



# CODE OF CONDUCT



INTEGRITY ABOVE ALL

# CONTENTS

## MESSAGE FROM THE CEO 3

## Live by the Code 4

Seeking Advice and Raising Concerns	7
Non-Retaliation	8
Investigations	8
Compliance Program Structure	9

## Respect our colleagues and business partners 10

Anti-Discrimination	11
A Safe Workplace	11
Anti-Harassment	12
Employee Privacy	13
Data Protection	13

## Act with integrity 14

Conflicts of Interest	15
Financial Interests	16
Personal Relationships	16
Outside Employment and Activities	16
Taking Personal Advantage of Business Opportunities	16
Gifts, Entertainment and Other Benefits	17
Offering Gifts	17
Accepting Gifts	17
Entertainment	18
Third Party Conferences	18
Travel	18
Rebates and Discounts	18

Anti-Bribery and Anti-Corruption	19
Product Quality and Regulatory Compliance	21
Honest Communications with Customers, Suppliers, Regulators, and Business Partners	21
Fair Competition	22
Compliance with Trade Controls	23

## Practice good business 24

Protection of Assets	25
Confidential Information	26
Social Media	27
Intellectual Property	27
Financial Records	27
Transparency Laws	28
Record Retention	28
Political Participation	29
Charitable Giving	29

## COMPLIANCE RESOURCES 30



# MESSAGE FROM THE CEO



**Charlie Mills**  
Chief Executive Officer

Dear Colleagues:

**Integrity above all.** It's that simple: When we put integrity first, we're showing our fellow colleagues, customers and communities that Medline is an employer and partner they can trust who will do the right thing every time.

Medline promotes a positive work environment for all employees and we expect honest and ethical conduct in every part of our business and in each customer interaction. We'll fight to protect and preserve our reputation that we've earned through generations of hard work and dedication to our customers.

It is everyone's responsibility to act lawfully and in accordance with Medline's policies and procedures. The Code of Conduct elaborates on our core values and principles, and governs our relationships with government agencies, customers, competitors, and each other. Bottom line, the Code of Conduct aims to protect everyone and everything important to our success as we strive to help our customers improve patient care.

The Code of Conduct is not a substitute for sound judgment and common sense that Medline employees should exercise each day. When something seems wrong, consult a manager, the Chief Compliance and Corporate Integrity Officer, or the General Counsel. The Medline Ethics & Compliance Helpline is an excellent resource for guidance and answers. Asking questions, good faith reporting and following appropriate procedures are essential.

We are committed to doing what's right, not just what's required. Let's all continue to do our part to maintain our position of integrity and leadership in the healthcare industry.

Sincerely,

**Charlie Mills,**  
Chief Executive Officer



## Live by the Code

- Act with integrity in all that you do.
- Watch for situations that seem unethical or could violate the spirit of the Code.
- Ask questions if you have concerns that a business activity may be unethical or illegal, or may violate the Code or other compliance policies.
- Report suspected violations of the Code, compliance policies or other rules or regulations to the appropriate personnel.
- Cooperate fully in any investigation, audit of business practices or possible ethical violations or illegal conduct.

“*Understand the Code so that you can comply with it and use it in your day-to-day activities.*”

Our Code of Conduct is the foundation of our ethics and compliance program. It serves as a guide to ensure that we act legally and with integrity. Complying with the Code extends beyond simply following the rules, and includes a commitment to be law-abiding, honest, trustworthy, and fair in all of our business dealings. The Code applies to everyone who works for our company, including employees and independent contractors, as well as the Executive Office and members of the Board of Directors. We expect everyone with whom we interact, including customers, competitors, and suppliers, to share our commitment to high ethical and business standards.

You will be required to participate in ethics and compliance training to continually improve your knowledge and understanding of the legal and ethical requirements and our company's compliance expectations. You will also be asked periodically to certify that you have read, understood and will comply with the Code.



## Q&A

### **Q: What happens if someone violates the Code?**

A: Individuals who violate the Code—including individuals who fail to exercise proper supervision and oversight to detect and report a violation by employees they supervise—may be subject to corrective action up to and including termination.



## Q&A

### **Q: Where can I find our compliance policies?**

A: Medline's compliance policies are available on the compliance intranet site for your location. If you need help finding policies, contact your supervisor or one of your other Compliance Resources.

You should consider the Code your most important ethics and compliance resource and consult it whenever you have questions about whether your actions or the actions of someone else raise ethical concerns. Although the Code provides a general summary of the ethical principles and rules which apply to our company, we

have specific policies which provide the rules in more detail. You should consult these policies whenever you have specific questions about these areas. If you think there may be a conflict between a policy and the Code, or local law and the Code, contact one of your Compliance Resources (*See pages 30-31*).

