



# Code of Conduct

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CI✓ICA

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## A Message from our CEO



Serving patients is our privilege and we are honored to work together in support of our mission. We are part of a groundbreaking organization that continually strives to improve patients' lives and strengthen the industry by addressing failures in the generic drug market. We do what is in the best interest of patients. Quality, Transparency, Ethics and Compliance are at the core of what we do each day.

As Civica continues to grow, staying true to our founding principles and doing what is right remains imperative to our continued success. The Code of Conduct serves as a guide to help us along our way. As a team we are all responsible for compliance and for doing the right thing.

**-Ned McCoy, President & CEO**

## CIVICA'S MISSION, PURPOSE, AND VALUES

### **OUR PURPOSE:**

Do what is in the best interest of patients

### **OUR MISSION:**

Deliver quality generic medicines that are available and affordable to everyone

### **OUR VALUES:**

1. Keep it Simple; connect work to desired outcomes to prevent and eliminate bureaucracy;
2. Be Transparent; be honest, share information and provide feedback to fuel deeper relationships and more powerful solutions;
3. Be Accountable and Supportive; speak up, seek to understand, and then own and run with final decisions;
4. Make Civica the Best Place to Work; embrace the mission and trust, respect and inspire each other. Recognize success. Have fun!
5. Change the World; advance Civica's disruptive model, innovate and transform.

## SCOPE

This Code of Conduct applies to all Civica employees, contractors, and consultants ("Staff") working for or on behalf of Civica, Inc., CivicaScript, LLC, Civica Foundation, and all affiliated entities, collectively referred to as "Civica".

## PURPOSE

Civica is committed to Safety, Quality, Accessibility, Affordability, and Fairness. Civica upholds the highest levels of business ethics and personal integrity in all types of transactions and interactions. This Code of Conduct provides a high-level summary of our policies, standards and expectations. It serves to (1) emphasize the commitment to ethics and compliance with the law; (2) set forth basic standards of ethical and legal behavior; (3) provide reporting mechanisms for known or suspected ethical or legal violations; and (4) help prevent and detect wrongdoing. More specific guidance related to functional activities can be found in other Civica guidance documents (e.g.: policies, procedures, and work instructions).

## TRUST, CREDIBILITY, CONFIDENCE

The success of our business is dependent on the trust and confidence we earn from our Member Health Systems and others working to help us address drug shortages. We gain credibility by adhering to our commitments, displaying honesty and integrity, and reaching business goals through ethical conduct. When considering any action, ask yourself: Is it in the best interest of patients? Will it build trust and credibility for Civica? Will it help create a working environment in which Civica can succeed over the long term? Is the commitment I am making one I can follow through with? The only way we will maximize trust and credibility is by answering "yes" to those questions and by working every day to build our trust and credibility. We are all responsible for creating a culture that supports ethical behavior with shared accountability amongst all Staff.

## RESPECT

We all deserve to work in an environment where we are treated with dignity and respect. Civica is committed to creating such an environment because it brings out the full potential in each of us, which, in turn, contributes directly to the success of our business. We cannot afford to let anyone's talents go to waste. We will never discriminate on the basis of race, religion, national origin, gender, age, disability, sexual orientation or any other characteristic. Civica does not tolerate any form of intimidation or harassment and Staff are encouraged to speak up against any incident that could be viewed as harassment or discrimination. Staff should report any incidents of harassment to their manager, Human Resources, the Chief Ethics & Compliance Officer, Senior Manager of Compliance, or any other member of the leadership team including the CEO. Civica complies with labor and employment laws and strives to conduct business only with third parties who share our commitment and abide by Civica's Vendor Code of Conduct or equivalent standards.

## OPEN COMMUNICATION

At Civica everyone should feel comfortable speaking their mind, particularly with respect to ethical concerns. Managers are responsible for creating an open and supportive environment where Staff feel comfortable raising such questions and to lead by example by always acting in an honest and ethical manner. We all benefit tremendously when Staff exercise their power to prevent mistakes or wrongdoing by asking the right questions at the right times. Civica will investigate all reported instances of questionable or unethical

behavior. In every instance where improper behavior occurs, Civica will take appropriate action. We will not tolerate retaliation against Staff who raise genuine ethics concerns in good faith or who cooperate with an investigation even if the concern is determined to be unfounded.

