

# Distributor Code of Conduct

Shared commitment towards ethical  
and responsible business



**Coloplast is determined to conduct business with organisations who share its commitment to ethical standards and to international frameworks, initiatives, standards and conventions that set the best practice within responsible business conduct.<sup>1</sup>**

<sup>1</sup> Such as the United Nations Global Compact (UNGC), the Sustainable Development Goals (SDG), the United Nations Guiding Principles on Business and Human Rights (UNGP), the United Nations Universal Declaration of Human Rights, the core labour conventions of the International Labour Organisation (ILO), the United Nations Convention against corruption, OECD Guidelines for Multinational Enterprises and the OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions.

## Objective

This Code of Conduct is established to ensure that all Distributors working for Coloplast are informed of Coloplast's expectations and requirements and can demonstrate compliance upon request.

This Code of Conduct is under the responsibility of the Group Chief Compliance Officer from Coloplast Group Business Ethics and Compliance.

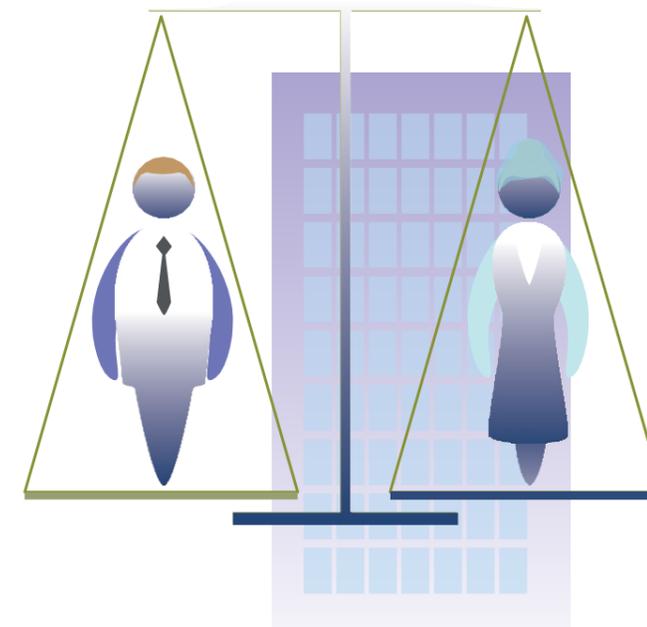
## Scope and Implementation

The Coloplast Code of Conduct for Distributors (hereinafter referred to as the 'Code') sets out minimum requirements for all Coloplast's Distributors to operate in accordance with this Code and in full compliance with all applicable laws and regulations. The term 'Distributors' or 'Distributor' is used notwithstanding of the types of services provided to Coloplast. Where the standards of this Code differ from local and national laws, we expect our Distributors to apply the stricter rules. Coloplast's Distributors must strive to act responsibly in all aspects of their local, national, and global communities, including in the business, political, environmental, and philanthropic activities in which they participate.

Distributors are expected to comply with the principles and standards, as stated in this Code, and with other applicable requirements.

Distributors should, for instance by means of a due diligence process, gain an understanding of their own impact on society, communities, and the environment to avoid and mitigate any negative effects. Agreements with sub-distributors must be in writing and shall include compliance and audit clauses to ensure that sub-distributors observe all compliance obligations applicable to the Distributor through its agreement with Coloplast.

Where specified in contracts, Coloplast shall retain audit and inspection rights to verify compliance.



## Business Ethics

Coloplast expects its Distributors to compete on the merits of their products and services. Distributors shall not seek to gain any unfair competitive advantage or exercise improper influence in any way.

### Corruption and Bribery

Coloplast does not tolerate any corrupt practice and requires its Distributors to comply with the anti-corruption and anti-bribery laws and regulations that govern operations in the countries in which the Distributors do business as well as with internationally applicable anti-corruption laws.

The Distributor must ensure its personnel and other persons working on its behalf are aware of and will take all necessary steps to comply with such laws and regulations. A distributor must not directly or indirectly offer, give, promise or authorise any bribe, gift, loan, fee, reward or other advantage to any government official or employee, any customer, any Coloplast employee or any other person to obtain any business advantage or improperly influence any action or decision. Distributor must never accept to receive a bribe or the promise of a bribe or kickbacks in order to influence a business decision.

### Fraud

Coloplast has a zero tolerance to and prohibits fraud. Allegations of fraud will be investigated and referred to law enforcement for criminal prosecution when warranted. If a Distributor is encouraged to or offered participation in fraudulent activity, including a scheme for kickbacks, the distributors is expected to report such an incident to the Coloplast business ethics hotline.

