even a perception of such, can harm our business and reputation and may be illegal.

Any business courtesies that we provide or accept, including gifts or entertainment, should be modest in value, reasonable in the local culture, and cannot include cash, gift cards, or other cash equivalents.

The giving or accepting of business courtesies may be permissible if it:

- › Does not violate relevant laws, regulations, industry codes, or our Code or policies
- › Does not involve the Medical Community or Government Officials
- › Was unsolicited and is exchanged openly and transparently
- › Is infrequent and done as part of building a legitimate business relationship
- › Does not give the appearance of influencing or attempting to influence a business decision

- › Is not exchanged during, or near, purchasing negotiations or the selection and contracting process
- › Does not create a conflict of interest

If you are offered a gift that does not align with these criteria, return it if possible. If it is not possible to decline the gift without damaging a relationship, seek guidance from Ethics & Compliance.



STRICTER RULES APPLY to anything provided to members of the Medical Community and Government Officials. The Global Interactions Policy, together with the Local Country Annexes, provide further guidance.



FOR MORE INFORMATION

[Conflicts of Interest Policy](#)

[Global Interactions Policy](#)

[Global Travel and Expense Policy](#)



Q: A supplier said that they have a scheduling conflict and offered free concert tickets to me and two Vantive coworkers. Can we accept?

A: No, since attending without the supplier constitutes a gift without a legitimate business purpose.

Q: Could we attend with the supplier?

A: You can attend with the supplier as long as the ticket is modest in value, reasonable and customary in the local culture, serves a legitimate business purpose (e.g., includes a discussion of specific or general business-related matters), and Vantive is not currently considering the supplier for a specific contract. Consult Ethics & Compliance if uncertain about the appropriateness of any gift or entertainment.

WORK WITH BUSINESS PARTNERS WHO SHARE OUR COMMITMENT

We work with many different suppliers, distributors, and other business partners that help us meet our commitments to patients and customers. We value our ability to conduct business with integrity and we expect the same from our business partners.



THIS MEANS WE:

- ✓ **CHOOSE** suppliers, distributors, and other business partners through fair and open competition in compliance with our procurement and other relevant policies
- ✓ **CONDUCT** appropriate screening and due diligence to ensure that our suppliers, distributors, and other business partners are reputable, qualified, and not involved in improper, unethical, or illegal activity
- ✓ **INCORPORATE** appropriate compliance provisions in our contracts with suppliers, distributors, and other business partners, and involve Legal as necessary
- ✓ **WORK** with suppliers, distributors, and other business partners that share our sustainability commitments
- ✓ **NEVER** engage suppliers, distributors, or other business partners to conduct activities on behalf of Vantive that are illegal or against our Code or policies
- ✓ **SPEAK UP** if we believe a supplier, distributor, or other business partner is engaging in any conduct contrary to our standards or expectations

FOR MORE INFORMATION

[Global Procurement Policy](#)

[Global Third-Party Anti-Corruption Policy](#)



Q: I saw a recent news article indicating that one of our business partners may be part of a corruption scandal in another part of the world. What should I do?

A: If there is even a possibility of improper or illegal behavior, you should report what you know to Legal or Ethics & Compliance so it can be appropriately investigated. We want to be sure we are doing business with partners who share our commitment to doing business with integrity and in compliance with relevant laws, regulations, and industry codes.



WE ARE RESPONSIBLE IN OUR BUSINESS PRACTICES

23 Prohibit Corruption

24 Compete Fairly

25 Obtain Business Intelligence Legitimately

26 Respect Data Privacy Rights

27 Comply with Global Trade Requirements

28 Follow the Rules for Engaging in Political Activities



PROHIBIT CORRUPTION

We promote transparency and have zero tolerance for bribery and corruption of any kind. As a global company, we comply with the anti-corruption laws of all countries where we do business, such as the United States Foreign Corrupt Practices Act (FCPA), United Kingdom Bribery Act, and others. These laws prohibit bribes and kickbacks in any form, whether dealing with Government Officials, individuals, or commercial entities.



