

Third-Party

# Code of Conduct



# Index

## **3 | Scope and Background**

- 5 |** Fresenius Kabi's Mission:  
Caring for Life  
Fresenius Kabi's Values

## **6 | Introduction**

## **8 | Principles of the Code of Conduct**

- 9 |** 1. Quality and Safety of our  
Products and Services
- 2. Sourcing
- 3. Production
- 10 |** 4. Sales and Marketing
- 11 |** 5. Environmental Responsibility
- 12 |** 6. Data Protection
- 7. Secure Handling of confidential  
Information

- 13 |** 8. Access and Use of Fresenius Kabi's  
electronic Media

- 9. Anti-Bribery and Anti-Corruption
- 14 |** 10. Conflicts of Interest
- 11. Gifts, Meals, Hospitality and  
Entertainment
- 12. Anti-Money Laundering (AML)  
and Countering the Financing of  
Terrorism (CFT)

- 15 |** 13. Anti-Fraud, Accuracy of Books  
and Records
- 14. Antitrust and Competition
- 15. Trade Compliance
- 16. Social Responsibility, Diversity,  
Equity and Inclusion

- 16 |** 17. Employment Standards,  
Human Rights

- 18 |** 18. Illegal Drugs and Alcohol

## **19 | Solving Problems**

## **21 | Reporting on Misconduct, Whistleblower Protection**

## **23 | Contacts**



## Scope and Background

This Third-Party Code of Conduct applies to our contract partners on the supply side (providing goods and/or services to us, i.e. upstream), sales side (purchasing goods and/or services from us, i.e. downstream) and to other third parties we do business with ("Third Party" or "Third Parties", or "you"). In order to illustrate why it is important to Fresenius Kabi ("we", or "us") that Third Parties also adhere to our values and principles, we provide you with insights into our mission and values at the beginning of this document. Further down, you will find the main principles of the Third-Party Code of Conduct, which you must observe when working with Fresenius Kabi.

*Certain chapters or provisions will be mandatory to you only if you are a supply-side Third Party in relation to Fresenius Kabi. If you are a sales-side Third Party, you are strongly encouraged to follow the same standards. This is indicated at the beginning of each chapter or provision in italic letters.*



### **Fresenius Kabi's Mission: Caring for Life**

Fresenius Kabi is a global healthcare company that specializes in lifesaving medicines and technologies for infusion, transfusion and clinical nutrition. Our products and services are used to help care for critically and chronically ill patients.

We are committed to putting essential medicines and technologies in the hands of people who help patients and finding the best answers to the challenges they face.

### **Fresenius Kabi's Values**

#### **Customer Focus**

**We put customers first**

#### **Quality**

**We demand excellence**

#### **Integrity**

**We are trustworthy**

#### **Collaboration**

**We work well together**

#### **Creativity**

**We deliver solutions**

#### **Passion & Commitment**

**We care**



# Introduction

Responsible and sustainable management is an integral part of Fresenius Kabi's culture and daily business. We, at Fresenius Kabi, set high standards for acting in an ethical and legally compliant way. We respect human rights throughout the value chain. Therefore, we ask you, as a Third Party, to comply with the principles contained in this Code of Conduct and all applicable laws and regulations in each country where you do business in relation to Fresenius Kabi. Consequently, we expect from you that you do not pursue any business that is inconsistent with applicable laws and the principles of this Third-Party Code of Conduct. We also expect that you encourage your subcontractors and other third parties engaged to fulfill your obligations toward Fresenius Kabi to do the same.

The aim of this Code of Conduct is to provide our Third Parties with a fundamental framework of compliance standards and a set of clear rules and principles for their day-to-day activities. Third Parties who act illegally or do not comply with the principles of this Code of Conduct may harm themselves and Fresenius Kabi. Serious violations of legal, regulatory or contractual obligations could undermine our credibility and impair our and your own future development. Moreover, failures may expose Fresenius Kabi, as well as the Third Party, to severe penalties, such as fines, loss of licenses or other serious sanctions. "Industry practice" is not a valid justification for violating legal or regulatory rights and obligations. As a trusted Third Party, you are responsible for understanding, governing and implementing your activities in compliance with the standards outlined in this Third-Party Code of Conduct. Neither ignorance nor "good intentions" are adequate justifications for non-compliance.

