

# Third Party Code of Conduct

## 1. Purpose and Scope

### 1.1 Purpose

The purpose of this Code of Conduct is to provide Third Parties working with and on behalf of RB highest level principles and expectations regarding ethical business conduct. In RB we believe that partnership is the best way we can find solutions, that is why we aim to build trusted relationships to create value for our customers.

### 1.2 Scope

This Policy is applicable to all Third Parties and their employees globally (“Third Parties”), and anyone performing services on behalf of a Third Party. While this Policy sets out RB’s principles and expectations relating to business conduct, Third Parties must also recognise that we operate in a complex regulatory environment and legal requirements vary depending on where we conduct business.

It is the responsibility of each Third Party to identify local laws and regulations and ensure full compliance. In light of these varying requirements, this Policy sets out RB’s minimum compliance standards with respect to business conduct; however, where local standards require more stringent controls, applicable local law and policies must be implemented and followed. In all cases, applicable local laws must always be adhered to.

## 2. Policy Statement

Building strong and trusted relationships with Third Parties is high priority for RB. We are focussed on creating a better world with healthy lives and happy homes. To have appropriate strong relationships with related Third Parties we need to implement strong internal controls and compliance policies. We expect the same of the Third Parties we work with, helping us build trust and mitigate risk exposure.

All business interactions are performed on the basis of open, honest transactions which are ethical in both appearance and fact. Third Parties should never solicit bribes or facilitation payments, and all employment should respect basic human rights.

## 3. Living our Values

RB’s core values are a set of interwoven principles and behaviours. The Responsibility value is at the centre. Each is vital.



Living Our Values puts acting responsibly at the centre. Business is conducted honestly and with integrity. Together with our Third Parties, we need to always do the right thing.

We expect our Third Parties to act fairly and treat others with respect, to look for opportunities to improve products, and to innovate responsibly for results.

This policy serves as a guide and standard to translate our values into everyday behaviour and to keep working toward a common goal – to behave ethically and in accordance with RB values, policies and procedures, and applicable laws.



### 3.1 Expectations

We expect this Policy to be implemented by all Third Parties with whom we work and their employees. We expect Senior Management of the Third Parties to be responsible for ensuring compliance at all levels. Management should be responsible for ensuring compliance is evidenced and the appropriate documents are retained. RB reserves the right to ensure implementation of and compliance with this Policy through periodic reviews and on site audits.

### 3.2 Speak-Up Policy

RB has a Speak Up hotline which enables Third Parties and their employees to voice their concerns about non-compliances with this Policy, RB Code of Conduct and any applicable law or regulation. RB offers confidentiality and anonymity to anyone who reports using the Speak-Up hotline. RB also has a zero-tolerance approach to retaliate against anyone who voices a concern in good faith.

You have several options for making a report:

- Online Reporting to submit a report using the online reporting tool, please refer to the link at <https://secure.ethicspoint.eu/domain/media/en/gui/102030/index.html>
- By telephone to submit a report by phone, please refer to the international toll-free lines available at <https://www.rb.com/responsibility/policies-and-reports/speak-up-policy/>
- Through your own internal hotline, should one exist. We expect any matters relating to RB to be reported to us in a timely manner
- Directly to any RB manager or supervisor

RB will investigate any concerns raised and expects the Third Party to be compliant in the investigation, including providing access to all information required and to the people that could be involved in this investigation for interviews. RB will only ever request information which is relevant to the investigation and will treat any Third-Party documents as confidential unless there is a legal obligation to disclose.

Once the investigation is concluded, we will discuss the findings with the Third Party and agree on next steps and remedial actions to be implemented where the report is related to the Third Party actions. We will also respond to the person who submitted the report.

RB takes instances of malpractice or impropriety seriously. Any known or suspected failure to comply with this Policy should be reported to RB promptly. Failure to do so is considered a breach of this Policy and will be sanctioned in the appropriate way, including requiring you to take all reasonable steps to remedy the breach, terminate the contract in whole or in part, and claiming damages for any additional loss, costs or expenses incurred by RB which are in any way attributable to the breach.

