

Baxter employees who are given or offered a gift, entertainment, or preferred treatment they believe is inappropriate must refuse if possible and report the event promptly to their supervisor or business unit controller.

The following situations are always inappropriate and are expressly prohibited:

- ☞ Giving a gift, entertainment, or preferred treatment with the intention of trying to influence the decision-making objectivity of a Baxter employee.
- ☞ Offering a gift, entertainment, or preferred treatment intended to influence a purchasing decision.
- ☞ Offering any gift, entertainment, or preferred treatment while involved in a current purchasing or contracting decision process. (RFI, RFQ, RFP)
- ☞ Any gift of currency.
- ☞ Offering entertainment where the Supplier will not be present/represented (e.g., sports/event tickets).
- ☞ Offering an opportunity to purchase products, services, or a financial interest under terms not available to all Baxter employees.

Prohibition of Bribes, Kickbacks, Unlawful Payments, and Other Corrupt Practices

While Baxter observes local business customs and market practices, we do not participate in any corrupt practices. Baxter expects its suppliers to act in a similar manner.

Baxter employees must not use an agent or representative to do anything Baxter policies prohibit. All employees and any agents or other individuals representing Baxter must follow the laws of the country in which they operate, applicable United States laws, these standards, and keep accurate business records worldwide to ensure the records reflect actual transactions and payments.

All employees and any agents or other individuals representing Baxter must not offer,

make, or authorize payment of money or anything of value, directly or indirectly, to:

- ☞ Illegally influence the judgment or conduct or ensure a desired outcome or action of any individual, customer, company or company representative.
- ☞ Win or retain business or to influence any act or decision of any governmental official, political party, candidate for political office or official of a public international organization.
- ☞ Gain an improper advantage.

Fair Competition and Antitrust

Baxter is firmly committed to the ideas of free and competitive enterprise.

Suppliers, Agents or other individuals representing Baxter are expected to comply with all applicable laws and regulation regarding fair competition and antitrust.

Trade Compliance

Baxter's leadership in worldwide healthcare requires a growing presence internationally.

Agents and other Suppliers representing Baxter are expected to comply with the letter and spirit of all applicable import and export controls and trade compliance laws.

Resources

Integrity defines the structure of everything we do at Baxter.

If you need additional information or guidance on these standards, or wish to report a potential violation, you may contact Baxter's Business Practices organization. Telephone inquiries should be directed to the Business Practices Helpline at 1-877-BAXTER3 or internationally at 1-847-948-4964. Additional information can be found on the Baxter.com site under Doing Business With Baxter/Suppliers.



Business Practice Standards for Suppliers

Baxter

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Deerfield, Illinois 60015

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Baxter

These standards apply to individuals/organizations who provide direct and indirect materials and services, independent contractors, consultants, contractors, distributors, suppliers and other intermediaries, herein referred to as "Suppliers".

Baxter's partnership with suppliers requires us to clearly define requirements, exchange information, and share mutual benefits.

Generally, Suppliers to Baxter have their own business standards. Although Baxter cannot control the behavior of our Suppliers, we will not tolerate their illegal actions. Baxter employees are accountable for doing business according to Baxter's Global Business Practice Standards.

Suppliers must be evaluated and approved before any materials, components, products, or services are purchased from them. Evaluation and approval standards are outlined in Baxter's "Supplier Quality Standards." This document is available at Baxter.com.

Access and Use of Baxter's Electronic Media

Use of Baxter-owned or managed electronic media must reflect and be consistent with Baxter's Global Business Practice Standards.

Generally, Suppliers use their own laptops or computers to accomplish their work. In those circumstances where Suppliers are given access to Baxter's electronic environment (Intranet, e-mail, voicemail or other), Suppliers will adhere to the below requirements:

Suppliers will not knowingly download, view or forward materials of a discriminatory, harassing, threatening, sexual, pornographic, racist, sexist, defamatory or otherwise offensive nature. It is expected that electronic media is primarily used for business purposes.

Suppliers will communicate protected information (personal or trade secret) in a way that recognizes the sensitivity of the information, the possibility of unauthorized access and compliance to local data protection laws. Suppliers will be responsible for keeping Baxter-given password(s) secret.

Suppliers understand that documents, software, e-mails and other web pages could bring damaging computer viruses into Baxter's network. Suppliers will not knowingly detach,

decompress, run/launch or install any files or programs on Baxter's systems or open attachments that have damaging computer viruses. Suppliers will also not download or disseminate any material from the Internet unless the copyright owner has provided consent.

