

Code of Ethics and Business Conduct



Making a Difference in People's Lives





From our CEO, Paul Moraviec

A Message about the Code of Ethics and Business Conduct



To All Officers, Directors and Employees of ConvaTec:

To be a strong company on the outside, we must be a strong company on the inside. This means meeting the highest standards of compliance and ethical behavior, adhering strictly to all applicable laws, regulations and policies, and conducting ourselves with integrity and honesty—every day, in everything we do.

Our Code of Ethics and Business Conduct is an important part of this commitment. It defines ConvaTec’s core principles of good business practice and our standards for professional and personal behavior.

Because we operate in an industry that is constantly changing and highly regulated, we must consistently strengthen and enhance the Code. This allows us to grow the company with full confidence that we comply with all relevant Quality, Regulatory and Legal guidelines in the markets we serve.

Please review the Code carefully, understand its contents and apply the principles in the course of your daily work. Your performance in conducting business in a manner that is consistent with the Code will enable us to keep and enhance the reputation we’ve all worked so hard to build.

In our mission to make a difference in people’s lives, we share a duty to operate according to the highest standards. Join me in making the commitment to uphold the Code in all we do.

For clarification or to discuss any ethics or compliance-related matter, question or concern, contact the ConvaTec Compliance Helpline through your local telephone number or our online portal [ConvaTec.ethicspoint.com].

Sincerely,

*Paul Moraviec
ConvaTec Inc.
CEO*



Code of Ethics and Business Conduct

Table of Contents

I.	INTRODUCTION	4
II.	SCOPE.....	4
III.	PERSONAL RESPONSIBILITY	5
IV.	A LIVING DOCUMENT	6
V.	BUSINESS PRACTICES	6
	a. Anti-Kickback, Bribery and Corruption.....	7
	b. Advertising, Promotion, and Communications with Healthcare Professionals.....	7
	c. Business Courtesies, Hospitality, and Travel	8
	d. Gifts and Educational Items.....	8
	e. Educational Grants and Charitable Giving	8
	f. Financial Arrangements with Healthcare Professionals Including Speaker and Consultant Fees	9
	g. Exhibits, Booth Displays, and Sponsorships	9
	h. Exports.....	9
	i. Third Party Engagements	10
	j. Company-Conducted Product Training and Education	10
	k. Product Sampling.....	10
	l. Antitrust and Competition Laws	11
	m. Competitive Information	11
	n. Accounting or Auditing Matters.....	11
	o. Data Privacy and Confidentiality.....	12
VI.	CONFLICTS OF INTEREST.....	12
VII.	DEALING WITH GOVERNMENT OFFICIALS	13
	a. Lobbying Activities	13
	b. Political Activity	13
VIII.	WORKPLACE ISSUES.....	14
	a. Discrimination	14
	b. Harassment.....	14
	c. Workplace Violence	14
	d. Alcohol and Drug-free Workplace.....	15
	e. Use of Company Property	15
	f. Computer Use Guidelines.....	15
	g. Company Information	15

Code of Ethics and Business Conduct

“True Compliance and Ethics are not just legal and regulatory requirements; we must make them core competencies and a competitive advantage.”

Audi Peal, Chief Ethics & Compliance Officer

I. INTRODUCTION

ConvaTec has always taken pride in its ability to provide superior products and product–related services that make a difference in people's lives. It has also built a reputation of being a highly ethical company based upon three guiding principles:

- **We must never violate applicable laws or regulations,**
- **We must never put our employees, customers or patients at risk, and**
- **We must never do anything that may damage ConvaTec’s reputation.**

This Code of Ethics and Business Conduct (the "Code") explains the Company's basic expectations for professional and personal behavior from each employee around the world. You are expected to understand and comply with this Code. If you have questions, you should consult with the Office of Ethics and Compliance, the ConvaTec Legal Department or their designated outside counsel, your supervisor or your Human Resources Department.

Failure to comply with this Code, Company policies, relevant local law and/or applicable industry codes and regulations, may result in disciplinary action up to and including termination of employment. Because these issues are critical to our business, the Company has established an Office of Ethics and Compliance as an additional resource for you to contact to seek advice or raise questions. To discuss any ethics and compliance related matters, questions or concerns in an anonymous manner (if permissible under local law) and without fear of reprisal, ConvaTec employees may contact the ConvaTec Compliance Helpline by calling your local Helpline telephone number or through our online portal [ConvaTec.ethicspoint.com]. A compliance professional will promptly respond to your inquiry.