### Take Note

Although reviewing the Code and consulting company policies will often help you resolve questions or ethical dilemmas, there may still be times when you are unsure of how to proceed in a certain situation or when something “does not feel right.” If something makes you feel uncomfortable, you should contact one of your Compliance Resources.



“*At Medline, we expect each other to ask questions and raise concerns without fear of retaliation.*”

## Seeking Advice and Raising Concerns

You have a duty to ask questions and promptly report concerns if you feel that any action or behavior may violate the Code. Our company has Compliance Resources available to assist with questions and to address potential violations, including:

- » Your Supervisor
- » The Chief Compliance and Corporate Integrity Officer
- » Your Human Resources Representative
- » The General Counsel
- » Legal and Compliance Staff - Europe, if you are located in the European Union (EU) or European Economic Area (EEA)
- » Your local Ethics and Compliance Liaison
- » Medline's Ethics & Compliance Helpline

## Medline's Ethics & Compliance Helpline

Although we encourage you to raise ethical concerns directly through one of the Compliance Resource individuals listed, we understand that you might not always be comfortable doing so. If you prefer, or if you want to make your report anonymously, you may also raise concerns using the Medline Ethics & Compliance Helpline (24 hours per day, 7 days per week) at the toll free numbers listed at the end of this document or through the internet at [www.medlineethicsandcompliancehelpline.ethicspoint.com](http://www.medlineethicsandcompliancehelpline.ethicspoint.com).

In some locations around the world outside the U.S., local law might limit your ability to use the Helpline or limit anonymous reporting of all or specific types of issues. Medline complies with all data privacy standards that apply. When anonymous reporting is prohibited or restricted by local laws, you

## Q&A

### Q: How does the Helpline work?

A: When you call, a specially trained person who does not work for Medline will answer the phone and thank you for calling the Medline Compliance & Ethics Helpline. You will be asked if you are reporting something new or checking on the status of a previous call. While you are not obligated to follow through after your initial call, you are welcome to do so. Depending on the nature of your initial report, the resolution time may vary. We will keep the information contained within your report confidential to the extent possible and will typically only make the report available to specific individuals within the company who are responsible for handling the report.

# Q&A

## **Q: Is the Helpline available in multiple languages?**

A: Yes. Operators will be able to communicate with you in multiple languages. Therefore, if you wish to report an incident or explain the situation in Spanish, for example, you may do so. It's possible that you will be asked to call back if a translator is not available when you call.

## **Q: What type of situations should I report using the Helpline?**

A: In most countries, you may report any concerns you have about ethics and compliance, including violations or potential violations of the Code, or any other policies or procedures. In some countries, local law limits the matters you can report using the Helpline. See the Helpline website for more information. In those countries, you can ask your question or make your report using Medline's other Compliance Resources (see pages 30-31).



should provide your name when you raise your concern or make your report using the Helpline. The company will keep your report confidential to the extent possible (unless prohibited by local law), and you will have a right to update and edit your report. If you have questions about local law, please review the privacy policies and information available on the intranet site for your location or contact the Chief Compliance and Corporate Integrity Officer, who is also the Privacy Officer.

### **Written Reports**

If you wish to report a compliance and ethics violation in writing, send a written report, marked "Confidential—To Be Opened by The Chief Compliance and Corporate Integrity Officer" and addressed to:

Attention: Chief Compliance and Integrity Officer, One Medline Place, Mundelein, Illinois 60060

## **Non-Retaliation**

Our company prohibits retaliation for good faith reporting of actual or possible violations of the Code. Anyone who retaliates against any individual who has reported suspected wrongdoing in good faith will be subject to disciplinary action, which may include termination.

## **Investigations**

The Chief Compliance and Corporate Integrity Officer will promptly review and investigate all alleged violations of the Code. We will treat the contents of each investigation confidentially to the extent possible and consistent with our legal obligations.



In certain circumstances, you might be asked questions relating to an investigation even if you never had or reported an ethics and compliance concern. We are all expected to cooperate fully and truthfully in any investigation of an alleged violation of the Code. If the result of the investigation indicates that a violation of the Code has occurred, the Chief Compliance and Corporate Integrity Officer, together with appropriate members of management, will evaluate the appropriate follow-up to ensure that the conduct has stopped and to prevent the conduct from occurring again. Investigations will sometimes require disclosure to the government or initiation of legal proceedings.

Our policy requires your full and immediate cooperation in the event of any government investigations. You should immediately notify the General Counsel if you obtain information that leads you to reasonably believe that a government investigation or inquiry has been or is about to be started. If you receive any requests for documents from a governmental authority, such as subpoenas, audit requests, or inspection notices, you must forward these to the General Counsel as soon as possible. Our policy on government investigations provides additional guidance on how to respond to written or oral governmental inquiries.

