

## **Novellas Healthcare Supplier Code of Conduct**

### **A message from our Management**

Integrity is the quality of being honest and having strong moral principles. It is also the state of being whole and undivided. That is why integrity forms the basis for our Code of Conduct.

Novellas Healthcare is dedicated to run its business according to the highest standards of integrity and ethical practice in all areas. Our Code of Conduct has been developed to help us protect the people at Novellas Healthcare and prevent us from damaging our reputation and our business.

We expect our suppliers to adhere to the same standards of conduct and behavior that we expect from our own employees while suppliers are executing their services or delivering their products to Novellas Healthcare. That means doing the right thing for the right reason, even when no one is watching. Our Supplier Code of Conduct is based on those principles.

### **WHY A CODE OF CONDUCT?**

At Novellas Healthcare we are committed to demonstrate integrity and honesty, and behaving ethically towards our employees and in all of our business practices. We expect our employees and all people acting on our behalf or having any business relationship with Novellas Healthcare to conduct their business according to the highest business standards.

In an effort to further strengthen these commitments, we have adopted the present Code of Conduct, which provides guidance in respect of the complex corporate compliance requirements and business ethics challenges we face every day. This Code of Conduct is the framework within we expect our employees and business partners to act and operate in when performing their work. It reflects the standards of integrity we believe in and according to which we expect you to run your business.

### **HOW TO USE OUR CODE OF CONDUCT?**

#### **Who does our Code of Conduct apply to?**

This Code applies to anyone – including suppliers, vendors, contractors, licensees, and agents (collectively, “**Suppliers**”) that supply products and/or services to Novellas Healthcare. This Code defines our minimum expectations. Novellas Healthcare must, directly or indirectly, through its subcontractors, comply with all international, national, country, and local laws and ordinances and all lawful orders, rules, regulations, codes, standards and treaties.

#### **Who can you go to if you have a question about our Code of Conduct ?**

You can always reach out to the Novellas Healthcare team via e-mail ([info@novellashealthcare.com](mailto:info@novellashealthcare.com)). We will be happy to clarify and assist.

### **Where can you find additional guidelines?**

Our Code of Conduct cannot cover every eventuality or local particularity. If a specific situation arises which is not covered by our Code of Conduct, your agreement with Novellas Healthcare or other policies or guidelines, the situation will be examined in the light and the spirit of our Code of Conduct and in accordance with applicable laws. In all cases your agreement with Novellas Healthcare will apply and will prevail in case of discrepancies.

In any case, if you require additional information regarding the guidelines set out by Novellas Healthcare or your agreement, feel free to reach out and we will be happy to assist.

## **Novellas Healthcare & People**

At Novellas Healthcare, people are at the heart of everything we do. We take care of our employees and those we are in contact with in our daily business as we believe this is how we will achieve our goals. We respect our employees and all people acting on our behalf. We promote individual excellence and collaborative teamwork. We treat our customers, suppliers and other business partners with consideration and dignity.

### **Working Conditions**

At Novellas Healthcare we are committed to maintain an inclusive working environment, with working conditions that promote diversity, equal opportunities and fair employment practices for everyone. Behaving ethically means not engaging in any discriminatory practices.

This means that in your business relationship with Novellas Healthcare, you are expected not to engage in any **direct or indirect** discrimination based on age, gender, nationality, race, color, ethnic origin, sexual orientation, marital or civil partnership status, religion, political opinion, language, disability or any other status protected by laws or regulations in the locations you operate. Moreover, you should not tolerate degrading treatments such as sexual or mental harassment, disrespectful language, discriminatory gestures or any form of physical violence.

We do not use child labor and do not tolerate the use of child labor by our customers, suppliers and other business partners.

### **Health and Safety**

At Novellas Healthcare we are committed to protect the health and safety of our employees, visitors and contractors. We promote a safe work environment and aim for zero occupational accidents and illnesses.

Supplier must provide a safe and healthy working environment for all employees that includes appropriate controls, safety procedures, preventative maintenance, and protective equipment. All business practices must comply with all relevant local and national laws, codes and regulations.

