



# Supplier code of conduct

*November 27<sup>th</sup>, 2020*



*Protecting today, Preserving tomorrow*



November 27<sup>th</sup>, 2020

Dear supplier,

AIRNOV is delighted that you are a Supplier in our supply chain. I am proud to work with you, our Suppliers, all around the globe, in growing our enterprise with integrity and professionalism in every way.

This goal has never been more important considering the global challenges we all face. The value of our brand is driven not only by product quality and reliability, but also the integrity and professionalism of us all.

Doing the right things is critical and I do believe the way we do business, with respect to ethics, sustainability, and compliance with law, is a key driver for our continued success.

With this letter, I am introducing AIRNOV's Supplier Code of Conduct ("Supplier Code"). We have adopted this Supplier Code to provide a framework for our dealings with our Supplier partners.

A Supplier Code such as ours is not only standard in global businesses today, it is expected by Governments throughout the world and is an expression of core values, not only for ourselves, but also for our partners.

How we act and perform daily is most critical. We are regularly faced with difficult decisions and unexpected situations.

We adopt this Code to signal our expectations of how our business partners navigate our everyday environment.

Some situations can be anticipated—these situations are addressed in the Code. But some situations are unique and require more discussion and analysis.

The Supplier Code provides all of us with the framework for addressing breakdowns and a roadmap for the situations we will face.

Full compliance with the Supplier Code is the best way to preserve integrity and promote compliance in the workplace.

Please take the time to carefully read this code to enable you to work in AIRNOV's expected manner and alignment.

Along the way, if you have any questions, discuss them with your Airnov representative. You also should not hesitate to contact our Chief Compliance Officer [Chiefcomplianceofficer@airnov-healthcare.com](mailto:Chiefcomplianceofficer@airnov-healthcare.com) or to use our Integrity Hotline.

I am fully committed to this code and I expect our Suppliers to adhere to the principles outlined in this code.

I am confident that we have the pieces in place for the continued growth and success of our enterprise and our partnership with our Suppliers.

Yours sincerely,



**Dr Matthias Brommer**  
AIRNOV President & Managing Director

# Supplier code of conduct

## I. INTRODUCTION

AIRNOV is committed to conducting its business in a legal, ethical and professional manner, and to treating its customers, suppliers, employees, and the public with respect, honesty and integrity.

AIRNOV strives to conduct business only with suppliers who share our commitment to compliance with legal requirements and the highest ethical standards.

AIRNOV expects all of its suppliers to conduct business responsibly, with integrity, honesty and transparency.

### A. Purpose and scope

This Supplier Code of Conduct (“Code”) outlines AIRNOV’s fundamental expectations for its Suppliers’ business conduct with respect to labor and human rights, health and safety, environmental protection, supply chain, and compliance with all laws (including those prohibiting bribery and corruption). This Code applies to all AIRNOV suppliers, and their subsidiaries, subcontractors, agents, consultants, intermediaries and manufacturer’s representatives.

Suppliers are responsible for sharing this Code with all individuals and other businesses who perform work for or on behalf of AIRNOV. References to “Suppliers” herein include all third parties who provide products or services to AIRNOV or assist AIRNOV in carrying out its commercial function and activities.

### B. Compliance

All Suppliers are expected to understand and comply with this Code. Suppliers are strongly encouraged to contact an AIRNOV purchasing representative or AIRNOV’s Compliance Department at [Chiefcomplianceofficer@airnov-healthcare.com](mailto:Chiefcomplianceofficer@airnov-healthcare.com) with any questions or compliance related concerns. For regular business issues, please contact your AIRNOV business partner.

AIRNOV, for cause, may assess its Suppliers’ compliance with this Code by auditing and inspecting records and facilities, requesting documentation and information, reviewing policies and procedures, and interviewing Supplier personnel, subject to applicable local law.

