

ETHICS & COMPLIANCE STANDARDS FOR VANTIVE SUPPLIERS

IT IS CRITICAL THAT ALL VANTIVE SUPPLIERS SHARE OUR COMMITMENT TO CONDUCTING BUSINESS WITH INTEGRITY

These ethics and compliance standards (the “Standards”) apply to any individuals and/or organizations which conduct business with Vantive, including those which interact with government agencies, government officials, or healthcare professionals on Vantive’s behalf, conduct sales, distribute products, promote Vantive products, provide services, raw materials, active ingredients, components, finished goods, or other products (collectively known as “Suppliers”).

ADHERENCE TO APPLICABLE LAWS, REGULATIONS, & STANDARDS

- Suppliers must comply with the applicable laws, rules, regulations, and ethical standards of the United States and the country in which they operate, as well as these Standards.

PROHIBITION OF BRIBES, KICKBACKS, UNLAWFUL PAYMENTS, AND OTHER CORRUPT PRACTICES

- Suppliers are prohibited from directly or indirectly paying, providing, or promising to pay or provide anything of value to any party in order to:
 - Win or retain business or to influence any act or decision of any government official, political party, candidate for political office, or official of a public international organization;
 - Gain an improper advantage; or
 - Illegally influence the action of any individual, customer, company, or company representative.
- While Vantive observes local business customs and market practices, neither Vantive nor any Supplier shall participate in any corrupt, unethical or illegal practices, even if allowed by local law.
- Suppliers shall also follow all applicable Vantive policies, which can be found at the following link: www.vantive.com.

ACCURACY OF BUSINESS RECORDS

- Suppliers are required to keep accurate and transparent books and records that reflect actual transactions and payments.
- All financial books and records must conform to generally accepted accounting principles.
- Supplier records must be accurate in all material respects:
 - Records must be legible, transparent, and reflect actual transactions and payments.
 - Supplier personnel and/or systems responsible for recording records must not hide information, fail to record information, or make false entries.
 - Records must be made available to Vantive per the terms and conditions of the agreement with the Supplier.

INTERACTIONS WITH THE MEDICAL COMMUNITY

- When engaged with the medical community (including healthcare professionals, healthcare organizations, patients, patient organizations, government officials and payors) on behalf of Vantive, all Suppliers must adhere to any industry standard of conduct that applies to them (such as AdvaMed, MedTech and EFPIA Code of Practice) and all active agreements with Vantive.
- Any benefit provided to a member of the medical community on behalf of Vantive must comply with all applicable legal and industry code requirements in the country in which the member of the medical community resides and/or practices medicine, and must comply with all applicable Vantive policies and standards governing these interactions, which can be found at the following link: www.vantive.com.
- Payments or other benefits may never be used as a bribe, reward, inducement, or incentive for sales.

FAIR COMPETITION AND ANTITRUST

- Suppliers must comply with all applicable laws and regulations regarding fair competition and antitrust.

INTELLECTUAL PROPERTY AND CONFIDENTIAL INFORMATION

- All Suppliers requiring the exchange of confidential information with Vantive are required to execute a confidentiality agreement with Vantive in advance.
- Exchange of confidential information is limited to that required to fulfill contracted performance requirements.
- Suppliers shall not share Vantive’s intellectual property or confidential information or any other information that they acquire with respect to Vantive’s business (including information developed by Suppliers and information relating to products, customers, suppliers, pricing, costs, know-how, strategies, programs, processes, and practices).
- Suppliers must immediately report unauthorized disclosure of Vantive’s confidential information, whether inadvertent or not, through the Ethics & Compliance Helpline at Vantive.ethicspoint.com.

