

Code of Conduct for Sivantos Suppliers

This Code of Conduct defines the basic requirements placed on Sivantos' suppliers of goods and services concerning their responsibilities towards their stakeholders and the environment. Sivantos reserves the right to reasonably change the requirements of this Code of Conduct due to changes of the Sivantos Compliance program. In such event Sivantos expects the supplier to accept those reasonable changes.

The supplier declares herewith:

- **Legal compliance**
 - o to comply with the laws of the applicable legal system(s).
- **Prohibition of corruption and bribery**
 - o to tolerate no form of and not to engage in any form of corruption or bribery, including any payment or other form of benefit conferred on any government official for the purpose of influencing decision making in violation of law.
- **Respect for the basic human rights of employees**
 - o to promote equal opportunities for and treatment of its employees irrespective of skin color, race, nationality, social background, disabilities, sexual orientation, political or religious conviction, sex or age;
 - o to respect the personal dignity, privacy and rights of each individual;
 - o to refuse to employ or make anyone work against his will;
 - o to refuse to tolerate any unacceptable treatment of employees, such as mental cruelty, sexual harassment or discrimination;
 - o to prohibit behavior including gestures, language and physical contact, that is sexual, coercive, threatening, abusive or exploitative;
 - o to provide fair remuneration and to guarantee the applicable national statutory minimum wage;
 - o to comply with the maximum number of working hours laid down in the applicable laws;
 - o to recognize, as far as legally possible, the right of free association of employees and to neither favor nor discriminate against members of employee organizations or trade unions.
- **Prohibition of child labor**
 - o to employ no workers under the age of 15 or, in those countries subject to the developing country exception of the ILO Convention 138, to employ no workers under the age of 14.
- **Health and Safety of employees**
 - o to take responsibility for the health and safety of its employees;
 - o to control hazards and take the best reasonably possible precautionary measures against accidents and occupational diseases;
 - o to provide training and ensure that employees are educated in health and safety issues;
 - o to set up or use an occupational health & safety management system according to OHSAS 18001 or equivalent.
- **Environmental protection**
 - o to act in accordance with the applicable statutory and international standards regarding environmental protection;
 - o to minimize environmental pollution and make continuous improvements in environmental protection;
 - o to set up or use a reasonable environmental management system.
- **Supply Chain**
 - o to use reasonable efforts to promote among its suppliers compliance with this Code of Conduct;
 - o to comply with the principles of non discrimination with regard to supplier selection and treatment.

Declaration of the supplier

We hereby declare the following:

1 We have received a copy of the “Code of Conduct for Sivantos Suppliers” (hereinafter referred to as the “Code of Conduct”) and hereby commit ourselves, in addition to our commitments set out in the supply agreements with Sivantos, to comply with its principles and requirements.

2 We will provide Sivantos – but not more than once a year – upon request either, at our option, with (i) a written self assessment in the form provided by Sivantos or (ii) a written report approved by Sivantos describing the actions taken or to be taken to assure our compliance with the Code of Conduct.

3 We agree that Sivantos and its authorized agents and representatives and/or a third party appointed by Sivantos and reasonably acceptable for us, shall be entitled (but not obliged) to conduct – also at our premises – inspections in order to verify our compliance with the Code of Conduct.

Any inspection may only be conducted upon prior written notice of Sivantos, during regular business hours, in accordance with the applicable data protection law and shall neither unreasonably interfere with our business activities nor violate any of our confidentiality agreements with third parties.

4 In addition to any other rights and remedies may have, in the event of (i) supplier's material or repeated failure to comply with the Code of Conduct or (ii) supplier's denial of Sivantos' right of inspection as provided for in the third paragraph of this declaration, after providing supplier reasonable notice and a reasonable opportunity to remedy, Sivantos may terminate any or all agreements and/or any purchase order issued thereunder without any liability whatsoever.

5 We agree that this declaration is subject to the substantive law in Germany without reference to any of its conflict of law rules.

Place, date

Signature

Name (BLOCK CAPITALS), Function

Company Seal

This document must be signed by an authorized representative of the company and returned to Sivantos within 20 working days of receipt.