



Vendor Code of Conduct

Civica, Inc., exists in the public interest as a non-stock, non-profit corporation committed to stabilizing supply of essential generic medications. Civica is committed to the highest standard of business ethics and integrity and our success depends on our employees, vendors and business partners acting with honesty and integrity while conducting business with or on behalf of Civica.

This Code of Conduct sets forth the basic requirements that all vendors, suppliers, representatives, and other business partners and their employees, directors, officers, agents, representatives, and subcontractors (collectively referred to as “Vendors”) must comply with to do business with Civica.

Compliance with the law

All Civica Vendors must comply with all applicable local, state, federal, and national laws and regulations of the jurisdiction in which they are doing business, specifically including, but not limited to, the laws and practices set forth below:

U.S. federal healthcare fraud and abuse laws

Vendors must comply with all U.S. federal healthcare fraud and abuse laws, which generally prohibit persons from soliciting, offering, receiving or paying any compensation to induce someone to order or purchase items or services that are in any way paid for by Medicare, Medicaid or other federally-funded healthcare programs. They also prohibit submitting or causing to be submitted any fraudulent claim for payment by the federal government.

Anti-Corruption

Vendors must comply with the anti-corruption laws of the countries in which they do business and with the United States Foreign Corrupt Practices Act. Vendors may not make any direct or indirect payments or promises of payment to foreign government officials for the purpose of inducing that individual to use his/her position to obtain or retain business.

Import/Export laws

Vendors must comply with all applicable trade laws of the United States and any other applicable nation relating to import/export matters. This includes timely provision of all information necessary to comply with import requirements of the United States or other countries of destination, and not exporting or re-exporting any information or products received from Civica to any proscribed country listed in the U.S. Export Administration Regulations. Vendors will state the country of origin on goods, packaging and invoices as well as provide proper documentation to support available free trade agreement claims.



Facility and Supply Chain Security

Vendors must maintain adequate security at all facilities and implement supply chain security procedures designed to prevent the introduction of non-manifested cargo into outbound shipments (e.g. drugs, explosives, bio- hazards or other contraband) in alignment with the principles of the U.S. Customs and Border Protection's Customs-Trade Partnership Against Terrorism (C-TPAT) program. Vendors agree to provide required certification or security questionnaire responses related to C-TPAT. Additionally, each facility must have written security procedures and maintain documented proof of the adequate controls implemented to guard against introduction of non-manifested cargo.

Pharmaceutical Industry Laws

Vendors, their employees and any other individual involved with providing services to CIVICA must be aware of and shall comply with the applicable laws and regulations relating to the pharmaceutical industry, including, but not limited to, all applicable federal health care program and FDA requirements. Any suspected violation of these laws or requirements must be reported to CIVICA's General Counsel and Chief Compliance Officer or the Compliance Helpline by email at ethics@civicrx.org or by phone at 888-633-1930.

Vendors shall also comply with the good manufacturing practices, good clinical practices and good laboratory practices requirements of their respective countries.

Vendors must not employ or otherwise allow any individual to provide service to Civica who is excluded, debarred, suspended or otherwise ineligible to participate in federal health care programs; or has been convicted of a criminal offense that falls within the scope of 42 U.S.C. 1320a-7(a), but has not yet been excluded, debarred, suspended or otherwise declared ineligible. In addition, Vendors will not utilize in the performance of services for Civica, either as employees or consultants any individuals who are on the HHS/OIG List of Excluded Individuals/Entities.

Anti-Counterfeiting

In an ongoing effort to secure the supply chain from the dangers of counterfeiting, illegal diversion and theft of Civica products and products that Civica distributes on behalf of other manufacturers, Vendors must notify Civica immediately if they are offered the opportunity to purchase counterfeit, illegally diverted or stolen products or otherwise become aware of any such products.

Boycotts

Vendors must not participate in international boycotts that are not sanctioned by the U.S. government or the European Union or applicable laws.

Antitrust

Vendors must conduct business in full compliance with antitrust and fair competition laws that govern the jurisdictions in which they conduct business.



Ethics

Vendors must conduct their overall business in an ethical manner and act with integrity. Vendors need to specifically address the following areas:

Business Records

Honestly and accurately record and report all business information and comply with all applicable laws regarding their completion and accuracy. Create, retain, and dispose of business records in full compliance with all applicable legal and regulatory requirements.

Interactions with Regulators

Act professionally and be honest, direct and truthful with all regulatory agency representatives and governmental officials.

Media

Vendors should not speak to the media on behalf of Civica unless the Vendor is expressly authorized in writing to do so by Civica.

Gifts

Vendors should avoid giving gifts to Civica employees. Vendors should not offer anything of value to obtain or retain a benefit or advantage for the giver, and not offer anything that might appear to influence, compromise judgment, or obligate any Civica employee. Any gift from a Vendor must be approved in advance by the Civica General Counsel and Chief Compliance Officer. Any gifts, meals, or entertainment must comply with applicable law, must not violate the giver's or recipient's policies on the matter, and must be consistent with local custom and practice.