We strongly believe that implementing this Code of Conduct will create value for you and Fresenius Kabi. Therefore, we require you to comply with the principles laid down in this Code of Conduct and explained in detail as follows.

We may ask you to respond to our Fresenius Kabi Corporate Social Responsibility (CSR) assessment conducted by a Third Party<sup>1</sup> or ourselves.



<sup>1</sup> Currently EcoVadis



## Principles of the Code of Conduct



## 1. Quality and Safety of our Products and Services

The quality and safety of the products and services of Fresenius Kabi are the basis of our business activities. Therefore, you should also ensure the highest quality and safety of any product or service you provide to Fresenius Kabi.

To fulfil this fundamental prerequisite, you should use a quality management system, which ensures the appropriate quality of products and services regarding safety, security and efficacy. It should ensure full compliance with national and international legal requirements.



The quality management system should be based on the following principles:

- Clear assignment of responsibilities
- Educated and well-trained employees
- Continuous safety monitoring
- Transparent and documented procedures
- Controlled production processes
- Continuous improvement

Even if you do not have a quality management system in place, to the extent relevant for the concerned transaction, you must meet any applicable requirements set out in GxP regulations (i.e. Good Manufacturing Practice (GMP), Good Clinical Practice (GCP), Good Distribution Practice (GDP)) and, if applicable, EU or other applicable regulatory Medical Device laws and regulations.

## 2. Sourcing

Fresenius Kabi expects its Third Parties to work only with companies which act in an ethical and legally compliant way. You should use only starting materials from suppliers that are appropriate for use in your products.

You should introduce processes to evaluate bids and proposals from your suppliers objectively on the merits of price and performance.

## 3. Production

The products of Fresenius Kabi and therefore also the products of its suppliers need to meet the highest quality standards in line with appropriate manufacturing and control processes.

If you are involved in manufacturing and control processes on behalf or for the benefit of Fresenius Kabi, you must ensure compliance with applicable quality regulations, Good Manufacturing Practice (GMP) and Good Laboratory Practice (GLP) requirements for the markets in which the products are registered and distributed during all steps of the processes.

Reliable manufacturing processes must ensure that all manufactured products are safe, secure, reliable and efficient.

#### 4. Sales and Marketing

If you are involved in the distribution of our goods and services, you are responsible for providing the correct information and training on the use and promotion of our goods and services. This means abiding by the laws that apply to the marketing activities in the destination country. All marketing materials and promotion activities that you provide must be in accordance with high ethical standards and must meet or exceed the standards set out by applicable laws, rules and regulations.

You must achieve competitive advantages through superior quality of goods and services and your ability to add value, not through unethical business practices.

Fresenius Kabi's products are designed to be safe and reliable for their intended use. You must store and distribute all goods so that the quality is not impaired.



## 5. Environmental Responsibility

Fresenius Kabi expects from all Third Parties that they protect the climate and nature as the basis of life, use natural resources in a responsible way, and comply with applicable environmental laws and regulations<sup>2</sup>.

*The following rules in this section 6 are mandatory for Third Parties on the supply-side. Third Parties on the sales-side are strongly encouraged to follow the same standards.*

To fulfill environmental and climate obligations, you have or will set up and manage an appropriate system for ensuring environmental protection<sup>3</sup>.

You must minimize environmental risks, including the pollution of air, water and soil, and noise emissions in accordance with applicable laws, particularly where such risks damage the health of people, significantly impair the natural bases for food production or prevent people from having access to proper drinking water and sanitary facilities.

You must put or have put in place appropriate measures to prevent contamination of soil, surface water or groundwater.

If you are an antibiotic supplier, we expect that you make reasonable efforts to comply with the AMR Industry Alliance (AMRIA) discharge targets.