#### **WHISTLEBLOWER POLICY AND REPORTING POTENTIAL VIOLATIONS**

If a Staff member becomes aware of a potential ethical or legal violation, they should reach out to whomever they are most comfortable with including their manager, the Chief Ethics & Compliance Officer, Senior Manager of Compliance or another member of the leadership team, including the CEO. While Staff should reach out to the resource they are most comfortable with, they are encouraged to speak with their manager first. If a Staff member is not comfortable speaking with any of the above-mentioned, confidential reports may be made through the Ethics & Compliance Helpline 1-844-237-8524 or online at [civicarx.ethicspoint.com](http://civicarx.ethicspoint.com). Helpline and online submissions may be reported anonymously; however, to conduct the most thorough investigation, it is recommended that Compliance communicate with the reporter. Confidentiality will be maintained to the fullest extent possible. Examples of potential violations include bribery or corruption, harassment, and inappropriate financial reporting.

#### **COMPLIANCE WITH LAWS**

Civica's commitment to integrity begins with complying with laws, rules, and regulations where we do business. Each of us must understand Civica's policies, laws, rules, and regulations that apply to our specific roles. If we are unsure of whether a contemplated action is permitted by law or Civica policy, we should seek the advice from the resource expert or the Legal department.

##### *Food and Drug Laws*

We must comply with all applicable laws, rules, regulations, consent decrees and other orders of the United States Food and Drug Administration governing research, development, manufacture, distribution, and promotion of drugs.

##### *Laws Relating to Government Health Care Programs*

We must comply with the laws relating to government health care programs. Civica products may be reimbursed or purchased by Federal Health Care Programs – programs that include Medicare, Medicaid, Department of Defense and Department of Veterans Affairs health care programs, and many other Federal or Federally-funded programs that pay for health care items and services. These programs are regulated through various laws affecting the coverage and reimbursement of Civica products and the sale and marketing of those products. Civica is committed to full compliance with all Federal Health Care Program requirements.

##### *Anti-Bribery and Anti-Corruption*

Civica does not tolerate bribery or corrupt conduct in either direct business engagements or third parties acting on our behalf. It is illegal to offer, promise or provide anything of value that may influence a business decision or be used to retain business.

#### **INTERACTIONS WITH HEALTH CARE PROFESSIONALS AND CUSTOMERS**

Staff must ensure that all interactions with healthcare professionals and customers are in accordance with Civica's policies, applicable laws and regulations, and the following requirements:

- 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.
- All compensation paid to healthcare professionals or customers for services is fair market value for the services provided or the nature of the work performed. Staff must document how fair market value was determined.
- We will not retain the services of a healthcare professional or customer on condition of current or anticipated future purchasing, prescribing, or recommending of Civica products.

#### **HEALTH AND SAFETY**

Civica is dedicated to maintaining a healthy and safe environment and has established policies and procedures to further this commitment. Staff must be familiar with these policies and procedures and are required to report any unsafe or potentially unsafe working conditions immediately.

#### **QUALITY**

Civica is dedicated to sourcing and manufacturing products that are made with the highest level of quality and we comply with all governmental and regulatory requirements and standards. All Civica Staff are required to be aware of and abide by the Civica Quality Manual and the Adverse Event Standard Operating Procedure concerning product quality complaints, adverse drug events, and medical inquiry reporting. Staff must report any such events immediately.

#### **COMPETITION**

We are dedicated to ethical, fair, and vigorous competition. We will provide Civica products at a fair and sustainable price. We will make independent pricing and marketing decisions and will not improperly cooperate or coordinate our activities with any other entity. We will not offer or solicit improper payments or gratuities in connection with the purchase of goods or services for Civica or the sales of its products, nor will we engage or assist in unlawful boycotts of customers or suppliers.

#### **PROPRIETARY INFORMATION**

It is important that we respect the property rights of others. We will not acquire or seek to acquire by improper means a competitor's trade secrets or other proprietary or confidential information. We will not engage in unauthorized use, copying, distribution, or alteration of software or other intellectual property.

#### **RECORDKEEPING**

We create, retain, and dispose of our business records as part of our normal course of business in compliance with all Civica policies and guidelines, as well as all regulatory and legal requirements. All corporate records must be true, accurate, and complete. Business data must be promptly and accurately entered in our books in accordance with Civica's and other applicable accounting principles. We must not improperly influence, manipulate, or mislead any audit, nor interfere with any auditor engaged to perform an internal independent audit of Civica books, records, processes, or internal controls.