## Q&A

### **Q: What does it really mean to be “retaliated against”?**

A: Anytime an individual is treated differently after reporting a concern, it can be considered a form of retaliation. Whether an individual is fired or demoted as a result of raising a concern, excluded from work-related lunch meetings, or transferred to another part of the organization, retaliatory treatment, in any form, is strictly prohibited. If you have questions about behavior that you think could be retaliatory, you should speak with one of our Compliance Resources about your concerns.

### **Take Note**

Our management team and supervisory employees play a key role in our commitment to ethics and compliance. We expect members of our management team and supervisory employees to lead by example and create and maintain a culture of integrity at all times. This means making ethical behavior a priority. It also means maintaining a work environment where employees feel comfortable asking questions and raising potential concerns about ethics and compliance.





## Respect our colleagues and business partners

- Appreciate the diversity of our colleagues and everyone with whom we work.
- Strive to maintain a professional and supportive work environment.
- Consider the safety and well-being of our employees and customers in our day-to-day business activities.
- Speak up with any concerns about the way you or others are being treated.
- Exercise care when handling personal information and data of each other and our customers and business partners.

“Our goal is a safe work environment that is free from discrimination and harassment.”

## Anti-Discrimination

We provide employment opportunities regardless of race, religion, gender, sexual orientation or any other characteristic protected by applicable law. As part of our commitment to a discrimination-free workplace, we make all hiring, promotion and other employment based decisions solely upon job-related qualifications.

## A Safe Workplace

At Medline, we care about safety and health in all of our operations. It is important to remain alert to safety risks as you go about your job.

Know the emergency procedures that apply where you work and act first to protect the safety and well-being of everyone around you.

Medline complies with occupational safety and health laws at all times.

If you become aware of a safety or health concern, you should report it immediately to one of your Compliance Resources (see pages 30-31).

*Consult the Employee Handbook and the Workplace Safety Rules applicable for your location for further information about Medline's policies regarding safety and health.*



### Take Note

At Medline, we prohibit discrimination and harassment based on all characteristics protected by the law. Depending on local laws, these may include:

- Race
- Religion
- Gender
- Color
- National or ethnic origin
- Age
- Sexual orientation
- Military or veteran status
- Marital status/civil status
- Disability
- Pregnancy status
- Political views
- Language
- Thought
- Belief
- Family background



## Q&A

**Q: Does harassment always have to be sexual in nature?**

A: No. Harassment includes any type of behavior that makes an individual feel uncomfortable and includes bullying, threatening remarks, negative stereotyping, or other negative treatment based on characteristics that are protected by applicable law.

### Anti-Harassment

We promote a workplace where respect for one another is an absolute priority. We do not tolerate any type of harassment that creates a hostile work environment. Sexual harassment is a specific type of harassment and includes:

» **Verbal harassment:**

unwelcome offensive, lewd or sexually suggestive language, sexually oriented jokes, e-mails, advances, propositions, overt threats, and conversations with sexual overtones, whether written or spoken;

» **Physical harassment:**

unwelcome contact through touching; or

» **Visual harassment:**

unwelcome exposure to sexually explicit gestures, pictures or objects that display people as sexual objects (e.g., calendars, posters, Internet images, magazines, and graffiti).

“Our commitment to privacy and data protection applies to our employees and extends to our business partners.”

Our company complies with the laws and contracts that govern the use and management of personal information and data in all of the countries where we do business.

## Employee Privacy

Respecting the personal information and data of our employees and anyone who works on our behalf is an absolute priority for us. Only those who need to review or use employee personal information and data to perform their jobs will have access to it. We expect that all individuals with these responsibilities will exercise the highest levels of care and respect when handling this sensitive data.

## Data Protection

Our customers and business partners entrust us with confidential data on a daily basis and expect us to treat their information with care and sensitivity, only using it for business purposes. This data often includes the most sensitive types of information, such as personal health information. We will comply with all applicable laws relating to this data, including privacy and security laws and specific laws governing the protection of personal health information in all of the countries and regions where we conduct business. Treat all confidential data like it is your own, and share it only if and when it is permissible to do so.

*For additional information, please consult the Data Protection, Privacy and Security policies for your location.*

## Q&A

**Q: What is an example of personal information that I might come across while at work?**

A: Personal information refers to any information about a person that could identify that individual. For example, references to salary information or other financial information would be considered personal information. It also includes a list of customer names and addresses.

### Take Note

Some countries have laws which restrict the transfer of personal data across national borders, which we must follow. These laws apply to all types of personal information, whether the information relates to other employees or customers. If you have questions about the handling of personal information or data, please contact the Chief Compliance and Corporate Integrity Officer, who is also the Privacy Officer.





## Act with integrity

- Make decisions that promote the best interests of the company.
- Never offer or accept anything of value that might influence a business decision or action.
- Win business fairly and honestly, on the strength of our products and services.
- Comply with the letter and spirit of all regulations that govern the safe use of our products.
- Comply with all laws that apply to each region in which we conduct business.