Suppliers will adhere to the timing and methods for retention and elimination of Baxter company data stored on electronic media.

Accuracy of Business Records

Record and report facts accurately, honestly and objectively.

Records must be accurate in all material respects. Do not hide, fail to record, or make false entries. All financial books and records must conform to generally accepted accounting principles.

Confidential Information, Including Proprietary Information and Trade Secrets

"Confidential information" includes facts, data and knowledge that have not been disclosed to the public.

Many different types of information have value because they are maintained in confidence. Such information includes unpatented technology as well as non-technical data such as financial, marketing, strategic, manufacturing, human resource, supplier, and material non-public information.

All Suppliers requiring access to Baxter's confidential information are required to complete a confidentiality agreement and/or receive approval from Baxter's legal counsel prior to accepting confidential information.

Confidential information is to be limited to information required to fulfill contracted performance requirements. Suppliers will keep confidential this information and any other information which they may acquire with respect to Baxter's business (including, but not limited to, information developed by Suppliers and information relating to products, customers, suppliers, pricing, costs, know-how, strategies, programs, processes, and practices) unless and until Baxter consents to disclosure, or unless such knowledge and information otherwise becomes generally available to the public through no fault of Supplier.

Conflicts of Interest

A conflict of interest arises when personal interests or activities influence (or appear to influence) the ability to act in the best interests of Baxter. Entering into an arrangement that conflicts with your responsibility to Baxter must be avoided.

Some situations that could cause a conflict of interest include:

///Doing business with family members.

///Having a financial interest in another company in our industry.

///Providing similar services for direct competitors of Baxter, with access to confidential or competitive information.

A conflict of interest may arise if family members work for Baxter, another Baxter supplier, Baxter customer or Baxter competitor.

It also may be a conflict if a family member has a "significant financial interest" in another Baxter supplier, Baxter customer or competitor of Baxter .

"Family members" include:

///Spouse

///Brothers or sisters

///Parents

///In-laws

///Children

///Life partner

Suppliers must disclose actual or potential conflicts of interest and discuss them with Baxter's management. Any activity that is approved, despite the actual or apparent conflict, must be documented.

Employment Practices Guidelines

Baxter is guided by our commitment to treating all employees with dignity and respect and believes in the value of workplace diversity. Baxter has the same commitment to its Suppliers and expects its Suppliers to honor that commitment.

Illegal Drugs or Alcohol

Suppliers are expected to perform work on behalf of Baxter free from the influence of illegal drugs or alcohol and in condition to perform their duties. Suppliers cannot use, possess, or sell illegal drugs on Baxter property.

Minimum Hiring Age/Child Labor

Suppliers will not produce or manufacture

goods or services using forced or indentured child labor. Regular full-time employees are to be at least 18 years of age. Suppliers and Contractors must disclose the existence of part-time work, summer jobs, or apprenticeship programs for individuals under the age of 18 to Baxter's management.

Fair Employment Opportunity

Suppliers are expected to comply with all applicable Employment laws and regulation including statutes prohibiting discrimination in the workplace.

Workplace Harassment

Baxter does not permit intimidation or hostility and will not tolerate any behavior that might harass, disrupt or interfere with another person's ability to work. Suppliers are expected to behave appropriately when working with Baxter. Suppliers will not exhibit unacceptable behavior when working with Baxter or onsite at a Baxter location. Unacceptable behavior includes verbal, non-verbal, and physical attacks.

Environment, Health & Safety

Baxter is committed to protecting our employees, neighbors, and the environment. Suppliers are expected to comply with all applicable laws and regulation regarding environment, health and safety. Suppliers working with Baxter or onsite at a Baxter location must work in a way that assures their own safety and the safety of others. Any emergencies must be reported promptly and appropriate responses made.

Gifts & Entertainment

Gifts and entertainment are not needed in order to conduct business with Baxter and may give rise to a conflict of interest. Suppliers should be aware of and respect these guidelines.

In many cultures, gifts and entertainment are an integral part of doing business. Giving or receiving gifts or entertainment must relate to Baxter's legitimate business. Generally exchanging modest gifts, entertainment, or other business courtesies is permissible if:

///The reason for the gift or entertainment is appropriate.

///The gift or entertainment helps improve business or community relationships.