



# Employee Code of Conduct

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**US WorldMeds  
July 2017**

Any violations of this Code must be reported to your immediate supervisor or the Compliance Hotline, 1-855-247-7800.

## **TO ALL EMPLOYEES OF US WORLDMEDS,**

The environment in which US WorldMeds operates is both highly regulated and demanding. Our commitment as individuals to standards that are ethical and fair provides the basis for dealing with our various constituents: the public, customers, and each other.

The attached Code of Conduct (“Code”) contains principles and standards to guide our business behavior. Irrespective of any other changes in our business, US WorldMeds expects each of us to make a personal commitment to practice the highest standards of business conduct. The Code of Conduct is intended to assist you and the company in fulfilling our commitment to integrity and to act as the basic guide to our program of compliance with the laws under which we operate. Our individual actions should convey the spirit and intent of this Code. Please read the Code with care. Compliance with the Code is a condition of your continued employment with US WorldMeds.

We are personally committed to the Code and would like to offer the following preliminary thoughts:

- Compliance with the law is a basic starting point and we will not tolerate violations. The Code contains brief descriptions of some of the primary laws that apply to our business to help provide some general guidance.
- Mere compliance with the law is not enough. We also insist on high standards of corporate ethics. The Code will provide you with guidance in this area. The best guide, however, may be your own good judgment and common sense.
- The Code is just one part of our Compliance Program. It is designed to supplement, not be a substitute for, other policy statements and compliance documents that we may publish from time-to-time, including our Employee Handbook in which the Code may be referenced.
- Employees should report any concerns or questions about violations of laws, rules, regulations or the Code to the Compliance Hotline, 1-855-247-7800. The Hotline allows for direct reporting to the Director of HR, the Compliance Officer, or to a third party on an anonymous basis.

US WorldMeds’ drive for excellence begins and ends with a commitment to ethical conduct and compliance with law. With your support we know that the Company’s reputation of integrity and fair dealings will continue to be a source of pride for all of us.

We ask you to continue to act on a principled basis with respect to all our constituencies and thank you for your cooperation.

H. Lee Warren  
Chief Operating Officer

## CERTIFICATE OF COMPLIANCE

By signing off in the electronic learning management system or below, I acknowledge receipt of the attached US WorldMeds Corporate Code of Conduct and have read and understand it. I understand and agree that, by continuing my employment with US WorldMeds, I agree to abide by the provisions of the Code of Conduct. I understand that any violation of the Code of Conduct will subject me to appropriate disciplinary action up to and including termination of my employment with the Company. I further understand and acknowledge that the Code of Conduct is not a contract of employment and does not alter my status as an at-will employee.

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(Signature)

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(Printed Name)

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(Position)

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(Date Signed)

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**US WorldMeds**  
**CODE OF CONDUCT**

**I. INTRODUCTION**

This Code of Conduct (“Code”) is designed to help all Company employees make the right choices when confronted with difficult situations. The intent is to remind each employee of his or her legal and ethical obligations, which are in many ways merely an expression of good judgment and common sense. The Code is our statement of the manner in which we intend to conduct our business activities. It sets forth the standards of conduct that we require of our employees. Please note that the Code does not replace any specific compliance document that we may have published. Any such documents remain in effect unless you receive notice to the contrary.

The continued success of US WorldMeds (“US WorldMeds” or “USWM” or “Company”) depends on preserving the goodwill of our employees, customers, suppliers, and communities in which we do business, as well as numerous other parties. In order to protect this goodwill, each employee representing US WorldMeds must not only conduct all business dealings in compliance with the law, but with the highest level of integrity and ethics.

This Code is not an employment contract. It does not change the status of any of the at-will employees of our Company. Compliance with its terms, however, is a condition of continued employment. Accordingly, each employee must acknowledge receipt of this Code and agree to be bound by its terms.

This Code does not attempt to anticipate every ethical dilemma you may encounter. US WorldMeds is relying on you to use common sense and good judgment. When faced with a difficult ethical decision, you may find it helpful to ask yourself certain basic questions such as:

- a. Am I compromising my own personal ethics in any way?
- b. Is there an ethical way to achieve the same result?
- c. How would I feel if my colleagues were taking the same action?
- d. Would I like to see my action become a general industry practice?
- e. How would I feel if my actions were to be made publicly known? e.g., reported in the newspaper
- f. Would US WorldMeds lose any customers if they knew that employees did this?

US WorldMeds reserves the right to modify this Code at our sole discretion to reflect changes in the legal and regulatory framework applicable to us, the business practices within our industry, our own business practices, and the prevailing ethical standards of the community in which we operate.