ANYTHING OF VALUE could include gifts, entertainment, meals and other hospitality, travel, money or other financial support, discounts, free or loaned products (including samples and donations), as well as consulting fees, honoraria, research support, education, sponsorships, or contributions.

THIS MEANS WE:

- ✓ **NEVER** offer, give, solicit, or accept anything of value to gain an unfair advantage or to improperly influence a decision or action
- ✓ **CONSULT** Ethics & Compliance if we are considering providing something of value to another party and it could be misconstrued as an attempt to influence someone to act for Vantive's benefit
- ✓ **MAINTAIN** accurate books and records of all transactions and payments
- ✓ **ENSURE** that sales or tender-related agreements and any other contracts with government and government-affiliated entities (including public hospitals and universities) comply with the rules and regulations related to government sales throughout the world, and involve Legal as necessary
- ✓ **DO NOT** allow third parties to make improper payments, offer anything of value, or conduct activities on behalf of Vantive that are illegal or against our Code or policies

Actions that go against these principles may create significant legal liability and risk of government enforcement for Vantive, as well as for our employees or third parties.



FOR MORE INFORMATION

[Global Interactions Policy](#)

[Global Third-Party Anti-Corruption Policy](#)



Q: An employee of a distributor offered to use one of his connections to expedite a regulatory certification and certain permits needed at our local manufacturing site if I pay a "special fee" of \$10,000. Is this a cause for concern?

A: Yes. We must have a clear understanding of the purpose and use of the expediting fee before making any such payment. It is illegal to provide anything of value to anyone to improperly influence a decision or action. Contact Legal or Ethics & Compliance to report the situation and for further guidance.

COMPETE FAIRLY



Competition and antitrust laws are designed to promote free and open competition in the marketplace. These laws must be considered in our relationships with competitors, customers, distributors, and suppliers. Relevant legal requirements vary from country to country, and we are committed to competing fairly and complying with these laws everywhere we do business.

THIS MEANS WE:

- ✓ **NEVER** speak with a competitor about product pricing, pricing policies, market shares, territorial distribution, production capacity or plans, customers, or other competitively sensitive information related to Vantive or a competitor, or make any agreement that could be viewed as anti-competitive
- ✓ **DO NOT** share information with customers, distributors, suppliers, or other business partners about our relationships or agreements with their competitors
- ✓ **PROMOTE** and sell our products truthfully based on quality, efficacy, and price, and without describing competitor products improperly
- ✓ **DO NOT** enter into agreements with competitors, either expressly or implicitly, for the purpose of preventing companies from competing for employees



FOR MORE INFORMATION

[Global Antitrust Compliance Policy](#)



Q: I am excited to be attending a trade association meeting to learn the latest industry trends. I know that some of our competitors will be present. What do I need to know to ensure I comply with Vantive policy?

A: Trade associations present valuable opportunities for lawfully learning and discussing information relevant to our business. However, you may be exposed to discussions with potential antitrust consequences. Review the Global Antitrust Compliance Policy before attending such events and follow its guidance. If you are exposed to competitively sensitive information or if you inadvertently disclose sensitive Vantive information, inform Legal immediately.

OBTAIN BUSINESS INTELLIGENCE LEGITIMATELY

We gather and use business and competitive intelligence to adapt to changing market circumstances, meet demand, and compete more effectively to better serve our stakeholders. We must be thoughtful about how we solicit, collect, and use business and competitive intelligence, to avoid compromising our integrity.

THIS MEANS WE:

- ✓ **GATHER** and use business intelligence only for legitimate business needs
- ✓ **NEVER** engage in fraud, misrepresentation, theft, bribery, or other unethical or illegal means to obtain business or competitive intelligence
- ✓ **DO NOT** use third parties to obtain information in a manner that is illegal or contrary to our Code or policies
- ✓ **ENSURE** our efforts are properly documented when collecting business intelligence, with support from Legal if needed
- ✓ **INFORM** Legal of any situation in which we believe information may have been obtained in an illegal or unethical manner



Q: I made a sales call to a prospective customer, and afterward she emailed me a document with pricing, and other sensitive information relating to product specifications from one of our competitors that was marked "Confidential, Internal Only - Not for Further Distribution." I did not ask for it. What should I do?