Conflicts of Interest

Vendors must avoid the appearance or actual improprieties of conflicts of interests. Vendors must not deal directly with any Civica employee or the spouse, domestic partner, or other family member or relative of a Civica employee who holds a financial interest in the Vendor, without approval from Civica's General Counsel and Chief Compliance Officer. If a Vendor employee or a Vendor employee's spouse, domestic partner, or other family member or relative is employed by Civica, then such individual may not participate in any contract negotiations involving the Vendor nor provide services to Civica on behalf of the Vendor.

Business Continuity and Crisis Management

Subject to the terms of any specific contractual provisions that apply, Vendor must have adequate business continuity plans in place to continue to provide its services to a reasonable degree in the aftermath of any kind of operational crisis, whether caused by a natural disaster,



equipment malfunction, power failure, terrorist act or so forth. Upon request by Civica, Vendor must disclose and discuss in reasonable detail the elements of its business continuity plan.

Animal Welfare

Vendors must perform animal testing only after consideration has been given to non-animal based test methods, reducing the numbers of animals used, or refining procedures to minimize distress in animals being tested. Vendors must use alternatives when scientifically valid and acceptable to regulators. Vendors must treat animals used in any testing or process humanely, minimizing pain and stress.

Labor Practices and Human Rights

Vendors must comply with the following labor and employment practices:

Child Labor

Vendors must not use child labor. No person may be employed at an age younger than the legal minimum age for working in any specific jurisdiction. In no event may Vendors or business partners employ workers less than 14 years of age.

Compensation

Vendors must fairly compensate their employees by providing wages and benefits which are in compliance with the local and national laws and regulations of the jurisdictions in which the Vendors are doing business, or which are consistent with the prevailing local standards in the countries, if the prevailing local standards are higher.

Hours of Labor

Vendors must ensure that working hours are consistent with local regulations and are not excessive. Where the country's laws and regulations do not address standard working hours, Vendors must ensure that the work week does not exceed 60 hours. Vendor must provide workers rest days (at least one day off for every seven-day period) and leave privileges.

Forced/Prison Labor

Vendors must not use forced labor whether in the form of indentured labor, bonded labor or prison labor. Vendors also must not support any form of human trafficking of involuntary labor through threat, force, fraudulent claims, or other coercion.

Discrimination/Rights

Vendors must base all conditions of employment on an individual's ability to do the job, not on the basis of personal characteristics or beliefs. Vendors must follow all applicable employment laws, must not engage in acts of verbal or physical harassment and must not



discriminate on the basis of race, color, national origin, gender, sexual orientation, religion, disability, or any other characteristic prohibited by applicable law.

Immigration Law and Compliance

Vendors must only employ workers with a legal right to work. Vendors are obligated to validate all workers' legal status by reviewing original documentation (not photocopies) before they are allowed to commence work. Procedures which demonstrate compliance with these validations must be implemented. Vendors must regularly audit employment agencies from whom they obtain workers to monitor compliance with this policy.

Employee Identification

Vendors must not require their employee's to lodge "deposits" or their identity papers (government-issued identification, passports, or work permits) with their employer. Vendor's employees should be free to resign their employment in accordance with local and national laws or regulations without unlawful penalty.

Employee Records

Vendors must keep employee records in accordance with local and national laws or regulations and provide in a timely manner, via pay stub or similar documentation, the basis on which employees are paid.

Environment, Health and Safety (EHS)

Vendors must develop and implement policies and procedures that are protective of human safety, health and the environment, including the following:

Law and Compliance

Vendors must comply with all laws, regulations, ordinances, rules, product registrations, permits, licenses approvals and orders regarding the environment, health, and safety and the use of restricted substances in the countries in which they do business.

Systems

Vendors must develop and implement operating and management systems designed to detect, avoid and respond to potential risks and emergencies for the safety and health of all employees and the environment. Vendors must have written EHS policies and systems to minimize work-related injury, illness and environmental incidents.

Work Environment

Vendors must maintain a healthy, clean, and safe work environment and must not utilize mental or physical disciplinary practices. This includes any residential facilities that a Vendor provides to its employees. Vendors must construct and maintain all facilities in accordance



with the standards set forth by applicable laws and regulations in the countries in which they operate.

Emergency Preparedness

Vendors must be prepared for emergency situations. This includes worker notification and evacuation procedures, emergency training and drills, appropriate first-aid supplies, appropriate fire detection and suppression equipment and adequate exit facilities. Vendors must regularly train employees on emergency planning, emergency exit procedures and responsiveness.

Environment and Sustainability

Vendors must operate in an environmentally responsible and efficient manner and shall strive to minimize adverse impacts on the environment. Vendors must conserve natural resources, avoid the use of hazardous materials where possible, and promote activities that reuse and recycle. Vendors will engage in the development and use of climate-friendly products and processes to reduce power consumption and greenhouse gas emissions.

Confidentiality & Data Protection

Confidentiality

Vendors must not disclose to others and will not use for its own purposes or the purpose of others any trade secrets, confidential information, knowledge, designs, data, skill, or any other information considered by Civica as “confidential”.