You must comply, or where not directly applicable, make reasonable efforts to comply with the ban on export and import of hazardous waste and other waste under the

Basel Convention and the Regulation on (Hazardous) Waste<sup>4</sup>, the prohibition on the production and use of mercury in products and production under the Minamata Convention, the prohibition of improper treatment of mercury waste under the Minamata Convention<sup>5</sup>, the ban on non-environmentally sound management as well as production and use of Persistent Organic Pollutants (POPs) under the Stockholm Convention<sup>6</sup>.

Furthermore, Fresenius Kabi urges Third Parties to constantly improve their performance in the areas of environmental protection, product responsibility and logistics and to use and foster more sustainable technologies in line with industry best practice. We also expect that all Third Parties strive to implement the most energy-efficient technologies to ensure a continuous improvement of energy efficiency, also with an aim to reduce CO2 emissions.

<sup>2</sup> e.g. in the EU REACH, WEEE and RoHS

<sup>3</sup> e.g. pursuant to ISO 50001 and ISO 14001 or the EU Eco-Management and Audit Scheme (EMAS)

<sup>4</sup> [Basel Convention > The Convention > Overview](#)

<sup>5</sup> [Homepage | Minamata Convention on Mercury \(mercuryconvention.org\)](#)

<sup>6</sup> [Stockholm Convention - Home page \(pops.int\)](#)



## 6. Data Protection

As a healthcare company, Fresenius Kabi takes great care in protecting individuals' personal data. Personal data means any information relating to an identified or identifiable natural person. We expect you to share that responsibility.

You will process (e.g. collect, store, use and share) personal data only to the extent necessary for the provision of the service and to the extent applicable data protection requirements are fulfilled. Prior to sharing or transferring any personal data, you will implement appropriate safeguards to ensure an adequate level of protection.

Those measures shall comprise appropriate state-of-the-art security measures (technical and organizational measures) as further described below. We may ask you to enter into a data processing agreement prior to handling personal data which may include,

upon our request, incident and breach handling as well as data subject request handling and support. If you wish to use any sub-processor(s), for example, cloud service providers, you must obtain our prior written approval. Your sub-processors must provide for the same level of data protection as yourself at least. For any onward data transfer to a third country, adequate data privacy agreements shall be in place prior to any data transfer.

## 7. Secure Handling of confidential Information

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

Many different types of such confidential information are of (great) value due to their confidentiality, for example, unpatented technology, know-how, recipes, and formulas, non-technical data such as financial, marketing, strategic, manufacturing, human resource-related personal data as well as patient, supplier and customer information.

You shall protect confidential information by using appropriate technical and organizational measures and use confidential information only for appropriate purposes. This includes, without limitation, the logging of activities to identify data breaches, access limitation, and where appropriate, the use of encryption and pseudonymization techniques. You may be able to demonstrate IT security by appropriate IT security certifications (e.g. ISO 27001, ISO 27018).

Before being granted access to Fresenius Kabi's confidential information, you may be asked to complete a confidentiality agreement.



## 8. Access and Use of Fresenius Kabi's electronic Media

If you are given access to Fresenius Kabi's electronic environment (intranet, email, voicemail, network, etc.), you will adhere to the below requirements:

- You will not knowingly download, upload, view or forward materials of a discriminatory, harassing, threatening, sexual, pornographic, racist, sexist, defamatory or otherwise offensive nature. You must use that electronic media for appropriate business purposes only.
- You will protect information disclosed to you (e.g. personal data, financial data, trade secrets, and other confidential information) and process it in line with the applicable rules.
- You will keep credentials secret.

- You understand cybersecurity risks and will not open attachments, decompress, run/launch or install any files or programs on Fresenius Kabi's systems that have damaging computer viruses.
- You will not download or disseminate any material from the internet unless the copyright owner has provided consent.
- You will adhere to the timing and methods for retention and elimination of Fresenius Kabi company data stored on electronic media.