A: In a situation like this, where you inadvertently obtain another company's confidential or competitively sensitive information and the sender appears to have violated their confidentiality obligation, you should immediately contact Legal or Ethics & Compliance for guidance, as even the appearance of anti-competitive behavior can create legal risk and compromise our integrity.



FOR MORE INFORMATION

[Global Industry and Competitive Intelligence Policy](#)

RESPECT DATA PRIVACY RIGHTS

Through the normal course of business, we sometimes have access to the personal information of our employees, patients, customers, and others. We recognize and respect the privacy rights of individuals regarding their personal information.

THIS MEANS WE:

- ✓ **HANDLE** all personal information in accordance with our policies and procedures and privacy and data protection laws
- ✓ **ENSURE** we have a lawful basis for processing personal information and obtain consent where required
- ✓ **COLLECT**, hold, or process only the personal information we need for agreed-upon or legitimate business purposes
- ✓ **TAKE** reasonable measures to safeguard personal information against loss, misuse, or unauthorized access while in our custody
- ✓ **PROMPTLY REPORT** any known or suspected destruction, loss, alteration, unauthorized disclosure of, or access to personal information to the Privacy Office or through the Ethics & Compliance Helpline
- ✓ **REQUIRE** third parties with which we do business to follow the same standards



FOR MORE INFORMATION

[General Data Protection Regulation Policy](#)

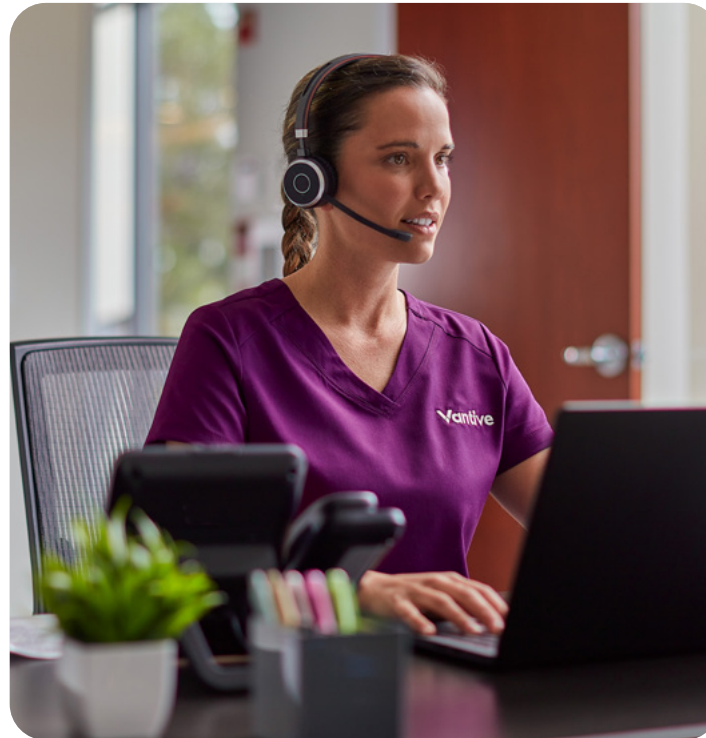
[Global Privacy Policy](#)

[HIPAA Privacy Policies and Procedures](#)

[HIPAA Security Policies and Procedures](#)



PERSONAL INFORMATION (PI), sometimes referred to as personal data or personally identifiable information, is any information that relates to an identified or identifiable person, or that can reasonably be used to identify, contact, or locate an individual directly or indirectly.



Q: I have been working on a project that includes files with employee personal data. Yesterday, my laptop was stolen from my car, but it is password-protected, so I am not that worried about anyone accessing my files. What should I do?

A: You must immediately report the theft of your laptop and possible loss of data to your manager, the Privacy Office, Global Information Security, and Corporate Security.