### **Human Rights**

At Novellas Healthcare we are committed to respect the human rights of our employees and the people acting on our behalf, as well as those of our customers, suppliers and other business partners, in line with the all applicable Guiding Principles on Business and Human Rights.

We condemn and dissociate ourselves from all forms of slavery, torture, degrading treatment or inappropriate working conditions, and we expect our suppliers to do this as well.

## **Novellas Healthcare & Ethics**

At Novellas Healthcare we embrace ethical behavior in all our business activities. We act with integrity in our day-to-day collaboration with our customers, suppliers and other actual and potential business partners. Our decisions are driven by fairness and by what is the right thing to do and are based on objective grounds. We avoid any conflict of interest and have zero tolerance of corruption in any form.

### **Conflict of interest**

Suppliers must avoid actual or apparent conflicts of interest and should make sound business decisions in the best interests of Novellas Healthcare, undistorted by personal interests. A conflict of interest may exist whenever a suppliers' private interests or personal activities or relationships interfere or appear to interfere with the duties performed at, or owed to, Novellas Healthcare. If you discover that a personal activity, investment, interest or association could compromise – or even appear to compromise – your objectivity or ability to make impartial business decisions, disclose it immediately to your Novellas Healthcare contact person, so approval can be obtained, if appropriate.

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

At Novellas Healthcare we fully comply with all anti-bribery laws in place in the markets in which we operate. We will not engage in illegal or unethical practices and will not accept business if it requires giving or receiving a bribe.

A bribe is a financial or other inducement or reward for action which is illegal, unethical, a breach of trust or improper in any way. Bribes can take the form of money, gifts, products, loans, fees, hospitality, services, discounts, the award of a contract or any other advantage or benefit.

Bribery (or corruption) generally includes offering, promising, giving, accepting, agreeing to receive, or seeking a bribe. It can take place in both the public and private sector and can be direct or indirect through third parties.

Novellas Healthcare will not tolerate any act that involves theft, fraud, falsification, embezzlement or misappropriation of any Novellas Healthcare or customer asset. These dishonest acts are incompatible with Novellas Healthcare's values and culture.

Suppliers shall not engage in any such misconduct including, but not limited to:

- The theft of funds or property
- Misusing resources for private purposes
- Making or submitting false claims
- Forging invoices or creating fraudulent reports or documentation
- Misrepresenting the nature of transactions
- Intentionally filing false financial records or statements.

## **Gifts and Hospitality**

Gifts are items voluntarily given without payment in return. Hospitality covers meals (breakfast, lunch or dinner) and events (such as theater, sporting events, concerts, invitations to restaurants or cocktails) taking place between a Novellas Healthcare employee or person acting on behalf of Novellas Healthcare and an actual or potential customer, suppliers business partner or other third party

At Novellas Healthcare we believe that receiving or offering gifts and hospitality helps building solid and trustful business relationships. However we must ensure that the exchange of gifts and hospitality between employees or any people acting on our behalf and customers, suppliers or other business partners is not excessive and does not confer improper advantage or create an actual or perceived bribe. Business decisions must be made on their merits and must not be inappropriately influenced.

Suppliers must never offer, give, request, or receive anything of value in exchange for an improper business benefit or to improperly influence an act or decision. Gifts, travel, and entertainment that give the appearance of impropriety or which are illegal, lavish, frequent, vulgar, and/or in exchange for an improper business advantage are strictly prohibited. Suppliers shall ensure that any gifts, travel, and entertainment are permitted by this Code and all applicable local or other laws, regulations or policies and that they are always modest and infrequent, reasonable, properly recorded, and for a legitimate purpose.

## **Novellas Healthcare & Company Information**

At Novellas Healthcare we believe that protecting and properly using company resources, information and property contributes to our passion for integrity and creates value for our shareholders. We take all necessary measures to protect the confidentiality of our company information as well as the information we receive from our consumers, customers, suppliers and other business partners. We expect our suppliers to take the same measures.