### 3.3 Due Diligence and Monitoring

Our responsibility to our stakeholders extends beyond internal practices; we are also responsible for the actions of the Third Parties we work with. We expect Third Parties to have processes and controls in place to comply with this Policy. Where appropriate, RB will perform risk-based due diligence on Third Parties as part of monitoring its active relationship with the Third Parties including those with whom RB proposes to engage in a new business relationship. We expect Third Parties to provide complete and accurate information to facilitate due diligence efforts undertaken by RB where requested. If RB determines that a Third Party has breached this Policy, it may require the Third Party to implement a remediation plan or, in certain circumstances, it may suspend or terminate the relationship with the Third Party. We appreciate your cooperation during this process.



## 4. Integrity and Respect for Others

### 4.1 Fair treatment of employees

We are a global organization that recognizes differences in culture across regions. To live our five core Values, we expect Third Party employees to treat others both inside and outside of their organization respectfully, recognizing cultural differences and traditions, and take steps to foster an environment of tolerance and open, honest communication.

All employees are compensated fairly for their work. Compensation including wages, paid leave, overtime pay and benefits meets at least the minimum legal requirements. Third Parties should not engage in or support discrimination or harassment based on any protected category, including race, color, language, caste, national origin, indigenous status, religion, disability, gender, marital status, sexual orientation, union membership, political affiliation, pregnancy, veteran status or age.

Third Parties must create a working environment that is free from intimidation, harassment and violence. Any act or threat of violence, and any verbal or physical conduct that creates, or is reasonably perceived to create, an intimidating, offensive, abusive or hostile work environment, will not be tolerated. In addition, unwelcome sexual advances, requests for sexual favors, and other unwelcome verbal or physical conduct of a sexual nature are strictly prohibited.

### 4.2 Health and Safety

We expect Third Parties to ensure the health, safety and welfare at work of its employees and contractors and visitors in line with local laws and regulations. Third Party employees have a duty to take reasonable care for their own health and safety and that of others who may be affected by their acts or omissions and should be provided with appropriate training to perform their employment activities safely.

### 4.3 Respect for basic human rights

RB believes that human rights are a universal requirement and is committed to upholding those rights expressed in the International Bill of Human Rights (consisting of the Universal Declaration of Human Rights, the International Covenant on Civil and Political Rights and the International Covenant on Economic, Social and Cultural Rights) and the International Labor Organization's ("ILO") Declaration on Fundamental Principles and Rights at Work. We require all Third Parties to comply fully with those laws and regulations. Under no circumstances should a Third Party use forced or child labor. For the avoidance of doubt, all workers must be above 15 years of age or the legal minimum age for work in the local jurisdiction, whichever is higher. All workers should be entitled to breaks, limited working hours and paid leave which are, at a minimum, in line with local laws and overtime should be granted only on a voluntary basis.

### 4.4 Employee privacy

RB respects employees' personal and confidential information. This means that Third Parties must only grant access to such information to personnel who have the appropriate authorisation and a clear business need for that information and must exercise appropriate and due care to avoid disclosure of sensitive personal information. Likewise, Third Party employees entrusted with personal information are expected to understand and comply with their obligation not to disclose it nor to use it for any other purpose.

### 4.5 Product Safety

RB is committed to ensuring that consumers can trust the safety of our products. It is the responsibility of every Third Party to make sure that products provided to RB meet RB's specification and its quality and safety criteria, and local standards and regulations and are safe for their intended use. No changes to products

provided to RB (including source of or nature of materials used in their manufacture) or procedures used in their manufacture may be made without RB's prior written consent.

