

Uniphar Group

Code of Conduct



Policy Summary:

Uniphar Group's Code of Conduct, and the Group Policies supporting it, define business conduct standards for everyone who works for us, in all business areas, in every function, geography and role.

We all have a responsibility to follow this Uniphar Group Code of Conduct and the policies underpinning it. Take pride in adhering to these policies – they reflect ethical behaviour and business success and will support us as we continue growing and delivering value as a global team.

This code aims to help everyone understand what is expected of us as Uniphar Group employees. Throughout this document reference is made to policy documents below:

- ▶ Dignity at Work Policy (local)
- ▶ Group Equity, Diversity, and Inclusion (ED&I) Policy
- ▶ Sustainability Policy Statement
- ▶ Environmental Policy
- ▶ Group Privacy Policy
- ▶ Group Conflict of Interest Policy
- ▶ Group Anti-bribery and Corruption Policy
- ▶ Group Whistleblowing Policy
- ▶ Group Share Dealing and Inside Information Policy

1 Introduction

It is Uniphar Group's policy to meet the highest ethical standard in all our affairs. The Code of Conduct ("the Code") is an overview of our responsibilities to each other and to the many different constituencies we serve – to our clients, customers, principals, to our profession and to the communities where we live and work

The Code is not intended to be all-inclusive i.e. It does not cover every conceivable situation you may encounter. We therefore place a high degree of trust in the judgment and discretion of individual employees. Using the Code as your foundation, we rely on you to apply broad principles in your day-to-day work as outlined below

We expect everyone to comply with all laws, rules, regulations, and ethical standards everywhere we do business. The Code applies to everyone at all locations.

We value everyone's contribution and treat one another with dignity and respect. The Code is a "living" document that will evolve over time as we continue to apply "best practices" to the often-complex issues of business ethics. However, even as we change and adapt, our commitment to integrity and sound judgment will remain ever constant.

2 Scope

The Code sets out the principles that guide the actions of employees in realising the Vision of the Uniphar Group. The Code is therefore applicable to all employees (permanent, full-time & part-time), temporary workers, contractors or consultants and all their activities in respect of the Group. The Code is also applicable to all the divisions of Uniphar Group, subject to locally applicable law.

3 Responsibility for Compliance

The overall responsibility for the compliance with the Code lies with the Board of Uniphar plc ("the Board"). The Board has delegated the implementation and effective operation of controls to ensure compliance with the Code to the management of the Uniphar Group ("local management").

4 Our Employees

4.1 Health and Safety

Uniphar Group invests significant resources to maintain a healthy and safe work environment. We are expected to comply with local policies in relation to health and safety.

4.2 Equity, Diversity and Inclusion (ED&I)

Our people are our most valuable asset. The aim is for our workforce to be truly representative of all sections of society and for each employee to feel respected and able to give their best. The collective sum of the individual differences, life experiences, knowledge, inventiveness, innovation, self-expression, unique capabilities, and talent that our employees invest in their work represents a significant part of not only our culture, but our reputation and company's achievement as well. We embrace and encourage our employees' differences that make our employees unique. Please refer to our Group ED&I Policy for more information.

4.3 Harassment and Bullying

The Group prohibits any form of harassment or bullying against any of its employees. All staff can therefore expect to be treated with dignity and respect by their managers and fellow employees. Please refer to your local Dignity at Work Policy.

5 Environment

Uniphar Group will endeavor to minimise any detrimental impact of its operation on the environment and actively promotes its environmental policy. We are expected to respect the environment and are committed to being a responsible corporate citizen with respect to the environment. The Group complies with all relevant environmental laws in the jurisdictions that it operates in. Please refer to our Environmental Policy and Sustainability Policy Statement for further information.

6 Our Company and Assets

6.1 Accounting records and policies

Local management should ensure that books and records are maintained in accordance with locally applicable law and that those records are appropriately retained and safeguarded. They should similarly ensure that the transactions are recorded in accordance with the Group accounting policies.

Questions in respect of the application of the Group accounting policies in specific circumstances should be directed to the Group Finance Director.