### Books and records

It is an absolute requirement that all transactions and expenses incurred on behalf of Coloplast be accurately recorded and maintained in the Distributor's books, records and accounts in a timely manner and in reasonable detail in accordance with generally accepted accounting principles. False, misleading, incomplete, duplicate, inaccurate or artificial entries in the Distributor's books and records are strictly prohibited. Distributors must ensure that adequate internal controls are in place.



### Gifts and Business Hospitality

In any business relationship, our Distributors shall ensure that the offering or receipt of any gift or business courtesy, including hospitality, is permitted by law and regulation, and that these exchanges do not violate the rules and standards of the recipient's organisation and are consistent with reasonable marketplace customs and practices. Gifts and hospitality offered to Coloplast employees may not exceed token value and may never be offered as an attempt to influence business decisions. Hospitality offered to Coloplast employees must always be related to business activities.

Stricter rules apply to gifts for healthcare professionals and government officials, cf. section 4 below.

### Donations and Contributions

Coloplast's Distributors shall avoid any political contributions, charitable donations, or sponsorships that would aim at or give the appearance of aiming at gaining an unfair competitive advantage or exercising improper influence.

Charitable donations may be provided only to charitable organisations or other non-profit entities which have charitable or philanthropic purposes.

Charitable donations may be made only to organisations, and not to individuals and may not in any way be tied to past, present, or potential future use or recommendation of Coloplast's products or services or to any promise of influence or outcome.

### Conflict of interest

Distributors are encouraged to actively work against any conflict of interests in their business dealings. The Distributor is required to identify and avoid situations where there is an actual, perceived or potential conflict of interest. Any actual, perceived or potential conflict of interest should be disclosed to Coloplast in writing as soon as it is identified so that it can be mitigated accordingly.

### Anti-trust and competition laws

Coloplast's Distributors are required to adhere to anti-trust and other competition laws. Even the perception of improper conduct must be avoided. The Distributor must never agree to coordinate or cooperate with competitors in any way to fix prices, establish a minimum price level, to unify other significant conditions of supply, or in any other way violate the principles of unrestricted competition.

### Tenders

In many countries, tenders represent the typical procurement procedure, which is governed by local laws and regulations which need to be observed. To bid in a tender, a Distributor may need a letter of representation from Coloplast, and it is a prerequisite for issuing such a letter that the Distributor has a current and written contract with Coloplast.

The Distributor should respect confidentiality and follow all requirements of public tender laws and provide only the generally available and official information about Coloplast's products and services.

The Distributor is prohibited from agreeing or colluding with tender authorities, healthcare professionals or sub-distributors on the set up/structure of public procurement contracts and from assisting tender authorities with drafting or reviewing of tender specifications. No unofficial marketing and promotional materials should be provided, and no inappropriate influence on a tender decision-maker may be sought.

### Export controls and trade restrictions

Coloplast is committed to following laws which restrict trade with and export and reexport to certain countries, entities, and individuals. Distributors must adhere to all applicable national and interna-

tional foreign trade control laws pertaining to business transactions with countries, companies and persons (sanctions), and the transfer of goods and services, software or technology between countries (export controls) when doing business with Coloplast products.

#### Patients and patient organisations

It is important that people with intimate healthcare needs are treated with respect and dignity, and they should be informed about Coloplast products and services in a balanced and fair way and in a timely manner. Distributors must never interfere with or compromise the integrity of the relationship between patients and healthcare professionals.

When collaborating with patients or patient organisations, Distributors shall make sure that the remuneration, if any, paid to patients and their organisations is commensurate with, and represent a fair market value for the services performed by the patient, the patient organisation or the representatives of the patient organization.

#### Data Privacy

Distributors must respect the rights to privacy and data protection of their employees, customers, patients and other individuals they cooperate with. They must adhere to all relevant data privacy laws and comply with contractual requirements on confidentiality and information security.

#### Intellectual property and confidential information

Distributors shall respect Coloplast's intellectual property rights, protect Coloplast's trade secrets, and safeguard business partner information.

Distributors shall protect Coloplast's proprietary and confidential information and shall ensure that non-public information obtained in the course of its business relationship with Coloplast is not improperly used for the benefit of the Distributor, its employees or other persons. The Distributor must never trade shares in any company based on inside information – whether the company is a competitor, a business partner, a supplier or any other party. The Distributor must never pass on inside information and/or encourage anybody to take a decision on trading in Coloplast shares based on inside information.



## Interaction with Government Officials and Healthcare Professionals

The Distributor must never offer a government official or a healthcare professional anything that could be viewed as an attempt to inappropriately influence his or her decision to purchase, use or recommend Coloplast's products, or be perceived as an offer in exchange for any promise of influence or outcome.