“*Understanding and avoiding conflicts of interest are essential to acting with integrity and in the best interests of the company.*”

## Conflicts of Interest

It is important that we always act in the best interests of the company. Conflicts of interest can arise when your personal interests interfere—or conflict—with the interests of the company. You must avoid any activity or personal interest that creates a conflict of interest or the appearance of a conflict of interest. This includes situations in which

the interest or activity involves a relative, household member or a close personal friend. If you become aware of a situation that creates a conflict of interest or have questions about whether a situation might present a conflict of interest, it is important to discuss the situation with the Chief Compliance and Corporate Integrity Officer for appropriate resolution.

It is not possible to list every type of potential conflict of interest in the Code, but the following sections provide some examples of activities which you must generally avoid. In some instances, however, participation in certain activities may be permissible with advance written notification to and written approval of the General Counsel and Chief Compliance and Corporate Integrity Officer.

### Take Note

Disclosing a situation or activity that might create a conflict of interest or the appearance of a conflict of interest does not always prohibit you from participation in the identified activity. The key point about conflicts or potential conflicts is to make sure that you disclose the situation or activity to the appropriate individuals at Medline for review and handling. In some cases, after discussion and evaluation, there might be a way to participate in a certain activity without creating a conflict for you or for the company.



# Q&A

**Q: Does stock ownership in companies which are suppliers to or customers of Medline always create a conflict of interest?**

A: Stock ownership does not always create a conflict of interest. For example, owning a small amount of stock in a large publicly traded company that does business with or competes with Medline is typically not a conflict of interest. If you have questions about ownership interests, it is always a good idea to consult the Conflicts of Interest policy, or the Chief Compliance and Corporate Integrity Officer.

## **Financial Interests**

A financial interest can create a conflict of interest or the appearance of a conflict of interest. A conflict of interest can arise when you hold a direct or indirect financial interest in:

- » Any Medline customer;
- » Any company that does business with Medline; or
- » Any competitor of Medline.

As a result, if you wish to hold this type of financial interest, you must disclose this, even if your ownership existed prior to your employment with Medline.

## **Personal Relationships**

Conflicts of interest can exist if you have a personal relationship with an individual who does business with or is looking to do business with Medline. For example, a conflict of interest might exist if one of your close relatives, a member of your household or a personal friend wishes to become a supplier to Medline or works for a competitor.

If you manage or are managed by someone with whom you have a close personal relationship, or if

you are involved in hiring, retaining or contracting with an individual with whom you have a close personal relationship, this might create a conflict of interest or the appearance of a conflict of interest.

## **Outside Employment and Activities**

Outside employment can create a conflict of interest when it has the potential to divide your personal interest from your loyalty to the company. In general, you must not participate in outside work with any company that does business or competes with Medline. You must also avoid outside employment or other activities, including volunteer activities, that might conflict with your ability to perform your job responsibilities for Medline.

## **Taking Personal Advantage of Business Opportunities**

Conflicts of interest can also arise when individuals take opportunities for themselves that in fairness belong to Medline. You may never conceal or personally take advantage of opportunities that were discovered through your work at Medline that rightfully belong to Medline.



“Company policy strictly regulates exchanges of value with our business partners.”

## Gifts, Entertainment and Other Benefits

There are specific laws and company policies that restrict us from exchanging gifts, entertainment and other benefits with health care providers and other business associates. Therefore, it is very important that you understand the rules and exercise good judgment.

### Offering Gifts

As a general rule, it is not permissible to offer gifts to current customers, prospects or health care providers. Although there are sometimes exceptions, it is important that you review company policy closely. If you are still unsure whether an exception applies, check with the Compliance Office before offering a gift.

### Accepting Gifts

In limited circumstances, it may be appropriate for you to accept a gift. We need to be especially careful, however, when we are offered gifts from vendors that might influence or appear to influence our business decisions.

In general, accepting a gift is appropriate so long as it is:

- » not solicited;
- » consistent with customary business practice and the giver's policies;
- » of nominal value, and
- » not given in an attempt to influence or appear to influence your conduct or judgment.

*For more information and value limits, consult the "Accepting Gifts From Business Partners" policy for your location.*

## Q&A

**Q: What are some examples of gifts that may be appropriate to accept?**

A: Examples include:

- » A small token item, such as a pen, mug or calendar;
- » An occasional, modest business lunch; or
- » A holiday gift of food that can be shared with other employees.

If you are offered a gift and are unsure whether or not it is appropriate to accept that gift, it is always a good idea to contact one of your Compliance Resources.