6.2 Company Property

You may not remove company property from the premises without authorisation from your supervisor/manager. This includes, but is not limited to office supplies, furniture, and items found in waste and recycle bins.

Carelessness or negligence with property of the company, services, or information that in any way jeopardises or potentially damages property of the company or its reputation, your colleague's safety or property may result in disciplinary action being taken against you, up to and including dismissal.

6.3 General Workplace Etiquette

If you work in an open plan environment, it is important that you adhere to a number of basic procedures to ensure a harmonious work environment is maintained for all.

6.4 Confidential Information and Data Protection

Employees, in the normal course of their employment, may become aware of confidential information that may seriously prejudice the Group should that become publicly available. No employee shall therefore share such confidential information inside or outside of the Group unless authorised, in writing, to do so by their business/functional lead.

Please refer to your local Information Security Policy available from your IT department in respect of classifications and information considered confidential. Should you need further clarity please contact your business/functional lead or Group Data Protection Officer (DPO).

Local management should review compliance with the applicable law in their jurisdiction in respect to data protection and maintain appropriate controls in this respect. e.g. General Data Protection Regulation (GDPR) 2018. Our Group Privacy Policy is available on our website for further information.

6.5 Personnel Records

Uniphar Group will ensure that all personnel records are maintained and released in compliance with all applicable laws, regulations, and procedures. HR maintain personnel files for all current Uniphar Group employees.

7 Conflict of Interest

Conflicts of interest arise where employees' personal interests (such as profits or gains) are, or can be, counter to the interests of the Group. Personal interests of employees extend to those of their "connected persons" such as blood or marriage relatives, close personal friends, and relationships.

Conflicts of interest should, as far as possible, be avoided. Where situations exist that are not avoidable, the local business or functional leader and HR leader should provide written approval, setting out the nature and extent of the potential conflict as well as the safeguards in place.

Subject to the above and any other specific restrictions outlined in their employment contracts, employees are allowed to engage in outside activities, if these do not interfere with the performance of their job or conflict with the interests of the Group. Please refer to the Group Conflict of Interest Policy for more detail.

8 Gifts and Entertainment

During the normal course of business, employees may receive from or provide to suppliers and customers gifts and entertainment. Such gifts and entertainment are allowed if they are of nominal value, consistent with customary local business practices, legal, cannot reasonably be construed as a bribe, and will not prejudice the Group if they became publicly known.

Questions in respect of the application of the gifts and entertainment in specific circumstances should be directed to the local business or functional leader and HR leader. Please refer to the Group Anti-bribery and Corruption Policy for further information.

9 Communications and Media

News releases and contact with the media play a significant role in shaping public perceptions of the Group and it is important that such interfaces are carefully managed. Employees should direct members of the media to the appropriate channel rather than provide any information directly to the media.

Employees must comply with all company policies, procedures and codes of conduct when engaging in any social media. All rules that apply to written and oral interactions with customers and consumers also apply to social media.

While we respect your right to engage in social media, it is important to recognise that there is often no difference between personal and professional profiles on social media and, because of your connection to the Group, your activities on social media channels can have significant impact on the Group's business and reputation. Use good judgment in your online activity and comply with all applicable laws. Remember, you are responsible for the content you publish online. We encourage you to like and share official content such as posts by Uniphar Group Careers on LinkedIn or job postings.

Be respectful of other cultures, expressions of faith, values and diversity. Don't post propriety information or any internal information on social media that could be considered sensitive i.e. data, information about commercial activities or meetings etc.

10 Conducting Our Business:

10.1 Sustainability and Corporate Social Responsibility

We are committed to identifying and minimising negative risks and impacts, while promoting the positives. We apply the principles of Integrity, Inclusivity, Legacy, Stewardship and Transparency, with a commitment in all aspects of our business to manage and continuously improve our environmental and social responsibilities effectively, through all our collective actions.

Supporting our communities is at the core of what we do. In addition to supporting communities through our business operations, the Group also runs a number of initiatives in local communities, supporting over 40 charities locally.

Please refer to our Sustainability Policy Statement for further information on our sustainability principles and pillars.

10.2 Internal Audit

As part of our good governance framework, Uniphar Plc has an Internal Audit function which may contact you in relation to its work.