### C. Application

Through the acceptance of AIRNOV’s purchase order, which makes reference to this Code and incorporates it by reference, you agree to comply with the letter and the spirit of this Code. This Code and compliance with its terms, does not create any third-party

beneficiary rights. The standards set forth in this Code are in addition to, and not in lieu of, the provisions of any legal agreement or contract with AIRNOV.

#### **D. Our expectations**

In order to underline our commitment to ethics and sustainability as an integral part of our business strategy we have developed this Code.

Suppliers form an integral part of our network and we expect their commitment to ethical and sustainable business practices with consideration for human rights, labor and environmental standards and anticorruption.

## **II. THE HUMAN SCOPE : OUR ETHICAL COMMITMENT**

All workers in AIRNOV's supply chain deserve a fair and ethical workplace. Suppliers must treat their workers with dignity and respect.

- **Health and safety** – in order to protect the health, safety and welfare of its employees, AIRNOV expects suppliers to implement strict policies on workplace safety. Suppliers should apply internationally accepted standards such as the ISO Occupational, Health and Safety Guidelines, continuously develop healthy and safe workplace conditions, and work actively on identifying and remediating unsafe practices.
- **Non-discrimination** – Suppliers shall not tolerate any discrimination on the ground of race, social or ethnic background, nationality, age, religion, gender, sexual orientation, political opinion or disability.
- **Forced labor** – All labor must be voluntary. Suppliers shall not engage in or support trafficking in human beings. Slave, child, underage, forced, bonded, or indentured labor will not be tolerated. Involuntary labor includes the transportation, harboring, recruitment, transfer, receipt or employment of persons by means of threat, force, coercion, abduction, fraud or payments to any person having control over another person. Suppliers shall implement procedures to ensure compliance with laws on child labor, slavery, and human trafficking.
- Suppliers shall ensure that third-party recruitment agencies comply with this Code and the laws in all countries where AIRNOV maintains business and commercial operations, sales and activities.

#### **A. Anti-discrimination**

All terms and conditions of employment including, but not limited to, hiring, pay, training, promotion, termination, and retirement must be based on an individual's ability and willingness to do the job. Suppliers must not discriminate against any worker based upon age, disability, race, national origin, ethnicity, gender, marital status, sexual orientation, political affiliation, religion or union membership.

## **B. Anti-harassment and abuse**

Workplaces must be free of harassment and abuse. Suppliers shall not threaten workers with, or subject them to, harsh or inhumane treatment, including verbal abuse, corporal punishment, mental and physical coercion, and sexual harassment.

## **C. Working hours**

Suppliers shall follow all applicable laws and regulations with respect to working hours, overtime and days of rest.

## **D. Hiring**

Suppliers must implement hiring practices that accurately verify workers' minimum age for employment and legal right to work in the country prior to employment.

## **E. Wages and benefits**

Suppliers must comply with all applicable wage laws and regulations, including those relating to minimum wage, overtime hours, and legally mandated benefits.

# **III. COMPLIANCE WITH LAWS**

Suppliers must fully comply with all applicable national and local laws and regulations of the countries in which they operate.

## **A. Sanctions**

Suppliers shall not work with any companies or individuals who have been included on sanctions lists developed and maintained by individual governments or multinational organizations. These lists include: The U.S. Department of Treasury's Specially Designated Nationals and Blocked Persons List ([www.bis.doc.gov](http://www.bis.doc.gov)); The U.S. Department of Health and Human Services List of Excluded Individuals and Entities ([www.hhs.gov](http://www.hhs.gov)); the U.S. list of embargoed countries ([www.treas.gov](http://www.treas.gov)), The European Union blacklisted and sanctioned companies at [www.eeas.europa.eu](http://www.eeas.europa.eu); The World Bank Supplier/Vendor List at [www.worldbank.org](http://www.worldbank.org); The United Nations' ineligibility list at [www.un.org/vendorreviewcommittee](http://www.un.org/vendorreviewcommittee) ; or any other list of excluded, denied or prohibited countries, entities, or persons maintained by any government body with jurisdiction over AIRNOV or the products and services provided to AIRNOV by suppliers.