### Take Note

Some examples of gifts which are **strictly prohibited** to give include:

- Cash or cash equivalents (including gift certificates);
- Gifts which are excessive in value; and
- Gifts that violate the recipient's gift policy.



## Meals

Medline has specific policies regarding providing meals. As a general rule, modest occasional business purpose meals are permitted.

*For more information, consult the Meals policy for your location.*



## Entertainment

It is never permissible to provide entertainment, such as invitations to sporting events or other recreational activities, to health care providers or government officials.

## Rebates and Discounts

Although offering rebates and other forms of discounts may be appropriate in some situations, it is important to remember that they are governed by specific Medline policies and may only be provided if reviewed and approved

by the General Counsel or Chief Compliance and Corporate Integrity Officer.

## Travel

We maintain specific policies which govern the payment of travel expenses. As a general rule, we must not offer to pay the travel expenses of customers, prospects or health care providers, other than routine customer trips to company facilities.

*For more information, consult the Paying for Customer Travel policy for your location.*

## Conferences and Professional Meetings

We may support bona fide, independent, educational, scientific or policy-making conferences sponsored by outside organizations (“third party conferences”) if they promote scientific knowledge, medical advancement or the delivery of effective healthcare. If you wish to support or organize a conference, you must receive advance approval from the Chief Compliance and Corporate Integrity Officer or if in Europe, consult Legal and Compliance Staff - Europe.

### Take Note

When conducting business in the U.S., the rules are often even stricter when we deal with government customers and employees. For example, if you are conducting business with the government or employees of a government hospital, such as the U.S. Veteran’s Administration hospitals, you should consult the policy on Benefits to Government Employees, before offering anything of value. If you are not sure about what is permitted under the law and our policies, consult the General Counsel or the Chief Compliance and Corporate Integrity Officer.



“We must never offer anything of value with the hope or expectation of receiving something, such as a favorable business action or decision, in return. This principle applies throughout our global operations and to all of our business partners.”

## Anti-Bribery and Anti-Corruption

It is never permissible to offer or accept anything of value with an intent to gain or retain business or to gain or provide an unfair business advantage. This means that you must never offer or accept any type of personal benefit which could be considered to influence your business decisions or the decisions of the people and companies with whom we do business. The laws on bribery encompass more than just cash and the term “anything of value” includes the exchange of favors, such as the exchange of confidential information, a requested charitable or political contribution, and the offer or acceptance of employment references or business referrals.

The United States and many other countries have adopted laws, such as the U.S. Foreign Corrupt Practices Act (“FCPA”), which strictly prohibit bribery and corruption in all of our operations throughout the world. Specifically, the FCPA prohibits bribes to public officials. The U.K. Bribery Act 2010 (U.K. Bribery Act) also prohibits bribes in all commercial business.

Although international laws governing bribery and corruption may differ, we apply the same principles throughout our global operations. We prohibit bribery and corrupt behavior with everyone with whom we conduct business, including public officials or government as well as all commercial business partners. We expect our agents, suppliers, distributors and all of our other business partners to uphold and comply with these principles.

## Q&A

### **Q: Who is considered a public official?**

A: The term “public official” or “Government Official” has a broad meaning. It covers anyone who works for the government or for a government-owned business as well as candidates for public office. This includes people who perform a government-related function, through employment, election or appointment, such as regulators, customs officials and tax collectors. It also includes most hospital employees and administrators outside of the United States because most hospitals outside of the United States are government-owned or operated.



## Q&A

### **Q: What are some red flags to watch out for when hiring consultants or third parties?**

A: It is important to be especially diligent when working with agents and intermediaries as the company may be held liable for their misconduct. Some warning signs (red flags) to consider when hiring third parties include:

- » whether the third party is a government employee, a relative or friend of a government employee or a candidate for public office;
- » whether the agent or intermediary wants payment “up front,” in cash, to a third party or to another country; or
- » whether the activities are not part of the agent or intermediary’s core business.

Before hiring an agent or intermediary, you should consult your Compliance Resources (see pages 30-31). Outside of the U.S., specific policies apply to hiring agents, intermediaries or other business partners or third parties.

This commitment applies in all countries in which we conduct business, regardless of local laws and customs. Failure to comply with anti-bribery laws, including both the FCPA and the UK Bribery Act, may result in criminal and civil penalties for both the company as well as for individual employees.

These penalties can be severe and can include significant fines and jail terms.

*For more information, check our anti-corruption policies.*

### Take Note

Medline has adopted policies that limit the benefits that can be provided to healthcare providers and their agents or employees to comply with and exceed the requirements of the U.S. federal Anti-Kickback Statute, the Foreign Corrupt Practices Act, and other laws, including state and provincial laws, that apply to our operations.