## 9. Anti-Bribery and Anti-Corruption

You must not act corruptly and thereby jeopardize Fresenius Kabi's reputation as a reliable company and business partner of integrity. Fresenius Kabi stands emphatically against bribery and corruption and expects the same standard for the conduct of Third Parties. You must comply with all applicable laws, rules and regulations against bribery and corruption and implement a system to prevent bribery and corruption by reasonable compliance measures, including training, risk-based due diligence and monitoring.

You must not offer, promise, give or accept, whether directly or indirectly, benefits that compromise or appear to compromise the ability to make fair and objective business decisions of any person acting in a business capacity. Note that any benefits offered to public officials or politically exposed persons, especially to representatives of agencies and governments, and to healthcare professionals as well as to healthcare organizations are subject to special restrictions.

## 10. Conflicts of Interest

You need to apply the highest professional and ethical standards to yourselves and to those with whom you interact. You must keep your private interests – including personal, social, financial or political interests – and the interests of Fresenius Kabi strictly separate.

Furthermore, you should avoid any situation where an interaction with a Fresenius Kabi employee might conflict, or appears to conflict, with the best interests of Fresenius Kabi.

If an employee of a Third Party has a family relationship or any other relationship with a Fresenius Kabi employee that might represent a conflict of interest, you shall disclose this fact to us proactively. If you are a supplier of Fresenius Kabi, you must not manipulate any bids with other bidders in any way.

## 11. Gifts, Meals, Hospitality and Entertainment

You are not allowed to provide, promise, or offer incentives or rewards to an employee of Fresenius Kabi that would be deemed illegal or unethical. Furthermore, you are not allowed to provide gifts, hospitality, personal favors, gratuities or entertainment to a Fresenius Kabi employee that are not reasonable, socially adequate and infrequent. The direct or indirect provision of any gift, meal or entertainment to a Fresenius Kabi employee, which can be expected to influence the employee's decision in relation to you as a Third Party or another person, is prohibited. The principles of this section also apply to any sponsoring activities.

## 12. Anti-Money Laundering (AML) and Countering the Financing of Terrorism (CFT)

As a healthcare company, Fresenius Kabi is also a trader of goods. Therefore, we are exposed to trade-based money laundering and/or terrorism financing and have an obligation to counter such risks.

We stand for transparency in financial transactions. We are vigilant against any suspicious payment behavior and follow the applicable laws to prevent illegal AML/CFT activities. This includes the putting in place of policies and procedures, to conduct commensurate due diligence in relevant cases and to report suspicious activities to the relevant authorities.

We expect Third Parties we work with to not engage in money laundering or terrorism financing. We also expect them to put in place risk-based AML/CFT procedures to the extent applicable to them.



### **13. Anti-Fraud, Accuracy of Books and Records**

Fresenius Kabi will not tolerate any fraudulent practices, such as forgery, duplicate billing or inaccurate account booking or documentation. You shall comply with applicable laws and applicable accounting standards, particularly when recording and maintaining accounting books and records and when interacting with public entities, including social security institutions as well as tax and customs authorities. Any documentation in relation to Fresenius Kabi's goods and services must be transparent and accurate, reflecting the actual transaction.

### **14. Antitrust and Competition**

Fresenius Kabi is firmly committed to the ideas of functioning and competitive markets. You are expected to compete actively in the marketplace while complying with applicable laws on antitrust and fair competition and laws on public tendering in each country where you are active. You must not attempt to unlawfully restrict competition for any business activities by taking improper measures.

In connection with your business with Fresenius Kabi, you must not engage in any illegal agreements (whether written or not) or concerted practices which have as their object or effect the restriction of competition, particularly in interactions with your competitors (e.g. bid-rigging arrangements), but also with other market participants at other levels of the supply chain.

You must also not engage in unilateral abusive conduct if you are in a dominant position.

You must not treat customers or suppliers in an illegal, discriminatory or unethical manner.

### **15. Trade Compliance**

Fresenius Kabi's leadership in worldwide healthcare requires a growing presence internationally. Third Parties are expected to comply with the letter and spirit of all applicable import and export controls and trade compliance laws.