All references in this Code to “we,” “us,” or “our” include US WorldMeds and its subsidiaries.

## **II. CORPORATE ETHICS**

Mere compliance with the law is not enough, nor can compliance be assured if you believe you are free to operate close to the edge of illegality. Such unethical behavior may result in termination of your employment with the Company.

Our core values include the requirement that all corporate actions be ethical, as well as humane. High ethical standards must guide us in areas where the letter of the law does not reach, and will make us more than merely a law-abiding company.

While ethical standards cannot be defined as precisely as legal requirements, each employee is expected to identify ethical issues as they arise, seek advice or assistance if necessary, and to act at all times in accordance with the ethical values inherent in the Code.

Many of the ethical issues briefly discussed herein are broad and complex. Conflicts of interest are a good example. No Code of Conduct can address all of the circumstances in which a conflict can arise or provide all the answers. However, if each of you reads and understands this Code and exercises good judgment, common sense, and caution, the sum of all our actions will be nothing less than outstanding ethical performance by our Company as a whole.

## **III. DISCLOSURE AND USE OF CONFIDENTIAL INFORMATION**

Safeguarding confidential information concerning the Company, our present and prospective business, and our customers, suppliers, and investors is essential to the successful conduct of our business.

All information developed within the Company with respect to our business, such as trade secrets and information regarding the development of systems, processes, products, know-how and technology, is confidential and proprietary and must not be disclosed or otherwise made available to any person who is not an affiliate. If you are required by a court of law or by any governmental body to disclose or otherwise make available such information, you must promptly notify the Compliance Officer of this requirement so that we may exhaust our legal rights to maintain the confidentiality of such information or to limit further disclosure.

US WorldMeds has dedicated spokespeople who are authorized to speak on behalf of the Company. Employees who are not designated spokespeople must not speak on behalf of the Company. All inquiries or requests for external communications regarding US WorldMeds' products, customers, or similar information intended for the general public, the financial community, or the press must be referred to the Chief Executive Officer or Chief Operating Officer, in accordance with the Employee Manual.

Confidential information encompasses all information relating to:

- A. Our business affairs and operations that are not otherwise available as public information and include, but are not limited to, information or materials concerning:
  - a. Our vendors, suppliers, and customers,
  - b. Our budgets, business plans, and marketing plans,
  - c. Proprietary products or processes and any other confidential or nonpublic information concerning copyrights, trademarks, trade names, service marks, inventions, patents and products; and
- B. All information relating to a third party with whom we are under an obligation of confidentiality. This information may take a variety of forms, including, but not limited to:
  - a. Confidential and proprietary business documents,
  - b. PC disks and/or external memory devices containing confidential and proprietary information,
  - c. Financial data,
  - d. Payroll documents and reports.

You must keep all documents that include or reflect confidential information at our principal place of business or at such other place or places as we may designate from time to time. You should securely maintain all such confidential information. If documents are no longer necessary or have surpassed their document retention requirements, the documents must be destroyed in such a way to maintain confidentiality (e.g., shredding). Confidential information should not be left out in the open or otherwise made accessible to unauthorized persons and should not be carelessly discarded or discussed in public. (e.g., in an elevator where unauthorized persons may have access to it).

Upon the termination of your employment with us, you must deliver to us all documents, papers, records, files, recordings, digital and electronically stored information, computer software, and any and all other materials containing confidential information; and you may not retain any copies, duplicates, summaries, or other descriptions of any of these materials.

You are bound by these obligations with respect to our confidential information not only during the period of your employment with our Company, but also following the termination of your employment with the Company.

#### **IV. ADMINISTRATION**

US WorldMeds expects you to comply with all provisions of this Code. You should seek the advice of your supervisor, the HR Director, or the Compliance Officer before you act on any ambiguous or unclear situation or for any additional guidance with respect to this Code.

You should assume that US WorldMeds' interest always requires strict adherence to this Code, and all applicable laws and regulations. Moreover, no US WorldMeds employee has any authority to give any order or direction that would result in a violation of this Code or any applicable law or regulation.

You are required to report any violation of this Code or any law to your immediate supervisor or the Compliance Hotline. By dialing the Compliance Hotline, you may connect directly with the Director of HR, the Compliance Officer, or report to a third party on an anonymous basis.

All reports will be directed to the appropriate internal party for investigation and resolution. US WorldMeds will treat the information in a confidential manner except as otherwise required by law, which may include our obligation to conduct or direct an appropriate investigation of the matter, and we will seek to ensure that no acts of retribution or retaliation will be taken against anyone for making a report in good faith.