COMPLY WITH GLOBAL TRADE REQUIREMENTS

The laws and regulations that govern international trade are complex and frequently change. These requirements apply to the movement of goods, services, information, and technologies across international borders and may include:

- › Controls over imports and exports
- › Economic sanctions that restrict trade with certain countries, entities, or persons
- › Anti-boycott laws that prohibit us from participating in boycotts that are not allowed by the United States

Potential violations risk jeopardizing our ability to service customers or work with suppliers and business partners and could result in substantial fines and other penalties.



AS A GLOBAL BUSINESS, WE:

- ✓ **IDENTIFY** potential limitations regarding imports and exports of specific goods, services, information, and technology, and comply with the corresponding requirements
- ✓ **HAVE** processes in place to conduct due diligence on or screen relevant customers, suppliers, and other business partners prior to conducting business with such parties and during the lifetime of our business relationships
- ✓ **COMPLY** with import and export, anti-boycott, and other relevant trade laws
- ✓ **DO NOT** condone or engage in the use of or sourcing of goods involving forced, indentured, slave, or child labor or human trafficking

If you have any questions related to these requirements, contact Legal or Ethics & Compliance before taking any action.

FOR MORE INFORMATION

[Global Human Rights Policy](#)

[Global Third-Party Anti-Corruption Policy](#)

[Global Trade Compliance Policy](#)



DID YOU KNOW?

Situations that could indicate a trade compliance risk include:

- › Shipments to or from, business dealings involving, or sharing technology with individuals or organizations in embargoed countries or that are subject to sanctions
- › Sharing information with a supplier or business partner that may be from a restricted or prohibited country or on a denied-parties list
- › A transaction that may involve inaccurate documentation or information regarding an import or export transaction
- › Information indicating that items, materials, software, or technical data being shipped or transmitted may be diverted to a different location or for a use other than what was represented to Vantive

FOLLOW THE RULES FOR ENGAGING IN POLITICAL ACTIVITIES

Vantive engages in political activities to advance sound public policy and support patients and other stakeholders. Vantive's Corporate Affairs oversees our legislative lobbying efforts and other interactions with Government Officials for the purpose of educating them to assist in their decision-making. The rules governing corporate participation in the political process differ greatly from country to country, are complex, and often carry significant penalties for violation.

When engaging in political activities we must:

- › Seek guidance from Corporate Affairs or Ethics & Compliance before making a political contribution or engaging in lobbying or any political activity on behalf of Vantive, to ensure such activities are lawful, approved, aligned with our priorities, and properly disclosed
- › Follow the Global Interactions Policy regarding any interactions with Government Officials



DID YOU KNOW?

We encourage everyone to engage in personal political activities if they wish. If you choose to personally participate in political activities, you must:

- › Do it on your own time, with your own funds, and be clear that you are acting as an individual and not on behalf of Vantive
- › Consult with Ethics & Compliance to ensure that any personal political contributions made at the U.S. state and local level by covered employees involved in government contracts comply with the law
- › Not use Vantive resources, including time, property, equipment, or personnel, for these activities
- › Respect that everyone has a right to their own views and never pressure coworkers to support a particular candidate, party, or political cause

FOR MORE INFORMATION

[Global Interactions Policy](#)



WE ARE DILIGENT WITH OUR DOCUMENTATION AND COMMUNICATIONS

30 Maintain Accurate Business Records

31 Communicate Clearly and Carefully



MAINTAIN ACCURATE BUSINESS RECORDS

Accurate and clear documentation is an important component of making informed business and financial decisions. Many internal and external stakeholders rely on complete, accurate, and timely records across our business, including accounting records, sales and distribution agreements, production and quality records, research results, expense reports, timecards, and other documents supporting our business decisions.

Anyone who intentionally misrepresents, conceals, or falsifies information in our books and records, or who assists others in doing so, has engaged in fraud. Fraudulent activity compromises the integrity and dependability of our reporting and is against the law.