The health and well-being of our consumers is our number one priority, so both the quality and safety of our products are most relevant. For this reason, it is the responsibility of every Third-Party to report any issue it identifies and any feedback received indicating dissatisfaction related to the use of any product or ingredient which is used by RB, including safety, quality or performance. Reports must be sent to RB's Drug Safety Officer within 24 hours of the Third Party becoming aware of the issue.

## 5. Integrity and Respect to our Stakeholders

### 5.1 Keeping accurate records

Third Parties are required to present accurate and timely information and are responsible for documenting and recording their information honestly and properly. Regardless of position or job responsibilities, all Third-Party employees are obligated to make certain that the books and records are accurate. Books and records must be maintained in all respects according to law and the accounting principles. Third Parties are expected to make relevant documentation available to RB for inspection during compliance audits, investigations or if required by the Privacy Office in response to data requests.

Accurate recordkeeping ensures that business transactions are transparent and there is no actual or attempted participation in money laundering. Any concerns of suspected money laundering should be reported to RB immediately.

### 5.2 Protecting confidential information

Third Parties might have access to various types of proprietary, confidential, personal or private information belonging to RB or its consumers, customers, suppliers, employees, or others. Third Parties must only use confidential information for its intended purposes and as part of their duties. This means that they do not disclose confidential information to anyone inside or outside of RB, except when the disclosure is required by law or for a specific and proper business purpose.

Third Parties have a duty to protect confidential information at all times, including outside of the workplace and working hours, and even after employment ends. Information which is not publicly available should never be used to engage in or support insider trading. Confidential or inside information obtained through a contract with RB may not be used for personal benefit.

### 5.3 Data Privacy

In the normal course of business Third Parties receive, collect, maintain and use significant amounts of personally identifiable data from individuals related to their financial, medical and benefits information. Some of this data may include sensitive information that may relate to employees, customers, consumers, research subjects, vendors and competitors. Data should be safeguarded at all times by keeping it electronically and physically secure, and records should never be created or altered so that they fail to accurately reflect the true nature of the transactions.

In all cases where a third-party collects or processes personal data on behalf of RB, measures should be taken to ensure appropriate data privacy clauses are included in any contract between RB and the Third Party and ensure compliance with local data protection regulations.

### 5.4 Interacting with media and the public

When a Third Party provides information to the public and the media, it has an obligation to report all related facts accurately, completely and in a timely and comprehensive fashion. It must never reference RB in



external communications unless express written approval has been granted in advanced by RB's General Counsel and the Group Head of External Affairs and must actively inform RB of any adverse media which is due to be published or has been published.

## 5.5 Conflicts of interest

A conflict of interest arises when individual interests, including personal, social and financial, interfere with someone's ability to objectively and effectively perform their job. This includes avoiding business dealings between the Third Party and an employee, family member, friend or business in which they or a family member or friend has a substantial interest or benefit. Any actual or potential conflict of interest that arise during the business relationship with RB and its employees or a sensitive situation that may impact its work for or with RB or otherwise, should be communicated immediately to your RB contact so actions could be implemented in accordance with RB's Conflict of Interest policy. Depending on the circumstances, Third Parties may be required to put in place appropriate measures to manage the conflict of interest or sensitive situation.

## 5.6 Gifts and entertainment

We understand that exchanging business gifts and hospitality can play a role in building business relationships, but they can be problematic if they create actual or perceived conflicts of interest or otherwise appear to influence a business decision. Giving or accepting gifts, discounts, favours, or services from a current or potential customer, competitor, or supplier is prohibited if that benefit is a type or amount which has the potential to influence a person's business decision. Giving cash or cash equivalents, such as vouchers or discounts, is also prohibited.

As a minimum, Third Parties must adhere to all local legal and regulatory requirements relating to business gifts and entertainment in the jurisdictions in which business operations take place. All gifts and entertainment should be reasonable in nature, appropriate to the business rationale and not excessive in nature or value. Tickets to events, sporting experiences and holidays are seen as inappropriate gifts which should not be given or accepted by Third Parties.