II. SCOPE

This Code is applicable to all directors, officers and employees of ConvaTec, its subsidiaries, affiliates and related companies. Respecting and following the principles of this Code is a condition of employment. Any employee who fails to meet the standards in this Code, or any manager or supervisor who attempts to punish a subordinate for raising questions or for trying to follow this Code, may be subject to disciplinary action designed to deter wrongdoing, up to and including termination of employment. Although the requirements of this Code must be strictly adhered to, in rare cases a waiver of specific provisions may be granted by ConvaTec’s General Counsel or Chief Ethics & Compliance Officer.

Code of Ethics and Business Conduct

III. PERSONAL RESPONSIBILITY

This Code embodies the philosophy of the Company to conduct its business in a lawful and ethical manner. As a manufacturer of medical devices, ConvaTec conducts its business in a highly regulated environment. It is the responsibility of every employee to understand and comply with the basic legal and regulatory requirements that pertain to their particular job.

No employee should commit an illegal or unethical act or instruct another employee to do so for any reason. Every employee must promptly report all concerns about potentially illegal or unethical business practices or individual misconduct to at least one of the following:

1. the ConvaTec Office of Ethics and Compliance,
2. the ConvaTec Legal Department,
3. his or her supervisor,
4. an appropriate management representative, or
5. a ConvaTec Human Resources manager

Employees can also make their reports anonymously (if permissible under local law) through ConvaTec's Compliance Helpline by calling your local Helpline telephone number or submitting an issue or question through our online portal. Please know that all messages received are treated with discretion and sensitivity. All messages will be promptly answered by a compliance professional.

ConvaTec will not permit any retaliation against any employee reporting a concern in good faith and will keep such reports confidential to the extent possible, consistent with ConvaTec's legal responsibilities and obligations to fully investigate potential misconduct and to protect public health and safety.

Code of Ethics and Business Conduct

IV. A LIVING DOCUMENT

This Code will be updated periodically to stay current with changing legal and regulatory requirements. It is your responsibility to periodically review this document to ensure you understand its content. Although you are permitted to print out this document for reference, the latest online version is the version that will control. If you have questions about any of its content, you should bring them to the Company's attention in a way with which you are comfortable as stated in Section III. PERSONAL RESPONSIBILITY.

V. BUSINESS PRACTICES

ConvaTec expects all employees to conduct themselves at all times in a courteous, professional, and ethical manner when dealing with external entities or individuals, including customers, distributors and retailers, Healthcare Professionals (“HCPs”),¹ patients, Government Officials,² and competitors. Laws, regulations, and other guidance regarding business practices vary around the globe. In the US, the Company has adopted the AdvaMed Code of Ethics on Interactions with Health Care Professionals (the “AdvaMed Code”) and expects employees to abide by its tenets. In Europe, the Company abides by the Eucomed Code of Business Practice (the “Eucomed Code”). Other industry codes may apply in other jurisdictions.

For more information on ConvaTec’s policies on business practices, please see the Global Policies on Business Conduct.

¹ “HCPs” include any individual or entity involved in the provision of healthcare services and/or items to patients, and/or are in a position to purchase, lease, recommend, use, arrange for, or influence the purchase or lease of, or prescribe ConvaTec products or services. This definition includes, but is not limited to: a licensed physician, medical resident or fellow; non-physician healthcare practitioner, such as a nurse; medical student; and/or an institutional educational or healthcare facility, entity, or organization, including an academic medical center, as well as agents and employees for each of the above individuals or entities. An HCP is considered to be affiliated with an entity if the HCP is employed by, has staff privileges at, or otherwise has a position of influence with the entity.

² “Government Officials” include:

- 1) Any officer or employee of a government, its armed forces, or any department, agency, or instrumentality of a government, such as a state-owned or -controlled company;
- 2) Any person acting in an official capacity for or on behalf of that government or department, agency, or instrumentality;
- 3) Any official, employee, or person acting on behalf of a public international organization, such as the European Union, the Red Cross, or the World Health Organization;
- 4) Any officer or employee who is remunerated either directly or indirectly by a government, or any department, agency, or instrumentality of a government, including without limitation a Healthcare Professional;
- 5) Any Healthcare Professional working in, on behalf of, or otherwise affiliated with a government healthcare facility, institution, university or hospital;
- 6) A candidate for a political office; and
- 7) Any relative of the persons listed above.

