



CooperVision®



# CooperVision Supplier Code of Conduct

At CooperVision, our reputation of excellence and quality spans many years. As a responsible medical device manufacturer, CooperVision is committed to upholding high standards of ethics in its relationships with customers, suppliers, employees, shareholders, the public, the business community and regulatory agencies worldwide.

This Supplier Code of Conduct (“Code”) is intended as a set of expectations for our supplier partners to help us maintain our strong reputation and deliver on the Company’s Purpose: helping to improve the way people see each day. With this Code, we make clear our global expectations in the areas of business integrity, labor practices, employee health, safety and environmental management. This Code complements CooperVision’s Code of Conduct and the company’s other policies and standards referenced below.

All providers of goods and services, including but not limited to suppliers, vendors, contractors, consultants, and agents (“Suppliers”), who do business with CooperVision’s worldwide entities are expected to follow this Code.

## 1. Obeying the law

### a. General Principle

Despite the complexity of CooperVision’s supply chain, our principle is clear in this area: we will obey the law. Suppliers shall function in full compliance with the laws of their respective countries, the locations in which they operate and with all other applicable laws, rules, and regulations.

### b. Anti-Bribery & Anti-Corruption

CooperVision prohibits giving anything of value to any person or entity where the purpose is to obtain an improper business advantage. This prohibition extends to all acts of bribery, whether they involve government officials or individuals in the commercial and private sector. Suppliers will comply with all applicable laws, rules and regulations related to anti-corruption and bribery (including the United States Foreign Corrupt Practices Act, United Kingdom Bribery Act, etc.).

### c. Global Trade Compliance and Export Controls

It is CooperVision’s expectation that Suppliers will comply with the letter and spirit of all applicable laws, rules and regulations, and any and all documentation requirements, whether in the form of manuals, procedures or policies, provided to Suppliers by CooperVision, regarding exports, imports and supply chain security, including, but not limited to, requirements related to Country of Origin, ISF “10+2”, C-TPAT, commercial invoices, valuation, tariff classification, and packaging.

Furthermore, CooperVision is subject to international laws that regulate, restrict, and sometimes prohibit business dealings with certain countries, entities, individuals, and end-use applications. These restrictions can include controls on the export and re-export of goods or



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technical data to other countries or to employees with nationalities different from their location. Suppliers are expected to be aware of these restrictions, not take any action that violates these regulations, and work with CooperVision on any necessary compliance processes.

**d. Fair Competition Laws**

CooperVision competes fairly and honestly in the global marketplace. Suppliers are asked to compete in the same manner and conduct business in full compliance with antitrust and fair competition laws that govern the jurisdictions in which they conduct business—including, the laws that deal with agreements among competitors, price discrimination, price fixing, and other acts that are anticompetitive.

**e. Conflict-Free Sourcing**

As part of a publicly listed U.S. company CooperVision is required to track the use of certain minerals known as “Conflict Minerals” (tin, tungsten, tantalum, and gold). Suppliers are encouraged to establish policies, due diligence frameworks, and management systems that are designed to track the use of these minerals. Suppliers are required to supply information about their use of these minerals and expected to ensure that any conflict minerals provided to CooperVision are “DRC conflict free.”

## 2. Practicing ethical business

**a. General Principle**

CooperVision respects internationally recognized human rights and will comply with all applicable laws regarding the treatment of our employees and stakeholders. Suppliers shall uphold this principle respecting human rights as well.

**b. Safe and Healthy Working Conditions**

Suppliers must provide workers with a safe, clean, and healthy work environment; complying with all applicable laws regarding working conditions (including worker health and safety, hygiene and sanitation, fire safety, risk protection, and electrical, mechanical, and structural safety).

Suppliers must provide any legally required health and safety training to all employees.