## 5.7 Competition

Business activities must be conducted in full compliance with the competition laws of the countries in which they occur or have an effect. Competition laws are drafted to have extraterritorial effect and the penalties for violating these laws can be severe, both for the business and for the individuals involved, including significant corporate and individual fines, and imprisonment. Third Parties must never agree, discuss or share non-public information regarding pricing, costs, product supply, customers, marketing or territories, or other commercially sensitive information with competitors, nor use their market position to illegally influence the legitimate activity of a competitor.

# 6. Integrity and Respect in the Global Marketplace

## 6.1 Compliance with laws

We recognise that many Third Parties with whom we work will operate within a complex regulatory environment. Third parties must ensure full compliance with all local laws and regulations relating to their business activities and in the countries they operate, including bribery and corruption, health and safety, human rights, product safety, international trade, data protection, sanctions, export controls and anti-trust and competition laws.



## 6.2 Bribery and corruption

RB has a zero-tolerance attitude towards bribery and corruption. All Third Parties must comply with anti-corruption laws in all countries in which they operate, including the United Kingdom Bribery Act 2010, the United States Foreign Corrupt Practices Act and anti-bribery legislation enacted by each signing country in accordance with the Organization for Economic Co-operation and Development Convention on Combating Bribery of Foreign Public Officials in International Business Transactions (the “OECD Convention”). Many of these laws are drafted to have extraterritorial effect and may apply to RB and the Third Party wherever it does business. The penalties for violating these laws can be severe, for RB, the Third Party and for the individuals involved, including significant corporate and individual fines, and imprisonment.

A bribe includes any financial advantage or other inducement or reward which is intended to bring about the improper performance of a relevant function or an activity by another person. Bribes include facilitation payments which are small unofficial payments to public officials to ensure or speed up performance of routine or necessary action which is part of the public official’s usual responsibilities. These are bribes, regardless of whether they may be a part of the “way of doing business” in a particular country. As a representative of the Company, you must not make any facilitation payments unless you or your companions are at personal physical risk if you fail to do so.

Third Parties shall not engage in corruption, bribery or any activity (including improper payments) that may imply involvement in corruption or bribery when working for or with RB. This includes facilitation payments or the giving or receiving of preferential treatment that may be perceived as a bribe for or on behalf of RB. Any dealings with public officials present a particularly high risk and Third Parties must take great care in such situations, including understanding local laws and regulations, documenting compliance with those and obtaining prior approval from RB. RB may be held liable for bribes or facilitation payments paid by a Third Party acting on its behalf.

## 6.3 Economic crime and Money laundering

RB has a zero-tolerance attitude towards economic crime, including money laundering and terrorist financing activities. RB defines economic crime as illegal acts carried out for financial or economic gain. RB defines money laundering as exchanging money or assets that were obtained criminally for money or other assets that are ‘clean’. This also includes money that is used to fund terrorism however it’s obtained. RB only conducts business with Third Parties who are involved in legitimate business activity, whose funds are not derived from and channelled to illegitimate sources.

Third Parties shall not provide any service or enter into any arrangement that facilitates or may constitute RB being involved directly or indirectly in economic crime. Third Parties must not directly or indirectly engage in money laundering, terrorist financing activities, tax evasion or fraud, or conduct that violates anti-money laundering laws by accepting, transferring, converting or concealing money obtained from criminal activities or related to terrorist financing.

## 6.4 Protecting the environment

RB works to protect the environment today to help create a better world tomorrow. To that end, we are committed to reducing the environmental impact of our operations and products over the short, medium and long term and expect our Third Parties to do the same. Third Parties are required to comply with all applicable environmental laws and regulations and to report any incidents or conditions that may result in a violation of environmental laws or regulations or have a material adverse environmental impact.

## 7. In focus: Distributors

### 7.1 Promotion

RB's approach to promotion is underpinned by our ethical marketing ethos and our desire to put our consumers at the front of every decision. All of RB's products are sold based on their quality, efficacy, safety and price. All promotional and informative communications must be truthful, and specific claims must be fair and substantiated. Distributors are only entitled to use the most up-to-date materials for marketing our products and must never promote off-label use nor promote products which have not been licensed.