Code of Ethics and Business Conduct

a. Anti-Kickback, Bribery and Corruption

ConvaTec is committed to complying with the anti-bribery, anti-kickback, and anti-corruption laws in all countries in which it operates. In most countries, including in the United States, it is illegal to provide, offer, solicit, or accept a kickback or bribe. A kickback or bribe may be defined as any payment, fee, commission, credit, gift, gratuity, rebate, or anything of value that is provided to obtain or reward favorable treatment in a business transaction. **ConvaTec's policy on kickbacks, bribes and all improper payments is clear—ConvaTec will not provide them, offer them, or accept them, nor tolerate those that do.** This prohibition is not limited to improper payments paid to – or received from – government employees or HCPs—it applies to all persons and entities that ConvaTec employees may encounter while acting on behalf of the Company. For this reason, all arrangements with Government Officials or HCPs, including healthcare providers, distributors, and retailers of ConvaTec products, will be in writing and approved by the Company.

Many anti-corruption laws hold ConvaTec responsible for the acts of third parties acting on behalf of the Company. Thus, ConvaTec cannot make prohibited payments through third parties or anyone acting on the Company's behalf. Similarly, ConvaTec must be vigilant when engaging and managing third parties to help ensure that those parties do not put the Company at risk.

For additional guidance on these issues, please see the Anti-Corruption and Bribery Policy in the Company's Global Policies on Business Conduct.

b. Advertising, Promotion, and Communications with Healthcare Professionals

It is ConvaTec's policy to promote and market its products in a lawful and truthful manner. While it is natural to want to present each product in the best light, employees must be careful to only offer an accurate representation of product capabilities and benefits. All promotional presentations, including product claims and comparisons, should be accurate, balanced, fair, objective and unambiguous. In addition to the laws outlined below in the antitrust section that discuss unfair competition such as deceptive claims or packaging, advertising and promotion of ConvaTec products are also subject to premarket regulation. For example, in the United States, companies may not promote medical device products or product indications not cleared by the U.S. Food and Drug Administration, except under very limited circumstances.

These regulations also apply to all sales personnel (including distributors and sales associates), who are required to represent ConvaTec products in a manner consistent with the applicable labeling and market approvals. All information provided to customers must be accurate and complete. Any discussion or descriptions of ConvaTec products must be "on label," meaning in conformity with approved labeling and/or health registration documentation. When in doubt as to whether promotional materials are allowable, contact the appropriate regulatory group or ConvaTec's Legal Department.

Similarly, all communications to HCPs by ConvaTec employees and those acting on ConvaTec's behalf must be carried out in a responsible, ethical, and professional manner. Simply put, all information provided to HCPs must be clear and accurate.

Code of Ethics and Business Conduct

c. Business Courtesies, Hospitality, and Travel

During the course of doing business with HCPs, ConvaTec personnel may provide occasional modest meals and hospitality to HCPs, Government Officials, customers and distributors. However, this must strictly comply with the provisions of applicable industry codes (e.g., the AdvaMed Code in the U.S and the Eucomed Code in Europe), local law, and applicable country-specific expense limitations. Meals should be provided only in connection with a business purpose on occasion and never provided as entertainment. Similarly, travel accommodations occasioned by a business purpose must also be reasonable and in accordance with applicable country-specific limitations.

It is prohibited to provide any type of entertainment or recreation to HCPs, Government Officials, customers, or distributors at any time.

For more detailed guidance on providing business courtesies, hospitality, and travel to HCPs, please see the Hospitality and Travel Policy in the Company's Global Policies on Business Conduct.

d. Gifts and Educational Items

As a general rule, ConvaTec may not provide HCPs or Government Officials or their family members or staff with gifts of any kind, including Company-branded items of nominal value, such as pens and mugs. However, Company-branded items of nominal value may be provided where permissible under local law or the applicable trade association's guidelines.

Under certain circumstances, ConvaTec may also provide educational items to HCPs, Government Officials, customers, or distributors that benefit patients or serve a genuine educational function.

ConvaTec employees must exercise caution when receiving gifts from third parties to ensure that they do not affect business decisions or otherwise create an appearance of impropriety. ConvaTec employees may accept gifts under certain circumstances, and must always notify the Compliance Department of any gifts received.