You may never offer or provide any remuneration (including any kickback, bribe or rebate) directly or indirectly, overtly or covertly, in cash or in kind to any healthcare provider or intermediary to a healthcare provider to induce the provider to purchase, lease, order or arrange for or recommend purchasing, leasing or ordering products or services. If you have questions, consult the General Counsel, the Chief Compliance and Corporate Integrity Officer, or, in Europe, the Legal and Compliance Staff – Europe.

“*Our interactions with customers, business partners and competitors must be truthful, straightforward and in compliance with all laws and regulations.*”

### **Product Quality and Regulatory Compliance**

We are committed to pursuing and maintaining business on the strength of our products and services. Producing products and providing services that improve the health of individuals is essential to our business and requires a commitment to compliance with regulatory requirements concerning the quality and use of our products and services.

We are responsible for complying with all regulations that impact our products. We must never promote products that are still subject to approval or clearance by relevant local regulatory bodies, such as the U.S. Food and Drug Administration (“FDA”). We also must not promote off-label use, use that is different from the cleared or approved use(s).

### **Honest Communications with Customers, Suppliers, Regulators and Business Partners**

We believe in competing for business openly and honestly. Our advertising and marketing must always be truthful, straightforward and, if technical or scientific in nature, substantiated by data.

Remember that marketing materials must comply with all relevant legal regulations. For example, in the

U.S., marketing material must comply with the Food and Drug Administration (“FDA”) regulations and the U.S. Anti-Kickback statute. Consult your Compliance Resources for additional information. Review all marketing materials in accordance with applicable company procedures and local laws, relating to such materials before distributing them internally or sharing them with any customer or outside party.



### **Take Note**

Never make false or misleading statements in any of your representations, including false or misleading statements about a competitor’s products, services or employees. Any statements we make comparing Medline products or services with those of competitors must be fair and factual. If you believe that a competitor may be attempting to mislead a potential customer about a product or service, report it to one of our Compliance Resources (see pages 30-31).



## Fair Competition

Antitrust and competition laws prohibit a wide range of activities and practices in our relationships with competitors and suppliers. Depending on where we are conducting business, the competition laws of that jurisdiction apply. These laws are important because they promote appropriate competition that is healthy for business and good for consumers. The laws are complex and the consequences for violation can be severe for companies as well as for individuals.

We must be sure to avoid practices that involve—or might appear to involve—price fixing, unfairly restraining trade, or unfairly restricting competition in the marketplace. Some examples of prohibited activities include understandings or agreements that involve:

- » Agreeing with competitors or allocating products, markets, customers or territories;
- » Refusing to do business, or doing business only on specified terms, with a potential customer;
- » Boycotting certain suppliers;

- » Refraining from or limiting the manufacture, sale, production or distribution of any product; or
- » Rigging bids.

Discussing competitive information with competitors is also strictly prohibited.

Examples of competitive information include:

- » selling prices or pricing policies;
- » distribution policies;
- » supplier or customer selection;
- » bids; or
- » discounts, promotions, profits, costs, or terms.

The following arrangements require prior consultation with the General Counsel or the Chief Compliance and Corporate Integrity Officer:

- » Any arrangement that conditions a customer's ability to purchase one product on the purchase of another product; or
- » Any arrangement that conditions discounts on a customer's commitment to purchase multiple product lines; or
- » Any arrangement that includes a "value-add" to the purchase of a product, such as the inclusion of consulting services to support the customer's transition to the product.

### **Compliance with Trade Controls**

Part of practicing good business means complying with laws that govern export controls and impose economic sanctions. These laws restrict the export of certain products and technical data across national borders as well as other trade dealings with specific countries, organizations and even individuals. These laws are complex and carry severe consequences for

the company. If you are involved in our international business, you are expected to understand the laws and regulations that apply.

*If you have any questions about these laws and how they impact your interactions with customers or competitors, please contact the Global Trade Compliance staff, the Chief Compliance and Corporate Integrity Officer or the General Counsel.*





## Practice good business

- Protect the company's assets.
- Treat confidential information carefully.
- Be factual, professional and courteous in all of your business communications.
- Be diligent, thorough, and attentive when creating and handling company records.
- Give back to and support our communities.



“Protecting our company’s assets is an important responsibility.”

## Protection of Assets

Protecting the assets of our company is crucial to our business success. Our company’s assets include physical assets, such as the company’s buildings, equipment and supplies, as well as financial assets, communication systems, information assets and intellectual property. We must use these assets carefully and protect them against damage, waste, misuse or theft.

In general, you may only use company assets for business purposes. There may be times when limited personal use of a company asset is appropriate (such as using the internet to check the traffic report before leaving the office), so long as you use good judgment and common sense.

Remember that everything you say or write on company time

or using company property or systems reflects upon Medline and that we may have the right to monitor the use of electronic media and communications unless it is restricted by local or other applicable laws, including data privacy laws.