DATA PRIVACY

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- Supplier must abide by all applicable data privacy laws and regulations when handling personal information including with respect to the cross-border transfer of personal information, and legal instruments for such cross-border transfers and requirements related to such legal instruments (e.g., Supplier performing a transfer impact assessment to facilitate entering into the EU Standard Contractual Clauses).
- Supplier must reasonably cooperate and support Vantive in complying with applicable data privacy laws and other requirements including data subject rights, conducting transfer impact assessments (and providing such assessments upon request), and responding to government, regulatory or other data protection authority inquiries or investigations.
- Supplier may only process personal information in accordance with Vantive's instructions to perform the services which are outlined in an underlying written agreement and/or privacy contract, and not for ancillary or other independent purposes unrelated to the services being provided.
- Supplier must execute written contracts with any subcontractors, subprocessors or agents who assist in the performance of services to Vantive, which shall contain at least the same protections afforded personal information as the contract with Vantive.
- Supplier must ensure the implementation of appropriate technical, administrative and procedural safeguards with respect to the processing of personal information.
- Supplier must return or destroy all personal information at the termination of services and pursuant to the underlying contract.
- Supplier must immediately report any unauthorized processing, use, disclosure, destruction, alteration, access or loss, or suspected or actual breach of Vantive related personal information in a timely manner, and in accordance with applicable data privacy laws, through the Ethics & Compliance Helpline at Vantive.ethicspoint.com.

EMPLOYMENT PRACTICES GUIDELINES

- Suppliers must comply with Vantive's Global Human Rights Policy, which includes a zero-tolerance policy concerning child labor, forced/bonded labor, discrimination, harassment or retaliation in any business or engagement. Vantive's Global Human Rights Policy can be found at www.vantive.com.
- Suppliers must comply with all applicable employment laws and regulations.
- Suppliers will not possess, use, or distribute unlawful drugs, including marijuana, or unlawfully possess, use or distribute lawful drugs on Vantive property, or perform work for Vantive under the influence of alcohol or drugs.
- Suppliers shall not produce or manufacture products or services (or incorporate any materials therein that have been produced or manufactured) in violation of laws governing workers' human rights, including human trafficking and slavery. Regular full-time employees are to be at least 18 years of age. Suppliers must disclose the existence of part-time work, summer jobs, or apprenticeship programs for individuals under the age of 18 to Vantive's management.

CONFLICTS OF INTEREST

- A conflict of interest arises when personal interests or activities influence, or appear to influence, the ability to act in the best interests of Vantive. Some situations that could cause a conflict of interest include, but are not limited to:
 - Having a significant financial investment in any company that competes, does business, or seeks to do business with Vantive. A significant financial interest includes voting control, or an ownership of more than 1% of the outstanding capital of a business, or an investment that represents more than 5% of the investor's total assets.
 - Providing similar services for direct competitors of Vantive, with access to confidential or competitive information.
 - When a Supplier's family members (or domestic partners, or those personally close to a Supplier) work for Vantive, another Vantive supplier, Vantive customer or Vantive competitor.
- Suppliers must disclose any apparent or actual conflicts of interest to Vantive's management or Vantive may reserve the right to take any necessary actions for the failure of doing so. If Vantive management approves an apparent or actual conflict, the approval decision must be documented.

MOBILE DEVICES, ELECTRONIC MEDIA, INTERNET AND E-MAIL USE

In those circumstances where Suppliers have access to Vantive's electronic environment (Intranet, e-mail, voicemail or other), Suppliers shall:

- Protect Vantive's confidential information and electronic media;
- Encrypt or password protect data;
- Keep mobile devices with you or locked while traveling;
- Comply with local data protection laws;
- Use these tools for Vantive business purposes only; and
 - Do not knowingly download, view or forward materials of a discriminatory, harassing, threatening, sexual, pornographic, racist, sexist, defamatory or otherwise offensive nature. Electronic media must be primarily used for business purposes.
 - Do communicate protected information (personal or trade secret) in a way that recognizes the sensitivity of the information, possibility of unauthorized access, and compliance to local data protection laws. Suppliers will be responsible for keeping Vantive-given password(s) secret.