Data Protection

Vendors must take appropriate steps to safeguard any information that could lead to the identification of individuals, including information that identifies individuals in combination with other information (“Personal Information”). Vendors must maintain a written information security program that includes administrative, technical, and physical safeguards designed to protect the security, integrity, and confidentiality of Personal Information. Vendors must process and protect the Personal Information of Civica personnel, patients, healthcare professionals, and other third parties in accordance with all applicable laws and regulations.

Interactions with Health Care Professionals and Customers

If involved in the promotion and sale of Civica products, Vendors must ensure that all interactions with healthcare professionals and customers are in accordance with the Civica Standards of Business Conduct, all applicable laws and regulations and the following requirements:

Vendors must ensure that any payment for services provided to a healthcare professional or customer fulfills a legitimate, bona fide and documented business need and is clearly



identified in advance of requesting the services and entering into any agreement with the prospective healthcare professional or customer.

Vendors must ensure that compensation paid to healthcare professionals or customers for services is fair market value for the services provided or the nature of the work performed. Vendors must document how fair market value was determined.

Vendors must not retain the services of a healthcare professional or customer conditioned on the current or anticipated future purchasing, prescribing or recommending of Civica products.

Social Media

Vendors must educate and train employees on use of social media which should be broadly understood to include blogs, wikis, microblogs, message boards, chat rooms, electronic newsletters, online forums, social networking sites, and other sites and services that permit users to share information with others in a contemporaneous manner. Such education and training must include that Vendor employees must not give the impression that they are speaking on behalf of Civica or misrepresent or disparage Civica in any communications or online user forums. Although not an exclusive list, some specific examples of prohibited social media conduct include posting commentary, content, or images that are defamatory, pornographic, proprietary, harassing, libelous, or that can create a hostile work environment.

Government Lobbying

Vendors must not engage, directly or indirectly, in lobbying activities with elected officials, political party officials or candidates for public office or for a political party, on behalf of Civica, without the prior express written approval from the Civica Senior Vice President of Government Relations.

Reporting and Investigations

Vendors must establish processes to enable the employees to report concerns or illegal activities through a formal reporting structure. Vendor must investigate reported incidents and take corrective action, including appropriate disciplinary action up to and including employee termination, if necessary. Vendors must not take retaliatory action against any employees who in good faith report a concern, questionable behavior or illegal activity.

Vendors must immediately report to Civica its findings of any violation of law or of the provisions of the Vendor Code of Conduct relative to its activities with Civica. Vendors must fully cooperate with Civica to take all reasonable measures to investigate and remediate any non-compliance with the Vendor Code of Conduct.

Audit Rights

In order to ensure compliance with these standards and subject to the terms of any specific contractual provisions that apply, Civica or a third party designated by Civica may, upon reasonable prior notice, audit Vendors' facilities and the facilities of Vendors' business partners and subcontractors, and such audit may include review of the Vendors' and its business partners' books and records related to the products or services provided to Civica.



In accordance with any such audit, Vendors must make available to Civica, upon request, a copy of any audit that has been performed of the controls and operating effectiveness of the Vendor as a service organization. If Civica requests from the Vendor information and/or a certification with respect to the Vendor's compliance with this Vendor Code of Conduct, Vendor must provide to Civica the information and/or certification within a reasonable amount of time.

Compliance with the Civica Vendor Code of Conduct

Vendors must ensure that they understand and comply with the Civica Vendor Code of Conduct and inform his/her Civica contact (or a member of Civica management) if and when any situation develops where the Vendor is not in compliance with this Vendor Code of Conduct.

Compliance Acknowledgment

All Vendors are required to educate and train their employees to ensure that they understand and comply with the Civica Vendor Code of Conduct. Vendors may be required, as a condition to maintaining an active Vendor relationship with Civica, to acknowledge their obligation to comply with the Civica Vendor Code of Conduct.

Enforcement of and Compliance Verification

Vendors are expected to self-monitor their compliance with this Vendor Code of Conduct. In addition to any other rights Civica may have under their agreement with Vendor, if Civica determines or believes that at any time Vendor has failed to comply with any of these standards, then Civica has the right to cease the purchase of Vendor's products and services or the supply of sale of Civica products and services to Vendor without notice and without liability or obligation of any sort accruing to Civica. Civica may also prohibit any Vendor employee from providing services to Civica who behaves in a manner that is unlawful or inconsistent with this Code of Conduct or with any Civica policy.

Reporting of Questionable Behavior and Possible Violations

Civica encourages Vendors and their employees with questions regarding the Civica Vendor Code of Conduct to contact Civica regarding their concerns. Vendors and their employees should work with their Civica contact in resolving a business practice or compliance concerns. Should it not be possible or appropriate to resolve a given concern directly with their Civica contact, Vendors should contact Civica's Ethics & Compliance Helpline by email at ethics@civicarx.org or by phone by calling 888-633-1930.

Intolerance of Retribution or Retaliation

Civica will not tolerate any retribution or retaliation taken against any individual who has, in good faith, sought out advice or has reported questionable behavior or a possible violation.