*You can find further information about our policies on computers and electronic media use on the intranet site for your location.*



# Q&A

## **Q: When working with customers, how can I be sure that I am using confidential information responsibly?**

A: You must be extremely careful when handling confidential information when you are working with customers. You need to make sure that you are authorized to release the information and that you follow all applicable procedures. You should never release confidential information to a customer because you believe your relationship depends upon it. This includes information about the company and information entrusted to us by another customer or third party. Also, you must never offer anything of value to a customer in exchange for access to their confidential business information. The same principles apply to your interactions with everyone with whom you work, including employees and competitors.

### **Confidential Information**

We must be extremely careful with the company's confidential information and the confidential information that customers and business partners disclose to us. Confidential information consists of all information that is not generally disclosed to the public or to other business partners.

Examples of confidential information include, but are not limited to:

- » customer lists
- » price lists
- » financial data
- » sales figures

- » payer information
- » manufacturing processes
- » computer programs
- » new product plans or programs
- » sales strategies
- » lists of suppliers
- » wages and salaries

Never use confidential information for personal purposes and exercise due care whenever you handle confidential information to prevent unauthorized use or disclosure. It is also unlawful to use confidential information that you learn in your job to buy or sell the stock or other securities of that company.



### **Take Note**

When handling confidential information, our responsibilities as employees and agents of the company:

- exist during our work at Medline, and continue even when we no longer work with the company;
- include not only information about Medline, but information about our suppliers, customers and other persons or entities with which Medline conducts business that we learn about through our work; and
- require diligence to ensure that confidential information is shared only with the intended recipients, especially when using Medline communication systems to transmit it, and that all company procedures designed to protect confidential information are followed.

## Social Media

If you use social media, you must do so responsibly, whether your use of social media is personal in nature or for business purposes. If you participate in social media activities for personal use, you must be careful that you do not disclose any confidential information that you learn about during your work at Medline, including information about our company or one of our customers or other business

partners. Always be respectful and consider the public nature of all social media. You must also be clear that you are expressing your own personal views and never suggest that you are speaking on behalf of Medline. Any business related use of social media must be approved by your supervisor and the General Counsel or Chief Compliance and Corporate Integrity Officer and comply with any applicable company guidelines.

## Intellectual Property

Protection of our intellectual property, including our patents, trade secrets, trademarks and copyrights, is key to our success as a company. We must also respect the intellectual property rights of others.

*If you have any questions about protecting intellectual property, please contact the General Counsel.*

“*Our records are maintained truthfully, accurately and in accordance with all requirements.*”

## Financial Records

Maintaining clear, complete and accurate books and records is critical to the successful management of our business and helps maintain an honest and trustworthy relationship between Medline and our customers and business partners. We commit to maintaining our financial records in accordance with generally accepted accounting principles. In order to honor this commitment, you must promptly and accurately record all transactions, receipts and disbursements of funds. This includes expense reports, time cards, payroll records, and other company records.

### Do's and Don'ts

#### Do

- Consult Medline's expense reimbursement policies or one of your Compliance Resources whenever you have questions about whether an expense is appropriate.
- Keep appropriate documentation, such as receipts, so that Medline can make sure that funds are used appropriately.
- If you think you might have violated our expense policies, make sure to report this immediately, so that we can take appropriate steps to correct the mistake.

#### Don't

- Don't try to cover up an inappropriate expense by miscategorizing it on an expense report or describing it inaccurately to your supervisor. Remember, even if you pay for hospitality with your own money, you are taking action on behalf of the company.
- Don't falsify a report or try to hide expenses that exceed those limits established in our policy. For example, don't divide expenses with a colleague, report expenses in a different billing period, or misstate the number of recipients or amount of a gift.



## Q&A

**Q: What should I do if I realize I made a mistake on my last expense report?**

A: It is critical that we maintain accurate records at all times. If you ever realize that you have made a mistake on an expense report, report your mistake to your supervisor, who can help you correct the record in accordance with our policies.

### **Transparency Laws**

There are certain transparency laws which impact our industry and require us to disclose financial transactions between our company and health care providers. As these laws require the company to provide reports on this information, it is important to cooperate fully with the Chief Compliance and Corporate Integrity Officer and the General Counsel when they seek this information and make sure that the information you provide is accurate and complete.

### **Record Retention**

Complying with all applicable laws and regulations relating to the preservation of records is an important part of our commitment to maintain records clearly, accurately and completely. If there are records management laws or records management policies relating to the maintenance and disposal of electronic and paper records for your location, you must become familiar with them. It is never permissible to alter, falsify, conceal or misrepresent company records. If you notice a mistake or an error in a record, you should speak with your supervisor or another one of your Compliance Resources for appropriate resolution (see pages 30-31).

“Charitable contributions and participation in the political process reflect our commitment to the community.”