## **B. Anti-corruption**

Corruption, bribery, extortion, kickbacks, and embezzlement or theft are strictly prohibited. Suppliers must never pay or accept bribes or participate in other illegal inducements in business or government relationships. No intermediaries, including but not limited to agents, consultants, subcontractors, manufacturers' representatives, distributors or any other business partners, shall be used to commit acts of bribery. Suppliers shall abide by all applicable anti-corruption laws and regulations of the countries in which they operate. Any relationship between suppliers and public officials shall be in strict compliance with the rules and regulations to which they are subject (i.e., any applicable rules or regulations in the particular country relating to public officials or those that have been imposed by their employer). AIRNOV does not permit facilitation or "grease" payments on its behalf, even if local laws permit them.

Under current law, Suppliers, or other third parties acting on behalf of AIRNOV, bind the company to actions taken on their behalf, unless AIRNOV explicitly disavows such action or practice(s). As such, it is critically important that Suppliers disclose all activities in the countries where they are operating on behalf of AIRNOV to AIRNOV staff.

## **C. Gifts and entertainment**

Gifts and entertainment (including but not limited to tickets to events, meals or travel expenses) are permissible up to \$150 per person. AIRNOV's management committee may make exceptions to this policy, pursuant to AIRNOV's policy guidelines.

## **D. Conflict of interest**

Suppliers must avoid transactions with AIRNOV personnel or representatives that create, or give the appearance of, a conflict of interest. A conflict of interest occurs whenever the prospect of personal gain may influence business judgment. Any situation that even has the appearance of a conflict of interest should be disclosed and reported to AIRNOV. Contact AIRNOV's Compliance Officer to disclose potential conflicts of interest at [Chiefcomplianceofficer@airnov-healthcare.com](mailto:Chiefcomplianceofficer@airnov-healthcare.com).

## **E. Embargoes / Prohibited parties**

Suppliers must avoid using, sub-contracting or engaging with individuals, companies, entities or sometimes even countries that have been embargoed by a national authority in a country where AIRNOV operates. AIRNOV may be subject to US, EU, and United Nations embargoes and restrictions on conducting business with certain countries, such as Iran, North Korea, and Cuba.

In this regard, Suppliers shall ensure that any sub-supplier, sub-contractor, or consultant or business intermediary has also screened its staff, employees and sub-contractors and third parties with respect to business transactions related to Airnov.

## IV. GOVERNANCE

### A. Management systems

AIRNOV holds its suppliers accountable to this Code. Suppliers shall implement and maintain a management system or processes that facilitate compliance with the principles set forth in this Code, identifies and mitigates related operational risks, and enables continuous improvement. Suppliers shall perform periodic evaluations of its facilities and operations, and allow AIRNOV compliance personnel and contractors to do so as well. Suppliers shall perform periodic evaluations of its subcontractors, and the facilities and operations of its subcontractors, to ensure compliance with this Code and legal requirements in these areas. AIRNOV recommends that Suppliers alert relevant company officials to any episodes of perceived theft, fraud or irregularity in commercial activity involving a contract or service with or on behalf of AIRNOV.

### B. Whistleblower / Reporting Hotline services

Suppliers shall equip, establish, implement and promote a reporting mechanism to identify errors, issues, problems, transgressions, fraud, corruption or other misconduct to management of the Supplier.

In addition, anyone may report incidents of fraud, theft, corruption or irregularities surrounding contracts or services to AIRNOV's Integrity Hotline. The Hotline accepts telephone and email reports in four languages (English, French, Chinese and Hindi). Details concerning access to the Integrity Hotline will be provided separately.

In addition, anyone may contact AIRNOV's Chief Compliance Officer at [Chiefcomplianceofficer@airnov-healthcare.com](mailto:Chiefcomplianceofficer@airnov-healthcare.com)

### C. Integrity of books and records

All business dealings should be performed with transparency, and all transactions, dealings, and financial transactions shall be accurately reflected on appropriate books and records. Suppliers must maintain and keep accurate records of all matters related to their business with AIRNOV and shall maintain documentation necessary to demonstrate compliance with this Code and applicable laws and regulations. Suppliers must maintain and keep records for all transactions, dealings and business relating to AIRNOV, either directly or indirectly, for 5 years or for whatever period is customary in the relevant locale. Suppliers must never falsify records, make misrepresentations, or omit material facts concerning its business practices.