While Internal Audit will endeavour to schedule enquiries to suit both parties, at all times employees are required to;

- ▶ provide full, accurate and timely responses to queries, and
- ▶ be open and transparent during communication with Internal Audit

11 Price Fixing and Other Anti-Competitive Practices

The Group is committed to fully complying with all relevant competition laws in the jurisdictions that it operates in. Therefore, no business or employee shall collude with others to unlawfully control or fix prices and other terms of business.

Local management should review applicable law in their jurisdiction and maintain appropriate controls to ensure compliance. Local management should also immediately inform business/functional lead of known or perceived breaches in this regard.

12 Share Dealing and Inside Information

As a publicly listed entity, Uniphar plc and each of its subsidiaries are subject to the Market Abuse Regime which consists of the Market Abuse Regulation; Market Abuse Directive; delegated and implementing acts relating to the Market Abuse Regulation issued by the European Commission; and the Central Bank of Ireland Market Abuse Rules.

In order to maintain compliance with these rules the Group has procedures in place for dealing in shares in Uniphar plc and these procedures apply to all employees of Uniphar plc and its subsidiaries and are set out in the Group Share Dealing and Inside Information Policy which is available via local management.

13 Compliance and Compliance Training

Each employee is bound by compliance regulations, laws, and recommendations which will be dependent on the area of the business they work in – some examples of this training are outlined below but employees will be assigned this training where required based on their role and location:

- ▶ Eucomed Guidelines
- ▶ Irish Medical Technology Industry “Code of Ethical Business Practice” IMSTA
- ▶ UK Bribery Act
- ▶ European Regulations on GDP is mandated for all staff working in wholesale landscape
- ▶ The promotional aspects of the business must adhere to ABIP, IPHA (UK & Ireland) and all local advertising regulations, antibribery and corruption, and anti-slavery laws also.

13.1 Bribery, Corruption and Money Laundering

No employee shall seek or accept cash or other benefits to unlawfully secure or influence a contract to which the Group is a party, either directly or indirectly. Similarly, no employee shall offer or provide cash or other benefits to unlawfully secure or influence a contract to which the Group is a party, either directly or indirectly.

Criminals occasionally attempt to use legitimate businesses as channels to launder their illegally obtained wealth. Local management should ensure that customers and suppliers have been appropriately vetted in this respect.

Local management should review applicable law in their jurisdiction and maintain adequate procedures to ensure compliance. Local management should also immediately inform the business/functional lead of known or perceived breaches in this regard. Please refer to the Group Anti-bribery and Corruption Policy for further information.

13.2 Political Donations

The Group does not make donations or payments, either directly or indirectly, to any political organisation in any jurisdiction that it operates in.

13.3 Breaches and Reporting

Any violation of the Code is a serious matter. Appropriate disciplinary procedures, up to and including dismissal and prosecution, will be taken against any employee that breaches the Code. Please refer to your local disciplinary procedure available from HR

To ensure we protect our reputation and our business it is the responsibility of all of us to report violations of the Code. To facilitate this, please raise your concern confidentially via these global hotline numbers below or via the groups Whistleblowing Policy

Navex Global Hotline can be accessed through the below telephone numbers. Please ensure to use the telephone number associated with the country you are currently situated in.

Country	Contact number
United States	855-229-9304
Belgium	0800-78755
Denmark	80-251000
Finland	0800-9-15946
Ireland	1-800-552-072
Luxembourg	800-201-11 and then 855-229-9304
Netherlands	0800-0232214
Norway	800-12183
Sweden	020-79-8389
UK and Northern Ireland	0808-234-7287
Germany	0800-1800042
2-Stage dial	0-800-225-5288 followed by 855-229-9304

All concerns reported will be fully investigated and treated with absolute discretion and confidentiality. No employee will be discriminated against for reporting genuine concerns.



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Sponsor	Uniphar Group Executive Leadership Team
Content Owner	Chief People Officer
Author(s)	Uniphar Group HR Team
Applies to	All Uniphar Group Permanent Full-time and Part-time employees, temporary workers, contractors, or consultants and all their activities in respect of the Group