For more detailed guidance on providing gifts or educational items to ConvaTec business contacts, please see the Gifts and Educational Items Policy in the Company's Global Policies on Business Conduct.

e. Educational Grants and Charitable Giving

Disseminating scientific and educational information through materials, conferences and other programs is a worthy undertaking that the Company supports. Likewise, ConvaTec may make donations to bona fide charitable organizations to further their charitable purposes. However, the decision to support an educational program or to make a charitable donation may not be linked to, or be dependent in any way upon, a customer prescribing, purchasing or recommending any ConvaTec product. More specifically, the Company's support must be unrestricted and may not be allocated as an inducement or reward for business. Accordingly, return on investment ("ROI") analyses or other tracking metrics for business generation may not be conducted in connection with educational grants or charitable giving.

Code of Ethics and Business Conduct

For more detailed guidance on providing educational grants and charitable contributions, please see the policy on Educational Grants, Including Sponsorships of Third-Party Educational Conferences, and the Charitable Contributions Policy, both of which are in the Company's Global Policies on Business Conduct.

f. Financial Arrangements with Healthcare Professionals Including Speaker and Consultant Fees

Payments to HCPs and others in a position to influence the purchase or prescription of ConvaTec products can raise complex legal issues. Reasonable payments to HCPs are permissible when made for valuable bona fide business services such as: product research and development, development of intellectual property, participation on advisory boards, speaking or presenting at ConvaTec-sponsored training and education programs, review and input on publications, training and technical expertise on ConvaTec products, and other related consulting services. However, sham or token arrangements must not be used to justify inappropriate payments or evade restrictions that apply to interactions with HCPs.

Financial arrangements with HCPs must never constitute an unlawful or unethical inducement or reward for prescribing, purchasing, or recommending ConvaTec's products. ConvaTec may engage qualified HCPs to consult or speak only when legitimate and documented services are required and when such services are outlined in a written executed agreement in advance.

For more detailed guidance on these arrangements, please see the Financial Arrangements with Healthcare Professionals Policy in the Company's Global Policies on Business Conduct.

g. Exhibits, Booth Displays, and Sponsorships

ConvaTec is frequently offered the opportunity to provide funding or products to third party entities (e.g., customers of professional associations) in support of projects such as local, regional, or national meetings and conventions, events, and publications. In such instances, ConvaTec must ensure that the primary purpose of the support is to enable ConvaTec to promote its products, brands, or business. Accordingly, the venue and related arrangements for the activity must be aligned with marketing ConvaTec and its products.

Similarly, as with sponsorships, ConvaTec-hosted exhibits or booth displays must have a legitimate purpose (e.g., a booth relating to public health), and must be reasonable and appropriate in scope. ConvaTec must ensure that any fees paid in connection with the exhibit or booth display are not intended to improperly influence the recipient.

For more detailed guidance on these activities, please see the Exhibits, Booth Displays, and Sponsorships Policy in the Company's Global Policies on Business Conduct.

h. Exports

ConvaTec employees and those conducting business on behalf of ConvaTec must comply with all applicable export control laws, including, but not limited to, the U.S. Office of Foreign Assets Control ("OFAC"), the U.S. Bureau of Industry and Security ("BIS"), the U.S. Export Administration Regulations ("EAR"), the Federal Act on the Implementation of International Sanctions (Embargo, Act "EmbA") of Switzerland as well as the various U.K. Statutory

Code of Ethics and Business Conduct

Instruments which implement EU sanctions regulations and the U.K. Export Control Act 2002 (“ECA”) (collectively “Export Control Laws”). Among other things, these laws and instruments describe various entities with whom the Company cannot do business.

For more detailed guidance on complying with the Export Control Laws, please see the Export Policy in ConvaTec’s Global Policies on Business Conduct.

i. Third Party Engagements

Third parties such as suppliers, distributors, brokers, consultants, agents, and vendors are an integral part of the Company’s business. As discussed earlier, it is important to understand that ConvaTec can be held responsible for the actions of third parties. Specifically, anti-corruption laws prohibit indirect payments made through a third party, including giving anything of value to a third party while knowing that the value will be passed on to a Government Official or an HCP for an improper purpose.

Accordingly, ConvaTec employees must take reasonable precautions to help ensure that ConvaTec’s third parties observe applicable laws, the Code of Ethics and Business Conduct, and the Global Policies on Business Conduct.

ConvaTec employees must also ensure that all arrangements with Government Officials or HCPs, including healthcare providers, distributors, and retailers of ConvaTec products, are in a writing approved by the Company.