THIS MEANS WE:

- ✓ **ENSURE** the integrity of all appropriate records and documentation
- ✓ **FOLLOW** all internal controls and accounting policies, and report any deviation
- ✓ **MANAGE** the storage, retention, and destruction of records in accordance with Vantive's records retention schedules
- ✓ **REPORT** any actual or suspected error or irregularity in our records or violation of internal controls



FOR MORE INFORMATION

[Delegation of Authority Policy](#)

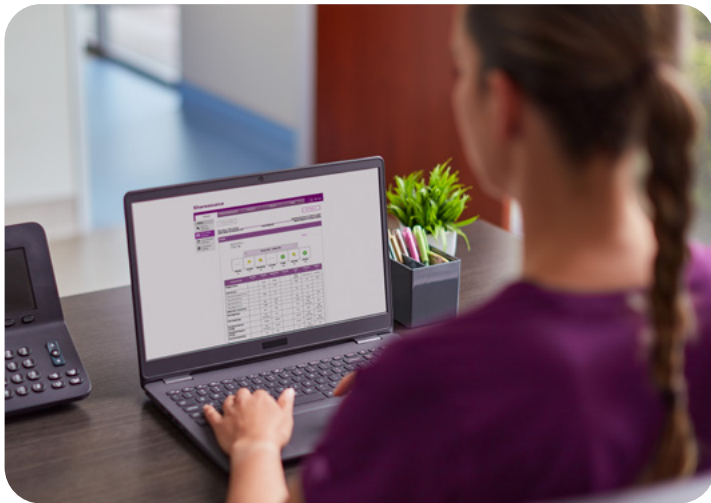
[Global Records and Information Management Policy](#)

[Global Travel and Expense Policy](#)



Q: One of my coworkers has committed to spending \$40,000 with a supplier for services in the next year. Since their approval authority is only \$25,000, they asked me to create two purchase orders instead of one so they could avoid asking for higher approval. Is that okay?

A: No, this action would enable your coworker to circumvent important internal controls that are in place to ensure that all transactions are properly authorized. You should refuse their request and explain to them why it is inappropriate.



COMMUNICATE CLEARLY AND CAREFULLY

Clear communication is important for building trust with each other and our stakeholders. We must be thoughtful about what we say and how we say it, as Vantive's reputation is dependent on our communications being accurate, timely, professional, and reliable.

Technology is constantly evolving and offers a variety of platforms that can be used internally and externally to communicate with others. When communicating for business, we should only use approved systems, such as our Vantive email.

Only certain authorized individuals may speak externally to the media, financial community, governments, or the public on behalf of Vantive in accordance with our communications policies. We are responsible for our communications, even outside of work (for example, via social media), as they may be attributed to Vantive.

RESPONDING TO GOVERNMENTAL AGENCIES AND ORGANIZATIONS

We cooperate with legitimate requests for information from Government Officials and agencies, such as health, tax, or environmental authorities, law enforcement, and others. Depending on the nature of the issue, Legal can provide direction as to the appropriate channel for addressing the request. We must therefore be diligent in promptly reporting all relevant requests to Legal, including:

- > All subpoenas, court orders, penalties, fines, and requests for depositions, testimony, interviews, or documents
- > All other requests for information by any government agency, although certain other functions may address routine government requests through established internal processes

In case of an urgent request by any government agency to inspect Vantive's facilities or to execute a search warrant, you must contact Legal immediately and allow access where required by local law.

FOR MORE INFORMATION

[End-User Security and Acceptable Use Policy](#)

[External Social Media Policy](#)

[Internal Social Media Policy](#)

[Representing Vantive Externally Policy](#)



Q: The Ministry of Health in my country has contacted local management with some questions about certain tests that our products go through. Should we escalate this to Legal?

A: If this is a routine request that the local Regulatory team can handle using their established processes, it is sufficient to refer the request to Regulatory and they will involve Legal if needed.



DID YOU KNOW?

Requests for information from outside Vantive should be promptly referred to:

> **CORPORATE COMMUNICATIONS** for any inquiries or requests for information from the media or the general public

> **LEGAL** for any inquiries or requests for information, or requests to inspect Vantive facilities, from a Government Official or entity



WE PROTECT ASSETS AND INFORMATION

33 Safeguard Vantive Assets and Information

34 Use Technology Responsibly



SAFEGUARD VANTIVE ASSETS AND INFORMATION

We each have a responsibility to use Vantive assets only for business purposes and to protect them from loss, theft, damage, waste, or misuse. Vantive assets include physical and financial assets, such as equipment, products, supplies, facilities, technology, budgets and funds, as well as data and confidential or proprietary information, including contracts.