### **Relationship with Suppliers**

Novellas Healthcare selects suppliers based upon quality, cost, delivery, service, diversity, reputation and long term benefit to Novellas Healthcare and its clients. Environmental practices, diversity of workforce and business practice will also be taken into consideration.

### **Confidential Information**

At Novellas Healthcare we ensure that all confidential, competitively sensitive and/or proprietary information about Novellas Healthcare, our customers, suppliers, business partners and other third parties is properly protected.

This means that you as supplier are expected to:

- Respect the confidentiality of other companies' information that is not in the public domain
- Assume that all information about Novellas Healthcare is confidential or competitively sensitive unless you have clear indication that the information has been publically released
- Protect confidential information about Novellas Healthcare at all times
- Refrain from sharing confidential information to anyone including to family and friends, except when disclosure is strictly required for business purposes; even then, take all appropriate steps, such as signing a confidentiality agreement, to prevent misuse of the information
- Take all the necessary steps to protect documents and IT devices when away from the workplace.

Only share confidential information on a strict need-to-know basis.

### **Social Media and Networks**

At Novellas Healthcare we support the use of social media and networks to generate new business opportunities, to recruit new talent and to promote our services. However, in order to protect our image and reputation, only a limited number of employees are authorized to represent and to talk on behalf of Novellas Healthcare on social media and networks.

This means that as supplier, you are expected to:

- Share only public news relating to Novellas Healthcare on your social media and networks
- Be transparent and state that anything you post is your own opinion.

In all cases when using social media and networks, you are expected not to:

- Share copyrighted publications, logos or other images that are protected by an intellectual property right
- Refer to Novellas Healthcare in an abusive or harassing manner, or violate their right to privacy.

### **Company Assets**

Company assets include physical property such as facilities, supplies, computers and software, telephones, scanners, photocopiers, wireless communication devices, machinery, vehicles and company funds. They also include intangible assets such as company time, confidential information and intellectual property.

At Novellas Healthcare we use company assets honestly

and efficiently. This means our suppliers are expected

(as applicable):

- To use Novellas Healthcare assets only for legitimate business purposes and protect them from theft (whether physical theft such as unauthorized removal of assets, or through intentional misreporting of time or expenses), loss, damage or misuse
- Not to use Novellas Healthcare assets for your personal benefit or the benefit of anyone other than Novellas Healthcare.

This applies equally to company assets belonging to Novellas Healthcare and to those belonging to our customers, suppliers and other business partners. We also treat assets belonging to other employees and people who act on our behalf the same way we treat company assets.

### **Personal Data and Privacy**

At Novellas Healthcare we are committed to respect the privacy of all individuals and the confidentiality of the personal data we hold about them.

This means that you as a supplier are also expected to:

- Keep private and protected the personal data you have access to regarding our employees, people acting on our behalf, customers, suppliers, business partners, consumers or any other individuals
- Collect, use or store personal data only if:
  - There is a valid legal ground to do so
  - It is relevant and adequate for the purpose for which it is collected
  - You keep it up to date; and only for
    - the timeframe which is necessary to meet the business objective
    - or as required by law
- Make sure you acquaint yourself with the applicable legal framework, share personal data only with authorized parties, and ensure the protection and confidentiality of those data when processing personal data.

Note: Personal data means any information relating to a natural person who can be identified, directly or indirectly, in particular by reference to a name, an identification number, location data, an online identifier or to one or more factors specific to the physical, physiological, genetic, mental, economic, cultural or social identity of that natural person. Personal data include private addresses, non-business related phone numbers, identification numbers, salary and other compensation information, performance records and information relating to benefits, absences and medical history.

### **Speak Up**

#### **Report Concerns**

If you are aware of a violation or potential violation of our Code of Conduct, our policies or the law, we expect you to speak up immediately ([speakup@novellashealthcare.com](mailto:speakup@novellashealthcare.com)) and report it to Novellas Healthcare so it can be addressed. By doing so, you give us the opportunity to deal with the issue. Remaining silent about possible misconduct may worsen a situation and decrease trust and can harm the company's reputation.

All reports will be handled with the necessary care and discrete.