Failure to report a criminal activity can itself be understood to condone the crime; we emphasize the importance of reporting. Failure to report knowledge of wrongdoing may result in disciplinary action against those who fail to report. Should a supervisor or other manager be informed of a violation or has a concern under this Code, he or she should report it immediately to the Compliance Hotline.

## **V. STANDARDS**

It is US WorldMeds' intention to comply with all laws applicable to the conduct of its business. Thus, you should not take any action, or fail to take any action, which you know, or should know, will cause US WorldMeds to violate any applicable law.

The sections that follow provide guidance with respect to certain areas of the law, which have particular importance to US WorldMeds' business activities. It should be understood, however, that the special emphasis placed on these aspects of US WorldMeds' business does not in any way limit the general requirement that you comply with all applicable laws and regulations.

It is the responsibility of each employee to take reasonable steps to ascertain, and cause US WorldMeds to comply with, any legal requirements applicable to a specific transaction which are more stringent than this Code. In the event of a question regarding the interpretation of any laws as they relate to our products, you should contact the Compliance Hotline.

**a. Food and Drug Laws**

There are many laws that regulate the safety and quality of US WorldMeds' products. These laws also require that pharmaceutical products be effective for their intended uses. To achieve these objectives, these laws impose strict requirements on the manufacture, labeling, sale, and the promotion of US WorldMeds' products.

**b. Competition Laws**

Competition and antitrust laws are intended to preserve competition by prohibiting actions that could unreasonably restrain the functioning of a free and competitive marketplace. Agreements and actions commonly found to be clear legal violations include understanding between or among competitors to fix or control their prices; to boycott specified suppliers or customers; to allocate products, territories, or markets; or to limit the production or sale of their products or product lines. You should not enter into written or oral agreements, or engage in discussions of such matter with other parties. Any proposed contract or agreement with a competitor, on subjects other than those prohibited above, should be reviewed in advance with appropriate management, and if necessary, with US WorldMeds' outside counsel.

**c. Fairness in Employment**

Decisions as to hiring, promotion, and all other aspects of each US WorldMeds' employment relationship shall be based upon a person's qualifications and performance. In addition, all US WorldMeds employees must comply with the Company's policies prohibiting harassment and discrimination, as well as with all applicable laws regarding harassment and discrimination. Sensitive employee information and records, such as personal identifying and private health information, shall be maintained on a confidential basis and shall be used solely for appropriate purposes. US WorldMeds employees shall comply with the employment laws of the United States of America.

**d. Safety and Health**

US WorldMeds is committed to maintaining a safe and healthy work environment. You should comply fully with all applicable safety and health laws and regulations. You should immediately report any condition, which you believe to be unsafe or unhealthy.

**e. Environmental Laws**

US WorldMeds is committed to a safe environment and sound environmental actions. You are expected to comply fully with all applicable environmental laws and regulations. In the event you have a question or concern with respect to the environmental status of any US WorldMeds' facility, you should contact the Compliance Hotline.

**f. Copyrights and Computer Software**

The unauthorized duplication of copyrighted materials, including copyrighted computer software, is a violation of copyright laws and US WorldMeds' policy.

**g. Reporting to Government Agencies**

Any false, fictitious, or fraudulent statement to any government agency or actions which facilitate a third party making false, fictitious, or fraudulent statement to the government, are prohibited. In this regard, you should not take any action, which would facilitate a customer's misrepresentation of the actual price it has paid for US WorldMeds' products for purpose of government reimbursement including, but not limited to, the issuance of invoices which do not fully disclose all applicable discounts and rebates. US WorldMeds' policy is to assure that the information it provides directly or indirectly to government agencies, is truthful, accurate, and not misleading.

**h. Confidential Information**

You may have access to or become knowledgeable about sensitive information that is confidential, private, or proprietary to US WorldMeds or our customers and suppliers. Use of Company sensitive information (or confidential information received from third parties) is for Company purposes only and disclosure of such information should be limited to those within US WorldMeds who have a need to know. Confidential information includes trade secrets, information regarding the development of systems, processes, products, know-how and technology, and all non-public information that might be of use to competitors, or harmful to US WorldMeds or its customers, if disclosed.

**i. Protecting Company Assets**

All US WorldMeds' assets should be used for legitimate business purposes. You must comply with US WorldMeds' established technology and accounting policies and procedures at all times. You should fully and properly disclose the substance of all transactions to the individual who has the responsibility for accounting for a particular business transaction. US WorldMeds' technology and accounting personnel are expected to act with integrity to ensure that every transaction is properly recorded in US WorldMeds' books of accounting and records.