### **16. Social Responsibility, Diversity, Equity and Inclusion**

Fresenius Kabi expects from Third Parties to create an environment of mutual respect, encouragement, teamwork, equity and inclusion. You should value a sharing environment and speak-up culture that provide the opportunity for open communications and continuous improvements. This can be created and fostered by employees with diverse backgrounds, experience and talents. You should respect and value diversity.

## 17. Employment Standards, Human Rights

*The following rules are mandatory for Third Parties on the supply-side. Third Parties on the sales-side are strongly encouraged to follow the same standards.*



Fresenius Kabi is guided by our commitment to treat all humans with dignity and respect and our belief in the value of workplace diversity. We respect and support human rights as defined by international standards, such as the United Nations Universal Declaration of Human Rights<sup>7</sup> and the Fundamental Principles as published by the International Labour Organization (ILO) and expect you to do the same. You must respect the dignity and privacy of every person.

**No illegal child labor:** Third Parties shall not use, support or condone compulsory labor and illegal child labor. Accordingly, the age shall not be less than the age at which compulsory education ends under the law of the place of employment, which generally means no less than 15 years, unless regulated otherwise by local employment law in line with applicable ILO conventions<sup>8</sup>. If you find children at work, you shall document the measures to be taken to remedy the situation and enable the children to attend school. Furthermore, you may not employ young workers in work which is harmful to

the health, safety or morals of children. You will not source, produce or manufacture goods or services using any form of illegal child labor or forced labor and require your subcontractors to do the same.

**No forced labor:** We do not tolerate forced or exploitative labor or any forms of modern slavery. You will allow employees to terminate employment relationships at their own discretion and within a reasonable period of notice, in line with applicable local laws. You shall not apply or condone any repressive measures, for example, unlawfully withholding salaries or retaining passports. Furthermore, you shall not expose employees to psychological hardship, sexual or personal harassment or humiliation.

**Minimum wages, working time:** In each country where you operate, you will match or exceed the minimum standard wage set by law and review wage and salary levels regularly. All overtime shall not exceed applicable legal limits. Work weeks shall not exceed the maximum permitted under applicable laws and regulations.

<sup>7</sup> <https://www.un.org/en/about-us/universal-declaration-of-human-rights>

<sup>8</sup> Convention C138 - Minimum Age Convention, 1973 (No. 138) ([www.ilo.org](http://www.ilo.org))

**No discrimination and harassment, fair employment opportunities, inclusion:**

You will provide a work environment that is free from all forms of harassment and discrimination based on ethnicity, age, gender, color, sexual orientation, disability, political affiliation, union membership, national origin, religion or marital status in hiring and employment practices.

**Freedom of association and collective bargaining:**

Fresenius Kabi respects the freedom of association and the recognition of the right to collective bargaining. Our employees can join labor unions, seek representation and engage in collective bargaining in accordance with applicable laws. You are expected to respect the right of freedom of association and the right to collective bargaining in accordance with applicable laws.

**Workplace safety and work environment:**

As a healthcare company, we expect our Third Parties to maintain a certain minimum workplace safety and work environment standard. You must always provide employees with a healthy and safe work environment. You shall identify, evaluate and control workers' exposure to chemical, biological, and physical agents and physically demanding tasks. You shall mitigate these risks through effective measures, including management processes, e.g. a system for occupational health and safety according to ISO 45001, and protective equipment. You must implement measures to avoid excessive physical and mental exhaustion of your employees.

Third Parties working with Fresenius Kabi or on-site at a Fresenius Kabi location must work in a way that ensures their own safety and the safety of others. Any emergencies must be reported to Fresenius Kabi promptly.

**Respecting land rights and use of security personnel:**

If you acquire or use land, water and resources, which secure a person's livelihood, you shall respect any applicable local, national, international and traditional land, water and resource rights, especially those of indigenous communities. In the event legally permitted land use changes are made, or water or resources of local communities are used or affected, you must obtain the free, prior and informed consent of the indigenous communities in question and document this process. You shall avoid using land that was subject to unlawful forced evictions.

When contracting or requesting usage of private or public security personnel to protect a company project or site, you shall apply reasonable and effective measures to minimize the risks of violating human rights, including torture and other inhumane treatment.