For more detailed guidance on engaging and managing third parties, please see the Third Party Policy in ConvaTec’s Global Policies on Business Conduct.

j. Company-Conducted Product Training and Education

ConvaTec’s interactions with HCPs and Government Officials includes training and education on ConvaTec products and technologies, discussions of product features, the provision of products for evaluation or demonstration purposes, and site visits.

ConvaTec must ensure that these interactions are for legitimate purposes and are arranged in a manner that enables effective training and education. The interactions (and related arrangements) cannot involve improper inducements for HCPs to recommend, prescribe, or purchase ConvaTec products.

For more detailed guidance on these arrangements, please see the Company-Conducted Product Training and Education Policy in ConvaTec’s Global Policies on Business Conduct.

k. Product Sampling

It may be appropriate for the Company to provide product samples to HCPs under certain circumstances. Samples can be used for evaluation purposes or for education and training of HCPs or patients. ConvaTec’s policy prohibits the provision of samples as a means of providing an undocumented product discount or the use of the monetary value of the samples to encourage or reward the purchase of ConvaTec products.

For more detailed guidance on providing product samples, please see the Sampling to

Code of Ethics and Business Conduct

Healthcare Professionals and Patients Policy in ConvaTec's Global Policies on Business Conduct.

I. Antitrust and Competition Laws

Antitrust laws are designed to preserve and foster fair and honest competition within the free enterprise system. To accomplish this goal, the language of these laws is deliberately broad, prohibiting such activities as unfair methods of competition and agreements in restraint of trade. Such language gives enforcement agencies the right to examine many different business activities to judge their effect on competition. Generally, these rules are designed to ensure fair competition and prohibit practices to fix or control prices, limit or restrict the sale of products or to allocate or boycott geographical regions, customers or suppliers.

It is ConvaTec's policy to comply fully with antitrust and competition laws that regulate ConvaTec's business. Since these laws and regulations vary around the world, it is the responsibility of the business or franchise manager of each country or region to determine whether a certain business practice is permitted under local antitrust or competition laws and regulations. If it is unclear, the matter should be referred to the ConvaTec Legal Department and/or their designated external counsel for advice. Particular care should be taken with any communications with competitors (e.g., at industry meetings). Legal counsel and/or training should be sought before engaging in any such communications.

m. Competitive Information

It is ConvaTec's policy that its representatives not speak disparagingly about competitors or their products. Representatives should always conduct themselves in a professional and ethical manner and compete fairly on product features and benefits, quality, price and service.

Where permitted by local law, comparisons between ConvaTec products and those of competitors should always be fair and balanced and based upon facts and valid documented testing. Any documents comparing ConvaTec products with competitors' products should be approved by the appropriate medical, regulatory and legal process.

While it is important and acceptable to remain informed regarding competitors' business practices, no illegal, deceptive or dishonest methods should be used to obtain this information. Representatives of the Company should never exchange anything of value, trespass, or steal to obtain competitor information. Former employees of competitors should not be hired with the purpose of gaining access to their proprietary knowledge. If information considered to be confidential by a competitor is offered to a ConvaTec representative, it should not be accepted without prior approval by the ConvaTec Legal Department or their designated external counsel. For more information please contact the Legal Department for information on guidelines for gathering business intelligence.

n. Accounting or Auditing Matters

ConvaTec requires that all its books and records accurately and fairly reflect its transactions and that its employees abide by its system of internal accounting controls. Each employee should take care that all transaction documentation he or she is responsible for honestly reflects, in

Code of Ethics and Business Conduct

appropriate detail, the nature and subject matter of the transaction.

All employees are responsible for reporting to the Company any questionable situation regarding ConvaTec's accounting, internal accounting controls or auditing matters or a concern regarding questionable accounting or auditing matters that come to their attention.

o. Data Privacy and Confidentiality

In the course of their duties, ConvaTec employees may gain access to sensitive personal information of patients, customers, vendors and employees. Such information must be treated confidentially and with respect.

Every ConvaTec employee is obligated to protect the Company's confidential information as well as that of its customers, patients, suppliers, shareholders, bondholders, fellow employees and third parties who disclose information to ConvaTec in confidence.