**c. No Forced or Child Labor**

Suppliers shall not participate in human trafficking or use any involuntary, indentured, or forced labor, slavery or servitude. Likewise, Suppliers shall only employ workers who meet the applicable minimum legal age requirement and must comply with all other applicable child labor laws. Furthermore, Suppliers must not use corporal punishment, physical or psychological abuse, threats of violence, or other forms of physical or mental coercion. It is also expected that Suppliers will purchase materials and services only from companies which meet these requirements.

**d. Wages, Benefits, and Hours**

Suppliers shall set working hours, wages, over-time pay and benefits in compliance with all applicable laws. Workers must be paid at least the minimum legal wage or a wage that meets local industry standards. Suppliers should conduct operations in ways that limit overtime to a level that ensures humane and productive working conditions.

Suppliers must pay overtime and any incentive rates required to meet local laws. Hourly wage



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rates for overtime should be higher than the rates for the regular work shift. Workers should receive necessary time off, paid annual leave, and holidays, as required by local laws.

**e. No Illegal Employment Practices**

Suppliers must not permit unlawful discrimination or harassment of its employees. Suppliers are expected to prohibit discrimination and harassment in hiring or employment practices on grounds of age, race, religion, nationality, social or ethnic origin, sexual orientation, gender, gender identity or expression, marital status, pregnancy, political affiliation, or disability. This applies to all contract employees, vendors, and suppliers that CooperVision employs.

**f. Freedom of Association**

Suppliers shall comply with all laws which confer to workers the right to join associations of their own choosing, refrain from joining associations, and to engage in collective bargaining.

**g. Grievance Mechanism**

Suppliers are expected to provide an anonymous and confidential method for employees to raise concerns without fear of retaliation. Suppliers should ensure that submissions and the progress of their resolution is tracked and recorded.

### 3. Avoiding conflicts of interest

**a. General Principle**

To operate with the highest integrity, CooperVision does business in a way that is open and transparent. Suppliers shall adopt this principle as well to eliminate conflicts of interest between companies.

**b. Gift Policy/Conflict of Interest**

There is the potential for a conflict of interest when a Supplier's employee or their family member has a close relationship with a CooperVision employee who can make or influence business decisions that will involve the Supplier. Suppliers must disclose these types of relationship before entering into negotiations or when they arise.

Suppliers are required to observe CooperVision's policies regarding gifts, entertainment and conflict of interest when dealing with CooperVision employees.

For the avoidance of doubt, the following exchanges are never acceptable under CooperVision's policies:

- Gifts of cash or cash equivalents
- Items of value offered with the expectation of something in return
- Business courtesies offered to parties currently involved in a bidding process or business negotiations
- Entertainment or courtesies that are indecent or in violation of CooperVision's Code of Conduct

### 4. Protecting people and the environment

**a. General Principle**

At CooperVision, we are committed to conducting our business in a safe and environmentally responsible manner and we expect our Suppliers to do the same.



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**b. Product Quality and Safety**

CooperVision understands that its business spans multiple countries and markets, each with unique quality and regulatory requirements with which Suppliers must comply. Suppliers should meet FDA or ISO 13485 requirements when applicable, or the relevant regulatory requirements as promulgated by that market's Ministry of Health, or equivalent.

**c. Demonstrable Chain of Custody**

Suppliers must establish controls to demonstrate chain of custody, identifying all upstream Suppliers from raw materials to finished products or services being supplied to CooperVision. This system is to be supported by all relevant transactional and shipment documentation (including purchase orders, invoices, packing lists, payment records, shipping records, bills of materials, Certificates of Origin, inventory records, import and export records, etc.).

**d. Sub-Tier Supplier Control**

Suppliers shall maintain appropriate qualifications for subcontractors and the products purchased from them. It is the Supplier's responsibility to ensure and control the quality of all components and raw materials that are purchased to manufacture materials, components, and parts for CooperVision. Suppliers are responsible for ensuring supplied products utilize only authentic, conforming, and specified materials, and/or components as stipulated.