Those Third Parties distributing (buying, selling and or promoting) our RB Health related products must understand and follow all RB related policies such as the Infant & Child Nutrition Pledge, the Breast-Milk Substitutes Global Policy and the Interactions with Healthcare Professionals (HCPs) and Healthcare Entities (HCEs) Global Policy and its Standardize Global Procedures. Any employee working for Third Parties that are dedicated to the promotion and commercialization of RB Health products must be trained in these policies before they start providing any service in the name or in behalf of RB. Proof of this training should be provided to RB when requested. Failure to comply with these guidelines could lead to early termination of existing relationships with Third Parties and legal actions as deemed necessary.

### 7.2 Interactions with HCPs, HCEs and GOs

Interactions with HCPs, HCEs and Government Officials (GOs) that involve transferring anything of value (e.g. payment for service, gifts, sponsorships for attending events, product samples, grants, or any other benefit) have the risk of being perceived as an inducement or bribe to provide an advantage to RB in return.

Recognising the importance of responsible behaviour, we follow global compliance standards and processes to ensure that Distributors:

- never offer or provide inducements to HCPs or HCEs to win business or to use, prescribe, purchase, influence, or recommend RB products or reward past purchases,
- interact with HCPs and HCEs in a manner which complies with all applicable legal and regulatory requirements. Distributor actions are bound by the Global HCPs and HCEs Policy and its SOPs, and
- Any Third Party dealing with GOs on behalf of RB should understand and follow any local requirement and keep evidence of compliance.
- shall never provide samples of products or product for professional evaluation (PPE) as an inducement to use, prescribe, purchase, influence, or recommend RB products. Distributors should understand and follow any local law and regulation (including industry code of conducts or guidelines) related to the use and provision of Samples and PPE. Any Samples or PPE distribution must be recorded and proof of this should be provided to RB as requested.

### 7.4 Acting on behalf of RB

Any distributor acting as an agent or on behalf of RB should therefore represent RB in the market where business are conducted. Distributors must hold themselves to high ethical standards and not perform any action which could discredit RB in any way. Distributors must never sell RB products under another name or sell other products under the RB name, nor work under brands or trading names which are intentionally similar to RB. All RB communication must be clearly attributed to RB and not misleading to the customer in any way.



## 8. Support for Third Parties

We hold the Third Parties with whom we work to high ethical standards. We also recognize that we have a responsibility to help Third Parties implement and maintain those standards. Our support for Third Parties includes paying fair prices and always trading openly and honestly. We treat all business relationships with trust and respect, such as paying fair prices for products so our suppliers have the resources to pay fair wages.

The Third Parties we work with vary in size and geography so have varying levels of compliance maturity. Our Global Ethics & Compliance team is available to answer any uncertainties about whether an activity or policy constitutes compliance with this Policy and can be contacted by email [AskCompliance@rb.com](mailto:AskCompliance@rb.com)

### 8.1 Corporate Security

All Third Parties are expected to have a written process which requires them to prevent, protect against and respond to corporate security breaches (including internet related breaches) , and every Third Party must report security related issues to RB within 24 hours of the time of the incident using the Speak Up Line as well as sending an email to [AskSecurity@rb.com](mailto:AskSecurity@rb.com).

Matters which must be reported include, but are not limited to: thefts of all kinds (inclusive of cargo thefts), any act of physical violence, harassment or bullying, counterfeiting, frauds, product tampering/intentional adulteration and any attempts/intrusions involving IT systems.

## 9. Sanction for Non-Compliance

RB may take action(s) against Third Parties, including termination of contract and/or litigation in court as applicable, for failure to comply with this Policy, any other Policy or SOPs mentioned in this document and/or any local or international law or regulation that could affect RB or its employees.