Examples of such confidential information include:

- Social Security or national identification numbers
- Health information
- Financial information

Generally, when handling personal information,

- Obtain consent for any use of such personal information,
- Understand the legal and regulatory limitations on its use,
- Store and transmit it securely,
- Disclose personal information only as necessary and in compliance with local laws and regulations, and
- Report any unauthorized use, disclosure, or theft of such information.

VI. CONFLICTS OF INTEREST

ConvaTec employees should avoid conflicts of interest and not put themselves in situations that might force a choice between their personal interests and those of the Company. If a situation arises, the employee should discuss the case with their supervisor and Human Resources manager.

ConvaTec employees must always act in the best interest of the Company and avoid situations that in any way interfere or appear to interfere with their work functions. ConvaTec employees should avoid any business dealings involving undisclosed personal friendships, family connections or potential for personal financial gain. ConvaTec employees involved in outside organizations, private, public or charitable, should be reminded that, depending on their jurisdiction, they may have signed an agreement requiring non-disclosure of ConvaTec's business secrets or a duty not to compete for a certain period of time. Furthermore, employees' outside activities must not adversely impact ConvaTec's corporate image and/or disrupt business operations. Examples of situations to consider would include serving on the board of directors of another organization or closely held business. ConvaTec employees must obtain approval from the Company's Legal or Compliance Departments prior to accepting leadership

Code of Ethics and Business Conduct

roles (e.g., a position on a Board of Directors) with outside organizations or businesses.

VII. DEALING WITH GOVERNMENT OFFICIALS

ConvaTec may deal with government employees or officials as customers or regulators. In the US, this includes federal, state and sometimes local officials. In other countries, ConvaTec employees may interact with various ministries of health, customs officials and others. As a manufacturer of medical technology products, ConvaTec is also subject to inspections and audits by government regulators in such areas as safety, quality and regulatory compliance. Dealing with Government Officials is not the same as dealing with non-government individuals. Business courtesies, like paying for a meal, which might be permissible when dealing with private parties may not be permitted with Government Officials. For example, in the US, federal government employees, including physicians at Veterans Administration hospitals and many state employees, may not accept gifts of any kind from companies whose products or services they use. Since laws regarding interactions with government employees vary around the world, local management is responsible for being familiar with the nature of these laws and seeking guidance from the Legal Department or their designated external counsel if there are questions regarding permissible activities. In any case, government employees should always be treated with utmost professional respect. When dealing with regulators, ConvaTec employees should always be courteous and answer all questions truthfully. If questions arise regarding responses to questions from Government Officials, ConvaTec employees should consult the Legal Department for advice and counsel.

The U.S. Foreign Corrupt Practices Act and similar laws around the world prohibit improper payments or bribes to Government Officials for corrupt purposes. Such purposes could be to use improper means to gain or retain business, to obtain a business advantage or to influence the actions or decisions of a Government Official or employee. Be aware that the definition of a Government Official may include his or her relatives and business associates and that in many jurisdictions, physicians, nurses, and other healthcare practitioners are employed by the Government and could be considered to be Government Officials. ConvaTec employees must also use reasonable care to make sure that our business partners, consultants, and agents do not take actions on ConvaTec's behalf that ConvaTec itself would not be permitted to take.

a. Lobbying Activities

ConvaTec may engage in legal lobbying activity to support its business efforts or to advocate for patient groups, both directly or through industry associations. It is the Company's policy to comply with all applicable laws and regulations related to lobbying or attempting to influence Government Officials.

b. Political Activity

ConvaTec encourages its employees to participate actively in the political process; however, such participation must not include:

1. Dedicating regular working time to political purposes; and
2. Making unauthorized use of Company resources (e.g., money, equipment, facilities, property, etc.) for political purposes.

Code of Ethics and Business Conduct

VIII. WORKPLACE ISSUES

a. Discrimination

ConvaTec strives to ensure equal employment opportunity without discrimination or bias in the workplace on the basis of sex, race, color, religion, national origin, age, disability, citizenship, marital status, sexual orientation or any other characteristics protected by law. Any reported formal complaint of discrimination based on the above will be investigated promptly. If you have any questions or concerns about your job or work environment, please consult your ConvaTec Human Resources representatives.

b. Harassment

ConvaTec prohibits any form of harassment of Company employees on the basis of race, ancestry, color, religion, gender (including pregnancy), sexual orientation, marital status, familial status, national origin, nationality, age, disability, citizenship, veteran status, military service obligation, civil union or domestic partnership status, gender identity or expression, atypical hereditary cellular or blood trait, genetic information, refusal to submit to a genetic test or to make available genetic test results, status as a smoker/non-smoker, or any other characteristic protected by law. Harassment can include verbal, nonverbal, or physical abuse.