## Political Participation

Participation in the political process must always be a matter of personal choice and must occur on your own time and at your own expense. It is never appropriate for an individual in a supervisory position to solicit donations from someone in a subordinate role.

## Charitable Giving

Medline gives back to the community by making charitable contributions to a variety of worthy causes. We do this through giving that is consistent with our policy, which supports health care providers, charities that are health care-related, as well as causes that generally promote the health

and welfare of sick or historically disadvantaged groups. We also support humanitarian missions who provide relief to victims of disasters (such as hurricanes, floods and earthquakes) or of conditions in third world countries.

It is never appropriate to advocate for or against a donation based on expectations of past, current or anticipated future business from a potential donee or any affiliate of the potential recipient.

*For more information, please consult the Charitable Donations Policy located on the intranet site for your location.*

### Take Note

There are times when it may be appropriate for Medline to contribute to the charitable efforts of customers. Medline will only support this type of effort if the intent is to improve the community consistent with our charitable mission and not an attempt to secure any type of additional business advantage. If you have any questions, consult the Charitable Donations policy, located on the intranet site for your location or contact one of your Compliance Resources.

## Q&A

### Q: What guidelines should I consider prior to participating in a political process?

A: You should keep the following guidelines in mind:

- » It is never appropriate to use Medline property or facilities in support of any political activity or candidate.
- » You must always indicate that your political beliefs are your own personal beliefs and never suggest that they are the beliefs of the company.
- » It is never appropriate for a manager to require an employee to participate in a political activity or vote for a particular candidate as a condition of employment or the receipt of some type of benefit such as a raise or bonus.
- » The company will not reimburse you for political contributions.

# COMPLIANCE RESOURCES

## Who to Contact

Knowing the right person to contact when you have a question is not always easy. Remember that, at Medline, we have many resources available if you need to ask a question or raise a concern about an issue related to ethics and compliance.

Contact	Contact Information
Your Supervisor	Refer to your local company directory
Chief Compliance and Corporate Integrity Officer (Medline)	<p><b>Telephone:</b> 847.643.3838</p> <p><b>Email:</b> <a href="mailto:complianceoffice@medline.com">complianceoffice@medline.com</a></p> <p><b>Mail:</b> Medline Industries, Inc. One Medline Place, Mundelein, Illinois 60060, USA</p>
General Counsel (Medline)	<p><b>Telephone:</b> 847.949.3000</p> <p><b>Mail:</b> Medline Industries, Inc. One Medline Place, Mundelein, Illinois 60060, USA</p>
In Europe, Legal and Compliance Staff – Europe	<p><b>Telephone:</b> +49 (0) 28 21 7510 7528</p> <p><b>Email:</b> <a href="mailto:compliance.europe@medline.com">compliance.europe@medline.com</a></p> <p><b>Mail:</b> Medline International Germany GmbH Wilhelm-Sinsteden-Strasse 5-7 47533 Kleve/Germany</p>
Your Human Resources Representative	Refer to your local company directory
Outside the U.S., Your Local Ethics & Compliance Liaison	Refer to your local company directory
Medline Ethics and Compliance Helpline	Refer to chart on page 31

## Medline Ethics and Compliance Helpline

To make your report anonymously (unless prohibited by local law), you may raise concerns using the Medline Ethics & Compliance Helpline (24 hours per day, 7 days per week) at the toll free numbers listed below or through the internet at [www.medlineethicsandcompliancehelpline.ethicspoint.com](http://www.medlineethicsandcompliancehelpline.ethicspoint.com).

Country	Number	Country	Number
United States	1-866-833-3450	Mexico	001-800-840-7907; or 001-866-737-6850 (English)
Australia	1-800-339276	Netherlands	0800-0226174
Austria	0800-291870	New Zealand	0800-447737
Belgium	0800-77004	Norway	800-15654
Canada	<b>English:</b> 1-866-833-3450 <b>French:</b> 1-855-350-9393	Poland	0-0-800-1211571
China	<b>North:</b> 10-800-712-1239 <b>South:</b> 10-800-120-1239	Puerto Rico	1-866-833-3450
Denmark	80-882809	Spain	900-991498
France	0800-902500	Sweden	020-79-8729
Germany	0800-1016582	Switzerland	0800-562907
India	000-800-100-107102; or 000-800-001-6112	Taiwan	00801-13-7956
Ireland	1-800615403	Thailand	001-800-12-0665204
Japan	006-33-11-2505 or 00531-121520	United Arab Emirates (from an outside line)	8000-021 at the prompt, dial 866-833-3450
Luxembourg	800-2-1157	United Kingdom	08-000328483
Malaysia	1-800-80-8641	Vietnam	120-11067
		<b>All other countries</b>	<b>503-619-1888</b>



**Medline Industries, Inc.**  
One Medline Place  
Mundelein, IL 60060