

Anti-Bribery and Anti-Corruption Guide

**for Third Party Sellers working for
or on behalf of Cardinal Health**



Our **COMMITMENT &
EXPECTATIONS**

This guide is designed to help you understand our anti-bribery and anti-corruption standards and how to apply these standards when transacting business with Cardinal Health or acting on our behalf.



Your commitment and responsibilities

As a third party seller (Distributor, Sales agent, etc.) of Cardinal Health, you share a responsibility to help prevent bribery and corruption. You are expected to read and acknowledge that you and your personnel understand the content, scope and importance of this Guide, the Cardinal Health Vendor Code of Conduct and other documents supporting this Guide, as well as the obligation to:

- Contact the Cardinal Health Ethics & Compliance department for questions or further guidance
- Comply with the obligations under the Cardinal Health Anti-Bribery and Anti-Corruption Policy
- Report any behavior or action that may violate anti-corruption laws or the Cardinal Health policies to the Cardinal Health Ethics & Compliance department



Follow the law and our standards

Cardinal Health expects you to comply with the U.S. Foreign Corrupt Practices Act, U.K. Bribery Act, our Vendor Code of Conduct and all applicable anti-bribery and anti-corruption laws. Cardinal Health also maintains memberships in various healthcare industry organizations throughout the world. We are actively involved in working with these organizations to develop best practices related to interactions with healthcare professionals (defined below).

In countries where Cardinal Health has adopted industry guidelines or best practices, we expect our third party sellers to follow the same standards with respect to their sales and marketing activities in those countries. Accordingly, you must have the necessary internal processes to help ensure your employees and representatives follow the respective industry standards and that prohibit and help prevent bribery and other crimes from occurring within your organization. You must train your employees and representatives who directly or indirectly, transact business with us or on our behalf of their responsibilities to avoid and report bribery or other violations of the law or our standards. These individuals need to complete their training before starting work for or on behalf of Cardinal Health.

As a Cardinal Health third party seller you may not offer, promise, authorize, accept or request anything of value to someone else with the intention of obtaining or retaining business or to secure any improper advantage. For example, you may not provide something of value in an attempt to influence a person's decision to purchase Cardinal Health products, approve our products or to expedite product registrations.

Bribery is prohibited regardless of the amount, whether or not the other party is a government official (defined below) and regardless of whether you believe that the bribe will somehow benefit Cardinal Health or you.



Service agreements with healthcare professionals

If you enter into consulting or service agreements with healthcare professionals, you shall **NOT** take into account whether the healthcare professional is in a position to purchase, recommend, or use Cardinal Health products or services, nor select the Healthcare Professional with the intent to provide compensation or remuneration in exchange for business or an unfair advantage - actual or expected.

Payments to healthcare professionals for speaking, providing advice on advisory boards or panels, offering training to other professionals or employees, or for any other service must comply with the following requirements:

- You must have a legitimate business need for the service
- You must have a written agreement with the Healthcare Professional detailing the services to be provided and the compensation for such services
- The compensation must be fair market value for the services provided
- You must maintain documentation evidencing the services were performed. Such documentation must be maintained for a minimum period of seven years, unless a longer period is required by local law
- You must require detailed invoices from the healthcare professional prior to payment and such detail must support transparent record keeping and the ability to audit the expenses



Gifts and branded promotional items to healthcare professionals

Occasional gifts and other branded promotional items may be given to healthcare professionals if those gifts are permitted by local law and the respective industry code governing interactions with healthcare professionals in the country. Examples of such industry codes are: the MedTech Europe Code of Ethical Business Practice or the American AdvaMed Code on Interactions with Healthcare Professionals. The gift or branded promotional item must also be modest and customary; have an educational or scientific value; benefit patients; given infrequently and be relevant to the practice of the healthcare professional. Cash or cash equivalents such as gift cards must **NOT** be given to healthcare professionals.





Gifts and service agreements with government officials

In most countries, government employees, elected and appointed officials, and at times paid and unpaid consultants or advisors to the government are subject to special ethical rules. In general, such individuals are prohibited from soliciting or accepting any gift or any other item of value. If local law permits you to enter into a service arrangement with a government official, you must follow the standards for service agreements with healthcare professionals set forth above and must provide notice to, or obtain approval for the arrangement from, the government official's superior and/or department head.