### Meetings and hospitality in connection with sales and promotional meetings

Distributors may only provide hospitality (including meals) to healthcare professionals in accordance with laws and applicable industry regulations, and within the context of a legitimate event or meeting.

Events and meetings must always take place in appropriate venues with suitable settings for the event or the meeting and the importance of image and perception must always be kept in mind. Any hospitality occurring in conjunction with an event must be kept at a moderate and reasonable level and must be subordinate in time and focus for the primary purpose of the event or the meeting. Travel arrangements must similarly be kept at a reasonable level.

### Arrangements with consultants

The Distributor may compensate individuals, including physicians or other customers or potential customers, for consulting services in connection with Coloplast products, where the services are of value to the Distributor, and the fees are reasonable and based on fair market value for the services actually provided. All such arrangements must be made in writing and there must be written notification to the hospital administration, the healthcare professional's superior or other locally designated competent authority, disclosing the purpose and scope of the consultancy arrangement.

### Gifts and other advantages to healthcare professionals and government officials

Gifts and other advantages provided to healthcare professionals and government officials are generally prohibited. The Distributor may provide gifts and other advantages to a healthcare professional only when allowed by local laws or applicable industry codes. If gifts are permissible, such gifts must always be of moderate value and have a professional or educational purpose or benefit patients. No gifts of cash or cash equivalents may be made on Coloplast's behalf to healthcare professionals or government officials.

### Events, educational grants and sponsorships involving healthcare professionals/organisations

Distributors may provide educational grants or lump sum sponsorships to healthcare professionals or healthcare organisations according to applicable laws and regulations, including local and regional codes, i.e. the MedTech Code of Ethical Business Practice, the Mecomed Code of Ethical Business Practice, and the Advamed Code of Ethics. Such lump sum sponsorships may also be given to accredited conference organisers.

Educational grants or lump sum sponsorships may only be given for bona fide, independent, educational, scientific or policy making conferences that promote scientific knowledge, medical advancement and/or the delivery of effective healthcare. Such sponsorships may not be directed to the attendance of a specific individual at the request or direction of the Distributor. Distributors may also not directly support healthcare professionals to attend third party conferences or other similar events on Coloplast's behalf unless the healthcare professional is speaking on behalf of Coloplast.

If agreed with Coloplast, the Distributor may organise or sponsor events to inform healthcare professionals about Coloplast products, or to provide scientific or educational information relating to Coloplast

products and services including Coloplast Care. It is essential to Coloplast that such educational support does not compromise the healthcare professionals' independence or their decisions on patient treatment, and such events must always occur at appropriate and non-luxurious locations taking into account the convenience of the attendees and the nature of the training/event.

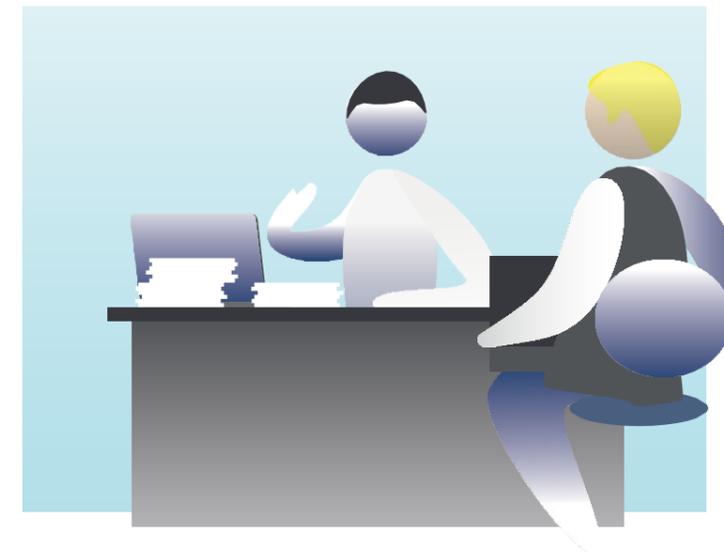
When organising an event/educational support for or sponsoring healthcare professionals to attend an event/education, the Distributor may pay only expenses relating to travel, meals, accommodation and registration fees, and these expenses must be kept to a reasonable and modest level.