## CONFIDENTIALITY

Staff must maintain the confidentiality of confidential information entrusted to them, except when disclosure is authorized by the Civica Legal department or required by laws or regulations. Confidential information includes all non-public information that might be of use to competitors or harmful to Civica or our customers if disclosed. It also includes information that suppliers and customers have entrusted to Civica. The obligation to preserve confidential information continues even after employment ends.

## CONFLICTS OF INTEREST

A conflict of interest exists when a person's private interest interferes in any way with the interests of the business they are working for. A conflict can arise when a Staff member takes actions or has interests that may make it difficult to perform their work for Civica objectively and effectively.

All Staff shall comply with the Conflict-of-Interest Policy and shall disclose any material transaction or relationship that reasonably could be expected to give rise to such a conflict to the Chief Ethics & Compliance Officer or Senior Manager of Compliance.

Here are some other ways in which conflicts of interest could arise:

1. Being employed (you or a close family member) by, or acting as a consultant to, a competitor or potential competitor, supplier, or contractor, regardless of the nature of the employment, while you are employed with Civica.
2. Hiring or supervising family members or closely related persons.
3. Serving as a board member, owning or having a substantial interest in an actual or potential competitor, supplier, contractor or customer.
4. Having a personal interest, financial interest, or potential gain in any Civica transaction.
5. Placing Civica business with a firm owned or controlled by a Civica Staff member or their family.
6. Subject to the rules on gifts and gratuities below, accepting gifts, discounts, favors, or services from a customer/potential customer, competitor, or supplier.

Determining whether a conflict of interest exists is not always easy to do. Staff with a conflict of interest question should seek advice from management. Before engaging in any activity, transaction, or relationship that might give rise to an actual or apparent conflict of interest, Staff must complete a Conflict-Of-Interest form and submit for review to their manager, the Chief Ethics & Compliance Officer or the Senior Manager of Compliance. All forms must be reviewed by Compliance.

## CORPORATE OPPORTUNITIES

Staff are prohibited from taking opportunities discovered using corporate property, information, or position without the consent of the Board of Directors of Civica. No Staff may use corporate property, information, or position for improper personal gain and no Staff may compete with Civica directly or indirectly during their engagement with Civica. Staff owe a duty to Civica to advance its legitimate interests whenever possible.

## FAIR DEALING

Staff are expected to act ethically and fairly with all suppliers, customers, competitors and the general public. They shall act in good faith, with due care, and shall engage only in fair and open competition. Stealing proprietary information, possessing trade secret information that was obtained without the owner's consent, or inducing such disclosures by past or present Staff of other companies is prohibited. No Staff should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair practice.

## COMPANY ASSETS

All Staff should endeavor to protect Civica's assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on Civica's not-for-profit mission. Any suspected incident of fraud or theft should be immediately reported for investigation. Business equipment should not be used for non-Civica business, though incidental personal use is permitted. The obligation of Staff to protect Civica's assets includes its proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business, marketing and service plans, engineering and manufacturing ideas, designs, databases, records, salary information, and any unpublished financial data and reports.

Unauthorized use or distribution of this information would violate Civica policy. It could also be illegal and result in civil or criminal penalties.

## GIFTS AND GRATUITIES

Civica is committed to competing solely on the merit of our products and services. We should avoid any actions that create a perception that favorable treatment of outside entities by Civica was sought, received, or given in exchange for personal business courtesies. Civica Staff may accept gifts when such gifts are ethical, lawful, and reasonable in value. Gifts may not exceed \$100.00 in value. Staff may never accept gifts of cash or cash equivalents such as gift cards. All accepted gifts must support Civica's business interests and not be solely for the recipient's own benefit. Occasionally, Civica Staff may accept meals or entertainment that serve a legitimate business purpose. All requests to accept meals or entertainment must be approved by Compliance. Gifts, gratuities, meals, and entertainment are strictly prohibited while Civica is actively engaged with a supplier or vendor before, during or immediately following sourcing, contract negotiations or periods of review. We will neither give nor accept business courtesies that constitute, or could reasonably be perceived as constituting, unfair business inducements that would violate law, regulation, or policies of Civica or its customers, or would cause embarrassment or reflect negatively on Civica's reputation.

## VIOLATIONS OF ETHICAL STANDARDS - ACCOUNTABILITY FOR VIOLATIONS

Each of us is responsible for our decision-making and for adherence to this Code.