**Conflict minerals:** If you are a supplier, you must not use conflict minerals (i.e. 3T+G = Tin, Tantalum, Tungsten and Gold) from banned countries (e.g. Democratic Republic of the Congo) as an ingredient for your products. You must inquire if you use conflict minerals and report even a reasonable suspicion to Fresenius Kabi. Upon request by Fresenius Kabi, you shall disclose whether your products contain any conflict minerals, and if so, their origin. We reserve the right to end our business relationship with suppliers using conflict minerals from banned countries or who refuse to supply information on the origin of these minerals.

**Human rights in the value chain:** Without limiting the foregoing, we comply with applicable laws in relation to human rights in the value chain. The topic requires a change of perspective and putting risks for humans (and not for the company) at the center of a company's efforts. From Third Parties, Fresenius Kabi requests the same commitment and expects that they respect human rights and address human rights risks within their own operations and their value chain and pass on these requirements to their own suppliers. Third Parties are also expected to

support Fresenius Kabi in its efforts to comply with the above laws and requirements. The key is to make reasonable efforts to keep improving the human rights situation.

**Direct application of the law:** If your company is subject to the German Supply Chain Due Diligence Act, you shall, without limiting and in addition to the above:

- appoint a person responsible for human rights
- perform risk assessment for your own operations and direct suppliers
- implement preventive measures for your own operations and direct (Tier 1) suppliers, including due diligence, training of relevant stakeholders and monitoring of human rights
- take remediation measures for your own operations and direct suppliers based on your risk assessment

- implement case-related remediation measures for indirect (Tier N) suppliers if you become aware of any potential human rights violations of your indirect suppliers
- implement appropriate grievance mechanisms for reporting human rights violations that are accessible for your employees and Third Parties
- document and report on your measures taken in relation to human rights.

## 18. Illegal Drugs or Alcohol

You are expected to perform work free from the influence of illegal substances and the abuse of drugs or alcohol or other substances, including prescription drugs, that may impair your or your employees' ability to work.



## Solving Problems

Fresenius Kabi may review your compliance with the principles and requirements set out in the Third-Party Code of Conduct. In case of concerns, we will work with you to overcome possible concerns and expect you to communicate openly and work collaboratively with us.

If we become aware of any actions or conditions by you, which are not in compliance with the Third-Party Code of Conduct, we may demand corrective measures. We also reserve the right to suspend or to terminate the agreement with you in case of non-compliance.





## Reporting on Misconduct, Whistleblower Protection



You are required to be familiar with and conduct your business in accordance with this Code of Conduct and the applicable laws and regulations of the country in which you operate. If you believe that anyone has acted illegally or breached the principles of this Code of Conduct, you should report the matter. We encourage reporters to disclose their identity, but will also accept anonymous reports.

You can report such information to:

- Your Fresenius Kabi relationship manager
- [Compliance\[at\]Fresenius-Kabi.com](mailto:Compliance[at]Fresenius-Kabi.com)
- The Fresenius Kabi compliance action line (available 24/7)<sup>9</sup>. Via this hotline, we are also able to follow up with you if you make an anonymous report.

We will comply with applicable whistleblower protection laws. This means particularly that we will ensure the confidentiality of the reporter and other involved persons to the extent required and appropriate. We will also grant whistleblower protection and ensure that no retaliatory actions are taken against anyone who informs us in good faith about suspected misconduct.

We expect you to provide appropriate (anonymous) complaint processes to receive reports on the violation of the Fresenius Kabi Third-Party Code of Conduct, and to protect whistleblowers in accordance with applicable laws and the above.



<sup>9</sup> see [EthicsPoint - Fresenius Kabi](#)



## Contacts

If you have any questions, please use the compliance email address: [Compliance\[at\]Fresenius-Kabi.com](mailto:Compliance[at]Fresenius-Kabi.com)

Editor: Fresenius Kabi AG  
Else-Kröner-Str. 1  
61352 Bad Homburg  
Germany  
Edition: December 2022