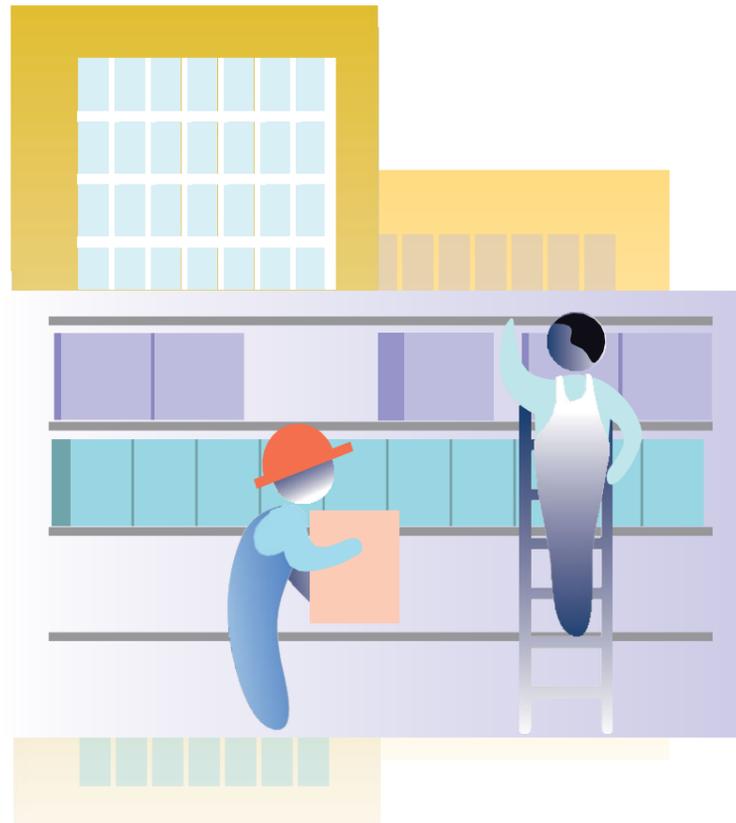
### Transparency

The Distributor must observe all applicable requirements on transparency and reporting of consultancy fees and other fees, grants, hospitality or other transfers of value provided to healthcare professionals and healthcare organisations, as well as any approval requirements associated with educational grants and sponsorships. Where no such requirements are prescribed, the Distributor shall nevertheless maintain appropriate transparency, for example by requiring that prior written notification of the sponsorship is made to the hospital administration, the healthcare professional's superior or other locally designated competent authority.

### Samples and free products

The Distributor must only provide free products and samples in accordance with local laws and regulations and the contract made with Coloplast, and free samples must be properly recorded in the books and records. The provision of samples or free products should not result in personal benefit to any healthcare professional or government official and should always be kept at a reasonable level.





## Environmental and Natural Resources

Distributors must integrate environmental considerations in their activities and strive for continuous improvement, by minimizing any adverse effects of their activities and products on the environment. Distributors must comply with relevant local and national environmental laws and regulations, as well as all requirements for environmental licenses and permits.

## Raising Concerns

Coloplast Distributors who believe that a Coloplast employee, or anyone acting on behalf of Coloplast, is acting unethically, improperly or illegally should report their concerns swiftly through the Ethics Hotline available here <https://ethicshotline.coloplast.com> or as an App (either in Google Play or App Store).

## Consequences of Non-compliance

The underlying objective of this Code is to establish a basis for positive development of responsible practices through regular dialogues and ongoing working relationships. Failure to observe the Code will be reported to the Distributor's management for their attention and, if necessary, for corrective action. However, non-compliance may be considered a material breach of the agreement with the Distributor and may lead to termination of the agreement with the Distributor with immediate effect or other actions including damages, in relation to which Coloplast reserves all rights.

## Labour and Human Rights

Coloplast's Distributors are required to respect all applicable laws, regulations and international standards related to labour practices and protection of human rights.

### Health and safety

Coloplast expects its Distributors to provide a safe and healthy working environment for employees and others who are on a Distributor site.

### Employment conditions

Distributors shall provide their employees with a binding employment contract or document describing the key conditions of their employment, written in a language they understand and as per local regulations and as a minimum including the relevant provisions on worker's rights in this Code. Distributors shall establish and enforce fair disciplinary, grievance and termination procedures. Distributors shall take extra precautions to respect the rights and wellbeing of migrant workers whose rights may be at risk or who may lack access to basic public services.

### Non-discrimination and equal opportunities

Coloplast requires that its Distributors ensure equal treatment of its employees and refrain from discrimination in any form. Distributors shall commit to a workplace free of harassment and abuse, and not use, or permit the use of, corporal punishment or other forms of mental or physical coercion, sexual harassment or abuse, nor execute threats of such treatment. Coloplast encourages Distributors to promote inclusion and diversity among its workforce.



# Report a concern

Reach out to your contact person at Coloplast or Coloplast Business Ethics & Compliance [businessethics@coloplast.com](mailto:businessethics@coloplast.com) or file a report through the Coloplast Ethics Hotline

The online platform is available here: <https://ethicshotline.coloplast.com/>  
The app may be downloaded from App Store and Google Play  
– just search for 'Coloplast Ethics Hotline'