**e. Change Notification and Management**

Suppliers may be required to notify CooperVision prior to implementing changes including, but not limited to, changes to suppliers, supplier site of manufacture, process changes, testing changes, component or raw material changes or any change that could reasonably affect the quality, performance, appearance, safety, effectiveness and/or form, fit or function of products/services, and shall obtain CooperVision's written approval before implementing any such change; this also includes changes requested by sub-tier suppliers.

**f. Environmental Compliance and Obligations**

CooperVision's commitment to conducting business in a safe and environmentally responsible manner means suppliers are expected to:

- Understand how their businesses and products impact the environment and strive to responsibly manage these impacts.
- Know and comply with applicable country, federal, state, provincial and local laws, standards and regulatory requirements
- Ensure that products, components or substances meet the requirements of country, federal, state, provincial and local environmental regulations, including, but not limited to, those regulations cited below. Additional information may be required such as certification to any of the following or chemical composition of products, components and/or substances which is to be supplied to CooperVision as requested.
  - Packaging Directives 94/62/EC, 2004/12/EC, COM Decision 97/129/EC
  - REACH (Registration Evaluation Authorization and Restriction of Chemicals) Regulation 1907/2006/EC
  - RoHS (Restriction of Hazardous Substances) EU 2003/95/EC and ChinaTSCA
- Notify CooperVision of any significant environmental compliance violations or if



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Supplier suspects that products, components or substances supplied to CooperVision are not compliant local environmental laws and regulations.

- Comply with current global requirements for the classification and handling of hazardous substances. Comply with all regulations related to the reporting and disclosure of environmental impacts in accordance with the International Sustainability Standards Board, Corporate Sustainability Reporting Directive,, or other relevant reporting standards as relevant to the source of supply, or source of receipt as defined in those regulations.
- Supply necessary information and supporting documentation to enable CooperVision to perform and complete supply chain due diligence, including providing access to documentation and personnel for verification, if requested.

## 5. Protecting Information

### a. General Principle

At CooperVision, we are committed to protecting our knowledge, technology, and proprietary information throughout the supply chain. Suppliers are responsible for safeguarding our confidential information and intellectual assets.

### b. Business Continuity

Suppliers may be asked to complete a Business Continuity/Disaster Recovery Plan to ensure minimal disruption to CooperVision's production. While contingency plans cannot be developed for all potential scenarios, CooperVision expects these Suppliers to have and maintain a robust plan to facilitate rapid response and recovery in the event of disruptions and that such plan will be made available to CooperVision upon request.

In addition, CooperVision expects that all Suppliers will provide timely notification of any potential disruption so that an appropriate plan of action can be collaboratively developed by the Supplier and CooperVision.

### c. Confidential Information, Personal Data & Privacy

Suppliers must maintain reasonable technological and organizational measures to safeguard confidential information and personal data, including sensitive personal data. Suppliers that handle employee and customer personal data must comply with all applicable data privacy laws and meet CooperVision's security standards prior to handling such personal data.

### d. Non-Disclosure Agreements

Suppliers who discuss or exchange confidential information with CooperVision will be asked to sign a non-disclosure agreement. Suppliers shall not use, transmit or disclose confidential information to any third party except in accordance with the terms of such non-disclosure agreement or non-disclosure requirements stipulated in any other written agreement.

Suppliers shall not make public announcements about or advertise the existence of such an agreement, divulge its terms and conditions or any relationship with CooperVision other than with prior written agreement of CooperVision. Suppliers shall not display or use the CooperVision logo, trade secrets, trademark, or product(s) in any manner without CooperVision's prior written permission.



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## 6. Questions and Reporting

Suppliers should direct questions or comments about this Code to [Suppliercodeofconduct@coopervision.com](mailto:Suppliercodeofconduct@coopervision.com).

CooperVision will use reasonable efforts to maintain the confidentiality of the identity of anyone reporting a violation of this Code to the extent possible and still investigate such reported violation, subject to any legal requirement for disclosure.