Civica will promptly investigate all alleged violations and potential violations of this Code, or of any related Civica standard, policy, or procedure. Any allegations will be treated confidentially, to the extent consistent with Civica's interests and its legal obligations. The Office of Ethics and Compliance will direct all such internal investigations.

No person covered by this Code may conduct his or her own investigation. We are all expected to cooperate in the investigation of an alleged violation of the Code. If Civica determines that corrective action is necessary to resolve an issue and reduce the risk of recurrence, Civica will promptly decide what steps to take, including legal proceedings when appropriate.

Civica has sole discretion to determine disciplinary action. To the extent legally permissible under applicable law, appropriate disciplinary action will be taken, in relation to this Code or any related Civica standard, policy or procedure, for:

- Authorization of or participation in violations
- Failure to report a violation or potential violation
- Refusal to cooperate in the investigation of an alleged violation
- Failure by a violator's supervisor(s) to detect and report a violation, if such failure reflects inadequate supervision or lack of oversight
- Retaliation against an individual for good faith reporting of a violation or potential violation

Disciplinary action may, when appropriate, include dismissal.

All Staff must certify, in writing or electronically, that they have received, read, understood, and shall abide by this Code.

### **MEDIA INQUIRIES**

Civica is a high-profile business, and sometimes Staff may be approached by reporters and other media members. To ensure that we speak with one voice and provide accurate information about Civica, we should direct all media inquiries to the Communications Department. No one may issue a press release without first consulting with the Communications Department.

### **SOCIAL MEDIA**

Social media can be a valuable communications tool for both personal and business-related communications. It is important for Staff to understand that their actions on social media may directly reflect on Civica; have the potential to cause harm to Civica, patients, Member Health Systems, Staff, or others; and may violate legal and/or regulatory requirements. Staff are responsible for understanding Civica's Social Media Policy and its principles, rules, and best practices before engaging in social media.

### **POLITICAL ACTIVITIES**

Civica supports the rights of Staff to engage in political activities, provided they do not act as a representative of Civica while participating in these activities. Civica prohibits Staff from directly or indirectly using company resources for personal political activities including funds, facilities, property, or company time.

### **COMPLIANCE PROCEDURES**

We must all work together to ensure prompt and consistent action against violations of this Code. In some situations, however, it is difficult to know if a violation has occurred. Because we cannot

anticipate every situation that will arise, it is important that we have a way to approach a new question or concern. These are the steps to keep in mind:

- Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper? Use your judgment and common sense. If something seems unethical or improper, it probably is.
- Clarify your responsibility and role. In most situations, there is shared responsibility. Are your colleagues informed? It may help to get others involved and discuss the situation.
- Discuss the concern with your supervisor. This is the basic guidance for all situations. In many cases, your supervisor will be more knowledgeable about the questions, and they will appreciate being consulted as part of the decision-making process.
- Seek help from Civica resources. In rare cases where it would be inappropriate or uncomfortable to discuss an issue with your supervisor, or where you believe your supervisor has given you an inappropriate answer, discuss it with the Chief Ethics & Compliance Officer or Senior Manager of Compliance.
- You may report ethical violations in confidence without fear of retaliation. Civica in all circumstances prohibits retaliation of any kind against those who report ethical violations in good faith.
- Ask first, act later. If you are unsure of what to do in any situation, seek guidance before you act.

#### **WAIVERS AND AMENDMENTS**

Under limited circumstances, Civica may find it necessary to waive a provision of this Code; however, Civica generally will not grant such waivers and will make exceptions only for good cause.

#### **GENERAL INQUIRIES**

Please feel free to contact any of the representatives stated below for general inquiries about this Code of Conduct or about ethics in general.

Ned McCoy  
President & Chief Executive Officer  
[ned.mccoy@civicarx.org](mailto:ned.mccoy@civicarx.org)

Sarah Podmaniczky McGonigle  
Chief Ethics & Compliance Officer  
[Sarah.mcgonigle@civicarx.org](mailto:Sarah.mcgonigle@civicarx.org)

Melissa Storti  
Senior Manager, Ethics & Compliance  
[Melissa.Storti@civicarx.org](mailto:Melissa.Storti@civicarx.org)

Ethics & Compliance  
Helpline 1-844-237-8524  
[civicarx.ethicspoint.com](http://civicarx.ethicspoint.com)