

**ETHICS & COMPLIANCE STANDARDS FOR BAXALTA SUPPLIERS**  
**IT IS CRITICAL THAT ALL BAXALTA SUPPLIERS SHARE OUR COMMITMENT TO BUSINESS WITH INTEGRITY**

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These standards apply to individuals/organizations that provide services, raw material, active ingredients, components, finished goods, or other products ("Suppliers"). Where they exist, the Supplier's own written ethics and compliance standards may replace these standards if they are consistent with these standards and are incorporated into a written agreement between Baxalta and Supplier.

**ADHERENCE TO APPLICABLE LAWS & REGULATIONS**

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

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

- Suppliers are prohibited from directly or indirectly paying anything of value to a government official in order to:
  - Win or retain business or to improperly influence the 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.
- Suppliers are required to keep accurate and transparent records that reflect actual transactions and payments.
- While Baxalta observes local business customs and market practices, neither Baxalta nor any Supplier shall participate in any corrupt, unethical or illegal practices.
- Suppliers shall not do anything Baxalta policies prohibit.

**ACCURACY OF BUSINESS RECORDS**

- 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.
  - Do not hide, fail to record, or make false entries.

**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 Baxalta, all suppliers, dealers, distributors, agents and other third parties must adhere to any industry standard of conduct that applies to them (such as EFPIA Code of Practice).
- Any payment or benefit provided to a member of the medical community on behalf of Baxalta 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. Payments 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 Baxalta are required to execute a confidentiality agreement with Baxalta in advance.
- Exchange of confidential information is limited to that required to fulfill contracted performance requirements.
- Suppliers shall not share Baxalta's intellectual property or confidential information or any other information that they acquire with respect to Baxalta'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 Baxalta's confidential information, whether inadvertent or not, through the Ethics & Compliance Helpline at [www.Baxalta.com/compliance](http://www.Baxalta.com/compliance).

**DATA PRIVACY**

- Supplier must abide by applicable data privacy laws and regulations when handling personal information.
- Suppliers must immediately report unauthorized use, disclosure, or loss of Baxalta related personal information through the Ethics & Compliance Helpline at [www.Baxalta.com/compliance](http://www.Baxalta.com/compliance).

**EMPLOYMENT PRACTICES GUIDELINES**

- Suppliers must treat Baxalta employees with dignity and respect.
- Suppliers must comply with all applicable employment laws and regulations including statutes prohibiting discrimination in the workplace.
- Suppliers shall not possess, use or sell illegal drugs on Baxalta property or perform their work under the influence of alcohol or illegal 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 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 Baxalta's management.
- Baxalta does not permit intimidation or hostility and will not tolerate any behavior from a supplier that might harass, disrupt or interfere with another person's ability to work.

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**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 Baxalta. Some situations that could cause a conflict of interest include:
  - Having a significant financial investment in any company that competes, does business, or seeks to do business with Baxalta. 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 Baxalta, with access to confidential or competitive information.
  - When family members (or domestic partners, or those personally close to you) work for Baxalta, another Baxalta supplier, Baxalta customer or Baxalta competitor.
- Suppliers must disclose any apparent or actual conflicts of interest to Baxalta's management. If Baxalta 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 Baxalta's electronic environment (Intranet, e-mail, voicemail or other), Suppliers shall:

- Protect Baxalta's confidential information and electronic media;
- Encrypt or password protect data;
- Keep mobile devices with you or lock while traveling;
- Comply with local data protection laws;
- Use these tools for Baxalta business purposes only; and
- Use these tools consistent with Baxalta's Global Acceptable Use of Information and Technology Policy including:
  - 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 Baxalta-given password(s) secret.
  - Realize that documents, software, e-mails and other web pages could bring damaging computer viruses into Baxalta's network. Do not knowingly detach, decompress, run/launch or install any files or programs on Baxalta'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 Baxalta 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).

**ENVIRONMENT, HEALTH & SAFETY**

- Suppliers are expected to comply with all applicable laws and regulations regarding environment, health and safety.
- Suppliers working with Baxalta or onsite at a Baxalta location must work in a way that assures their own safety and the safety of others and in compliance with applicable Baxalta and governmental environmental, health and safety requirements. Any emergencies that may impact Baxalta must be reported promptly.

**GIFTS & ENTERTAINMENT**

Gifts and entertainment are not needed in order to conduct business with Baxalta and are highly discouraged.

- The following situations are always inappropriate and are expressly prohibited:
  - Giving a gift, entertainment, or preferred treatment with the intention of trying to influence the decision-making objectivity of a Baxalta employee.
  - Offering any gift, entertainment, or preferred treatment while involved in a current purchasing or contracting decision process (RFI, RFQ, RFP).
  - Any gift of currency including "gift cards".
  - Offering entertainment where the Supplier will not be present/represented (e.g., sports/event tickets).
  - Offering extravagant recreational outings, travel, or lodgings at supplier sponsored events.
- On a rare and infrequent basis Baxalta 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.
- Baxalta employees are not permitted to solicit suppliers for gifts including gifts to support charitable causes.
- Suppliers shall not offer an opportunity to purchase products, services, or a financial interest to any Baxalta employees under terms not available to all Baxalta employees.

**RESOURCES**

- If you need additional information or guidance on these standards, or wish to report a potential violation, contact Baxalta's Ethics & Compliance Helpline [www.Baxalta.com/compliance](http://www.Baxalta.com/compliance).
- Additional supplier information can be found at [Baxalta.com](http://Baxalta.com).