Some of us have access to confidential information about a patient, customer, or other business partner. If so, we should exercise care to protect that information.

Employees must also protect Vantive's intellectual property and are expected to maintain the secrecy of trade secrets, innovations for which Vantive will seek or is seeking patent protection, Vantive's plans with respect to its use of trade or service marks, and any strategies regarding copyright-protected material. Questions about intellectual property protection should be directed to Legal.



CONFIDENTIAL AND PROPRIETARY INFORMATION

includes Vantive's intellectual property assets (trade secrets, copyrights, trademarks, patents), financial information, research, product innovation, contract details, and other information not known to the public.

THIS MEANS WE:

- ✓ **SHARE** confidential or proprietary information only with others within Vantive who have a business need to know or with those outside of Vantive who have signed a Legal-approved confidentiality agreement
- ✓ **USE** Vantive assets only for appropriate business purposes
- ✓ **NEVER USE** confidential Vantive or industry information for personal gain, to improperly benefit others, or to compete with Vantive
- ✓ **ENSURE** that our facilities, equipment, and inventory are well maintained and secured against theft and misuse, and decisions relating to their disposition are properly documented
- ✓ **USE** special care to protect intellectual property
- ✓ **CONTACT** Legal or Ethics & Compliance if we believe there has been an unauthorized disclosure, whether inadvertent or not, of confidential or proprietary information

Our obligation to protect confidential or proprietary information continues even after we leave Vantive.



FOR MORE INFORMATION

[Global Information Classification and Trade Secret Policy](#)



Q: How do I know if the information I am working with is confidential and should be protected?

A: It may help to ask yourself these questions:

- › Is this information not known outside of Vantive?
- › Is it classified as "Restricted"?
- › Is it proprietary to us or one of our customers, suppliers, or business partners?
- › Is it subject to a non-disclosure agreement?
- › Would our business or a third party be disadvantaged or harmed if others had the information?

If you think the answer to any of these questions may be "Yes," you should treat the information as confidential. If you are unsure, contact Legal for guidance.

USE TECHNOLOGY RESPONSIBLY

We are committed to the responsible and ethical use of evolving technology, including artificial intelligence and communication devices, applications, and systems, and to meeting the challenge of protecting information systems that are critical to our business activities.



We should take the following steps to help protect our information systems:

- › Use unique, strong, confidential passwords and never share them with others
- › Encrypt or password-protect sensitive data
- › Install only authorized hardware and software, and apply software updates as necessary
- › Secure computers, removable media, cell phones, and other devices used to access Vantive information or systems
- › Avoid using public Wi-Fi and use caution when accessing the internet
- › Be alert for phishing scams or other potential cyberattacks

THIS MEANS WE:

- ✓ **TAKE** appropriate security measures to protect our information systems and prevent loss, damage, theft, or misuse due to unauthorized access
- ✓ **ADHERE** to established principles when addressing any cybersecurity risks or issues related to our systems, data, or products
- ✓ **USE** artificial intelligence systems in an ethical manner and in compliance with our policies
- ✓ **PROMPTLY REPORT** any unusual or suspicious activity related to our information systems or the loss of any device used to access Vantive information or systems to Global Information Security, the Global Service Desk, Corporate Security, or through the Ethics & Compliance Helpline



FOR MORE INFORMATION

[Digital Security Policy](#)

[End-User Security and Acceptable Use Policy](#)



Q: Our policy says Vantive assets and resources are provided for business purposes. Does that mean I can't use my laptop to check my personal email?

A: We may use Vantive assets, such as computers or phones, for limited personal use if doing so doesn't interfere with our work or violate any internal policies. We may not use our Vantive assets for a personal business or for illegal or improper activity. Keep in mind, you should not have any expectation of privacy when using Vantive assets. Where allowed by law, Vantive reserves the right to review any information contained on Vantive assets.