Hospitality for healthcare professionals and government officials

Hospitality such as travel, lodging, and meal expenses reimbursed or arranged for a healthcare professional or government official must be permitted under local law and the respective industry code governing interactions with healthcare professionals in the country like the MedTech Europe Code of Ethical Business Practice or the American AdvaMed Code on Interactions with Healthcare Professionals. Hospitality must also comply with the following requirements:

- The location and venue of any meeting with healthcare professionals must be suitable for and conducive to the exchange of business or scientific information
- Meals and refreshments must be modest in value and incidental in time and focus to the business part of the meeting
- Entertainment or recreation is prohibited
- Expenses and travel shall not be paid for or arranged for individuals who do not have a legitimate professional interest in the meeting. For example, you should not arrange travel nor reimburse hospitality expenses of a spouse, family member or friend of the healthcare professional



Be transparent

Cardinal Health maintains accurate books and records and expects its Intermediaries to do the same. Your business dealings should be openly performed and accurately reflected on your business books and records. You must not disguise inappropriate payments in your company records to make them appear as legitimate business payments. Any invoice you submit to Cardinal Health must clearly specify the exact reason for the payment due and you must maintain documentation to support the payment request. You must allow us, under appropriate conditions, to review these records to confirm that these records are accurate.



Monitor your dealings

We expect you to exercise on-going internal monitoring and review of processes vulnerable to bribery and corruption. You must implement proper controls in key areas of your company such as sales and marketing, procurement, and finance, with special attention to your personnel located in countries with a high corruption perception.



Political and charitable contributions

You are not allowed to make political contributions on our behalf or for our benefit. Like our employees, you must never give or offer charitable contributions in order to influence or induce an act or decision by a government official or third party, or to secure an improper business advantage for Cardinal Health.



Facilitation payments

Facilitation payments are payments made to facilitate or expedite the performance of routine government functions, such as issuing permits or licenses or processing government papers (product registrations, customs clearances, etc.). Cardinal Health prohibits facilitation payments to be made on its behalf as these payments often times constitute bribes of public officials. If you have concerns whether a payment may be a facilitation payment, please contact the Cardinal Health Ethics & Compliance department.



Report improper requests or activities

Cardinal Health requires questionable requests or demands for a bribe or other illegal conduct to be reported to the Cardinal Health Ethics & Compliance department. If you: (a) receive a request for a bribe or your involvement in other illegal conduct, (b) believe a Cardinal Health employee or representative has violated our standards, or (c) have questions or concerns whether a payment would violate Cardinal Health standards, please contact the Cardinal Health Ethics & Compliance department through the internet at businessconductline.com or by telephone at the toll free numbers listed below.

Country	Telephone number
Canada	800.926.0834
China (Network)	10.800.712.3248
China (Unicom)	10.800.120.3248
Dominican Republic	829.200.9961
Germany	0.800.181.3494
Italy	800.876.636
Malaysia	1.800.888.735
Malta	844.597.9870
Mexico	001.800.099.0791
Singapore	1.800.723.1231
Thailand	001.800.852.5367
United Kingdom	0.800.086.9131
United States	800.926.0834
All other countries (*call collect)	470.219.6726*

Definitions

- **Healthcare professionals**

A broad designation that includes individuals in the healthcare field who can prescribe, obtain, or influence the prescription or acquisition of Cardinal Health products and/or services. This includes physicians, nurses, pharmacists and hospital administrators. Some healthcare professionals are also considered government officials.

- **Government official**

An individual who is defined as a government official under local law. This includes but is not limited to employees of regulatory authorities, tender authorities, pricing authorities, customs officials, tax authority employees, most employees of government-owned hospitals, and officials and other individuals responsible for product approvals, licenses, and registrations. Government officials also include those healthcare professionals who are employed by or acting on behalf of a hospital or other institution owned or controlled by a government body, such healthcare professionals should be considered government officials even if they are not considered government officials under local law.

- **Third party seller**

Means a company or individual that assists Cardinal Health with the marketing, sale and/or distribution of products or services offered by Cardinal Health. The form of, and terminology used to describe relationships with these third party sales and marketing intermediaries varies, but may include distributors, wholesalers, distribution or sales agents, marketing agents, brokers, commissionary commercial agents and independent sales representatives.