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- Realize that documents, software, e-mails and other web pages could bring damaging computer viruses into Vantive's network. Do not knowingly detach, decompress, run/launch or install any files or programs on Vantive's systems or open attachments that have damaging computer viruses. Do not download or disseminate any material from the Internet unless the copyright owner has provided consent.
- Adhere to the timing and methods for retention and elimination of Vantive company data stored on electronic media.

TRADE COMPLIANCE

- Suppliers must comply with the letter and spirit of all applicable import and export controls, sanctions, and other trade compliance laws of the United States and the laws of the applicable country(ies) where the transaction(s) occur(s). Specifically, Suppliers agree to conduct reasonable due diligence concerning the parties they interact with in relation to their engagement with Vantive. Further, Suppliers agree to not conduct any type of business in any manner with parties sanctioned under applicable law, including parties sanctioned under the laws of the United States, European Union, United Kingdom, or any other applicable jurisdiction's laws.
- Suppliers which supply Vantive with products and/or services agree to not provide any products and/or services from any sanctioned party or any sanctioned jurisdictions unless allowed by applicable law and after obtaining Vantive's consent.

ENVIRONMENT, HEALTH & SAFETY

- Suppliers are expected to comply with all applicable laws and regulations regarding environment, health and safety.
- Suppliers working with Vantive or onsite at a Vantive location must work in a way that assures their own safety and the safety of others and in compliance with applicable Vantive policies and governmental environmental, health and safety requirements. Vantive policies concerning environmental, health, and safety matters can be found at the following link: www.vantive.com. Any related environment, health, or safety hazards, near-miss matters, and/or emergencies that may impact Vantive must be immediately reported to Vantive.
- Suppliers working with Vantive must not bring on site any equipment, chemicals, or other materials without the expressed authorization of Vantive in advance.
- Suppliers working with Vantive must not create any wastewater, waste, or air emissions without the expressed authorization of Vantive in advance.

GIFTS & ENTERTAINMENT

- Gifts and entertainment are not needed in order to conduct business with Vantive and are highly discouraged.
- Giving a gift, entertainment, or preferred treatment with the intention of trying to influence the decision-making objectivity of a Vantive employee is inappropriate and expressly prohibited.
- Vantive Employees will never accept:
 - travel or lodging not associated with a Supplier sponsored event;
 - meals, or tickets to sporting events or artistic performances where the Supplier will not be present;
 - extravagant entertainment, such as tickets to the World Cup, World Series, or Super Bowl, or dinner at the most expensive or exclusive restaurant in town;
 - "adult" entertainment of any sort;
 - cash or a cash equivalent, such as a gift card, gift certificate or a voucher;
 - personal discounts or free goods/services from Suppliers that are not otherwise available to all Vantive employees within the same geographic location;
 - prizes sponsored by a Supplier; unbranded gifts beyond nominal value (e.g., iPads, computers, cell phones, other personal electronics, high-end alcohol, etc.);
 - gifts, entertainment, or business courtesies if they are involved in the decision-making process during an active selection process, or a renewal of a Supplier (e.g., request for information, request for quote, request for proposal, contract negotiation, etc.).
- On a rare and infrequent basis Vantive employees may accept very modest gifts, entertainment, or other business courtesies if it helps improve the business relationship and they would be able to reciprocate in equal value.
- Vantive employees are not permitted to solicit Supplier for gifts including gifts to support charitable causes.

RESOURCES

- Additional information relating to Vantive's policies and procedures for Suppliers can be found at: www.vantive.com.
- If you are aware of a potential violation of these standards or any misconduct relating to Vantive's business or relating to activities performed by a Supplier for Vantive or on Vantive's behalf (such as: corruption, bribery, conflicts of interest, or any other unethical or illegal behavior), please report it via Vantive's Ethics & Compliance Helpline at: Vantive.ethicspoint.com.