WE STRIVE TO BE GOOD CORPORATE CITIZENS

- 36** Support Human Rights
- 36** Protect the Planet
- 37** Make a Difference in the Community



SUPPORT HUMAN RIGHTS

Vantive is committed to supporting internationally recognized human rights and treating all people with dignity, fairness, and respect.

TO SUPPORT THIS COMMITMENT, WE:

- ✓ **ENSURE** fair and lawful employment practices by complying with all relevant labor laws, including the right to collective bargaining and wage and hour requirements
- ✓ **PROHIBIT** any form of forced, indentured, slave, or child labor and human trafficking
- ✓ **PROVIDE** a safe and healthy work environment that promotes inclusion, belonging, and well-being
- ✓ **EXPECT** our suppliers and other business partners to share our commitment to supporting human rights



PROTECT THE PLANET

In our efforts to protect the planet and contribute to a healthier future for all, we strive to reduce or eliminate adverse impacts that may be associated with our operations.

We implement programs to conserve resources, including energy, water, and other natural resources, minimize use of hazardous chemicals, and reduce emissions, discharges, and waste.

 **FOR MORE INFORMATION**
[Environmental Health, Safety and Sustainability Policy](#)

 **FOR MORE INFORMATION**
[Global Human Rights Policy](#)
[Minimum Hiring Age Policy](#)



Q: After visiting the facility of one of our suppliers, I suspect the supplier may be employing underage workers. What should I do?

A: We expect our suppliers to uphold our commitment to human rights and labor laws, including our prohibition of child labor. You should raise your concern to your manager or Ethics & Compliance so it can be properly investigated and corrective action taken if needed.

MAKE A DIFFERENCE IN THE COMMUNITY

We believe in making a meaningful difference in the communities where we live and work through financial support, product donations, and volunteer activities focused on underserved communities and disaster relief efforts. We encourage employees to participate in Vantive-sponsored community engagement activities.

We may also choose to be active in our communities in ways that are meaningful to us. If we choose to personally participate in charitable activities, we must:

- › Do it on our own time, with our own funds
- › Be clear that we are acting as individuals and do not represent Vantive
- › Not use Vantive resources, including funds, products, time, property, equipment, or personnel
- › Not pressure or attempt to influence our colleagues to support or contribute to any cause



FOR MORE INFORMATION

[Environmental Health, Safety and Sustainability Policy](#)



Q: I would like to make a product donation to a charitable organization whose mission is aligned with Vantive's. Can I do that?

A: Possibly. There are special rules governing the donation of our products and you must consult Corporate Affairs or Legal.



DID YOU KNOW?

Requests from eligible members of the Medical Community for financial contributions are governed by our Global Interactions Policy.

HELPFUL RESOURCES AND INFORMATION

VANTIVE POLICIES

This Code references a number of related Vantive policies. Those and other policies can be found in [Vantive's Policy Management System](#). The Policy Management System contains all of Vantive's global corporate policies and certain function-specific policies, though some functions or countries/regions have additional policies that relevant employees should be familiar with.

THE ETHICS & COMPLIANCE HELPLINE

The Ethics & Compliance Helpline is hosted by a third-party provider and can be used to raise concerns in a confidential and anonymous manner.

You may access the Helpline via the internet at vantive.ethicspoint.com or by telephone using the toll-free telephone number for your country provided on the website.

The Helpline can also be accessed by scanning the QR code below:



vantive.ethicspoint.com

ADMINISTRATIVE

Our Code of Conduct is the foundation of our Ethics & Compliance program. The standards and supporting policies contained in this document may change from time to time. Vantive employees are responsible for knowing and complying with all relevant laws, regulations, codes, and policies that govern our work. Ethics & Compliance is responsible for maintaining the Code, as well as certain compliance policies, training, assessments, counseling, and investigations.

Employees may access the most current version of this document on Vantive's Intranet, and the Code can also be found on Vantive's public website, www.vantive.com.



KEY CONTACTS AND SOURCES OF INFORMATION

- › Your manager, supervisor, or department leader
- › Ethics & Compliance
- › Privacy Office
- › Legal
- › Human Resources
- › Global Information Security
- › Corporate Security
- › Adverse Event and Product Complaint Reporting

Last updated 09/2025