This policy applies to both supervisory and non-supervisory personnel. Therefore, inappropriate workplace behavior and discriminatory harassment based on a protected characteristic, including but not limited to, sexual harassment, by either employees or non-employees (such as clients, vendors and contractors), will not be tolerated by ConvaTec. This policy applies to harassment whether it occurs on our premises or in some other location where Company activities occur, such as on business trips or at ConvaTec social events. This policy covers all ConvaTec employees, temporary employees, consultants and applicants for employment.

Any employee who believes that he/she has been subjected to harassment, or has seen someone else harassed, should report it immediately to his or her supervisor, his or her local Human Resources representative, or the ConvaTec Compliance Helpline [ConvaTec.ethicspoint.com].

ConvaTec prohibits retaliation against any individual who, in good faith, reports harassment or participates in an investigation of such reports. Retaliation, like harassment or discrimination itself, will be subject to disciplinary action up to and including termination of employment. Please see the Equal Employment Opportunity Policy / Anti-Harassment Policy for more information.

c. Workplace Violence

ConvaTec strives to maintain a workplace free from violence, threats of violence, harassment, intimidation or other disruptive behavior. Such behavior includes, but is not limited to, oral or written statements, gestures or expressions that communicate any threat of harm. Individuals who commit such acts may be immediately removed from Company premises and may be

Code of Ethics and Business Conduct

subject to disciplinary action up to and including termination of employment. Any employee that experiences or witnesses workplace violence, whether or not from a ConvaTec employee, should immediately report it to his or her supervisor, local Security Department or local Human Resources representative.

d. Alcohol and Drug-free Workplace

ConvaTec strictly forbids the possession, distribution, sale, manufacture or use of alcohol and illegal drugs in the workplace. Reporting to work under the influence of alcohol or illegal drugs is also forbidden. Employees will be tested when there is reasonable suspicion they are under the influence of alcohol or illegal drugs at work. Alcohol may be consumed on Company premises during Company-sponsored employee picnics, outings, athletic events and other social activities when the use of alcohol is controlled, discreet and approved in advance by Management and where such use of alcohol is not prohibited by local law or regulation. The choice of whether to drink alcohol at Company-sponsored events is a personal one that requires responsible consumption and consideration for fellow employees and others.

e. Use of Company Property

ConvaTec permits reasonable and incidental personal use of Company property to do such things as send email, make phone calls, make limited internet transactions and receive small package deliveries, according to local practice. Personal use of Company property, equipment, services, or facilities is prohibited beyond these limited circumstances. To help you judge what kinds of personal use might be reasonable, consider whether you would allow similar use of your own personal property by the Company or a casual acquaintance. If in doubt, check with your supervisor or the relevant Company department.

f. Computer Use Guidelines

ConvaTec computing resources are for business use only. However, limited personal use of ConvaTec computing resources is allowed provided that it does not interfere with productivity or job requirements and does not interfere with any business activity.

Electronic storage of data, use of email and Internet access are subject to Management review. Any communications using Company systems are not necessarily private and may be subject to review by the Company. Abuse of these services is counterproductive, can result in loss of valuable proprietary information, and could compromise the security and integrity of the Company's systems and networks and thus is strictly prohibited.

g. Company Information

ConvaTec employees may not disclose, disseminate or otherwise make available to any third party any confidential or proprietary information of the Company learned in the course of their employment with ConvaTec, or that of its customers, patients, suppliers, shareholders, fellow employees, or third parties who disclose information to ConvaTec in confidence. This includes any confidential or proprietary information pertaining to the Company's or third party's research and development, products, customers or patients, employees, financial data, sales figures (including forecasts, budgets or projections, or other similar reports), marketing and sales programs, business opportunities and potential contracts or ventures, business practices,

Code of Ethics and Business Conduct

pricing, discounts, individual compensation/bonus schedules, voice mail or email lists, training manuals, newsletters, audio or video tapes, territory information and other materials used in sales training. It also includes internal correspondence, regulatory reports and computer passwords or software. Materials that contain confidential information, such as memos, notebooks, and computer disks should be stored securely and shared only with those persons with a need to know. Employees should be especially careful not to inadvertently disclose confidential information through electronic media, such as e-mail, telephone voice mail or the Internet.