### D. Confidentiality

Suppliers shall safeguard AIRNOV's confidential and proprietary information and shall not use or disclose such information other than with the express consent of, and for the benefit of, AIRNOV. Suppliers shall not exchange or otherwise disclose AIRNOV's confidential information with any other entity, any competitor of AIRNOV, or any third party without AIRNOV's full knowledge and prior consent.



## **E. Fair competition**

Suppliers shall conduct business competitively and in full compliance with all applicable antitrust and competition laws and regulations. Suppliers shall not fix prices or coordinate bids (combine with other businesses to agree to price or terms, or exchange bid information) with their competitors. Suppliers shall not allocate customers or markets with their competitors, or exchange current, recent, or future pricing information with their competitors.

## **V. ENVIRONMENT AND SUPPLY CHAIN**

AIRNOV is committed to implementing and maintaining environmentally responsible business practices throughout its supply chain. Suppliers shall ensure that their facilities comply with environmental laws, including all applicable laws related to waste disposal, air emissions, discharges, toxic substances and hazardous waste disposal. Chemicals and other materials posing a hazard if released to the environment are to be identified and managed to facilitate safe handling, movement, storage, use, recycling, reuse and disposal. All required environmental permits shall be obtained and kept current. Further, suppliers shall diligently manage their supply chains to support responsible sourcing. Suppliers shall provide all disclosures, certifications and information in a timely and accurate manner as required by applicable laws and regulations.

### **A. Regulated substances**

Suppliers shall comply with AIRNOV's specifications for regulated substances applicable to goods provided to AIRNOV. Suppliers shall also have adequate systems in place designed to identify and disclose to AIRNOV all chemicals in their products and product sub-components that are regulated by the governments and/or competent authorities in regions where they are being used or produced.

## **VI. DATA PRIVACY**

Suppliers shall ensure that all data privacy rules, regulations and laws are complied with, especially as it relates to AIRNOV staff, employees, contractors and consultants. Suppliers shall maintain adequate security mechanisms to ensure against data breaches; and shall safeguard all AIRNOV electronic, hard copy, email and media data ("AIRNOV's Data") and maintain AIRNOV Data, media, IT and electronic information safely, securely and at the highest possible standard. Any data breach relating to AIRNOV's Data shall be reported to AIRNOV within a reasonable time frame.

## VII. REPORTING CONCERNS AND VIOLATIONS

AIRNOV encourages its suppliers to seek guidance regarding AIRNOV's policies when needed and to raise concerns involving potential illegal activity, violations of policy or unethical conduct, including violations of AIRNOV's Code of Conduct, and this Code. Reports made directly to AIRNOV will be treated confidentially. Please contact : [Chiefcomplianceofficer@airnov-healthcare.com](mailto:Chiefcomplianceofficer@airnov-healthcare.com).

For business related matters that do not pertain to possible illegal activity, violations of policy or unethical conduct, please contact your regular AIRNOV business representative.





**AGILITY**  
Flexible and responsive, we are committed to anticipate needs, initiate new ways of collaborating and identify sustainable opportunities that help our partners continue to grow.

**EXPERIENCE**  
Our track-record of 65-plus years of expertise in highly-regulated healthcare industries enables us to provide safe and tailored active solutions meeting our customers' expectations and going beyond.

**PERFORMANCE**  
Local service excellence and global business continuity are at the heart of our operations: we team up with our customers to optimize their supply chain capacities and improve their product supply contingencies wherever they are.

**RESPECT**  
Our project management processes are people-centered and revolve around trust, transparency and care all along the value chain, with the ambition of improving the quality of life of everyone.



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