**j. Conflicts of Interest**

You should avoid situations where your private interests conflict with the interests of the Company. You must promptly disclose any potential conflict of interest to your supervisor, Human Resources, or the Compliance Officer so that it may be resolved. It should also be disclosed whenever you are asked to certify your understanding and adherence to the standards in this Code. In particular:

- i. You and/or, in some cases, your immediate family members, should avoid any business or financial relationship with customers, suppliers, or competitors that could influence or appear to influence you in carrying out your Company responsibilities. This includes a) an ownership interest in these companies other than the nominal amount of stock in a public company, and b) an interest in a transaction in which it is known that US WorldMeds may be interested.

- ii. You may not market products or services that compete with US WorldMeds or work for or receive money from a competitor, customer, or supplier without approval from an appropriate member of management.
- iii. You should not take advantage of US WorldMeds' corporate opportunities for personal profit.

USWM may remove any employee from any project or program, where a conflict of interest is reported.

**k. Political Contributions**

Except as permitted by law and approved by the Chief Executive Officer, no contribution may be made, directly or indirectly, using US WorldMeds' funds, to political parties or candidate for public office, or in connection with ballot propositions to be voted upon. Contributions include not only money, but such things as US WorldMeds' products and the purchase of tickets to political fund raising events.

**l. Extended Application of Certain US Law**

While, in general, it is US WorldMeds' policy to comply with the law of the country in which we are doing business, several U.S. laws apply to the actions of US WorldMeds employees:

- i. Relationships with Government Representatives:** Nothing of value, such as cash payments, gifts, favors, or entertainment, may be given, paid, promised, or offered, directly or indirectly, to any government official or other person acting on behalf of a government. There are certain exceptions to this general prohibition that can be relied upon only after consulting US WorldMeds' outside counsel for guidance.
- ii. Boycotts:** US WorldMeds is prohibited under U.S. law from complying with requests for information or action furthering one country's boycott of another country, which is friendly to the U.S. US WorldMeds must promptly report to the U.S. government any boycott-related requests for information or action. Such requests are sometimes included in a purchase order or letter of credit. US WorldMeds will consult outside counsel to give guidance in this regard.

**m. Relationships with Medical Professionals**

The laws of many countries specify or restrict US WorldMeds' relationship with health care providers including those dispensing or prescribing our products. In some instances, such laws contain a prohibition on rebates or certain other financial incentives being paid to customers. Any specific questions should be directed to the Compliance Officer to consult with outside counsel.

***n. Fair Dealings***

It is US WorldMeds' policy to deal fairly with its customers, suppliers, competitors, and employees. You should not take unfair advantage of customers, suppliers, competitors, and employees through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice.

**VI. WAIVERS**

A waiver of a provision of this Code of Conduct for an executive officer or any other employee may be made only with the approval of the Compliance Officer and Chief Executive Officer. Any waiver of this Code of Conduct granted to an executive officer will be documented and disclosed as required by applicable laws and regulations.

**VII. EFFECTS OF FAILURE TO COMPLY WITH CODE**

Conduct that violates this Code is expressly forbidden. It is important that you comply not only with the letter but, equally important, with the spirit of this Code. Any employee whose conduct violates this Code will be subject to disciplinary action, including, at our discretion, termination of employment and/or forfeiture of any benefits or rights that, under applicable law, are forfeitable upon a discharge for cause, and to the enforcement of such other remedies as we may have under applicable law.

The summaries of laws contained in this Code of Conduct are brief and necessarily omit many subtleties and variations that exist in such laws, as well as other laws that may impose requirements upon us. In addition, laws that affect us may be supplemented, amended, or repealed from time to time. If you have any questions or uncertainty concerning the impact of applicable laws upon your company activities, you should request prior advice from the Compliance Officer who, where appropriate, will confer with outside counsel.

**VIII. CODE OF CONDUCT NOT A CONTRACT OF EMPLOYMENT**

This Code of Conduct is not a contract of employment nor is it meant to limit our rights to discipline or terminate employees for any acts of omissions, including those not set forth as part of this Code of Conduct. This Code of Conduct does not change the status of any at-will employee. We retain all rights in connection with the discipline and/or termination of employees. This Code of Conduct is in addition to any employment contract that you may with us.

## **IX. CONTACT INFORMATION**

### **Compliance Hotline**

**1.855.247.7800**

Menu:

1. To speak with the Compliance Officer regarding compliance and ethics, **dial 1**
2. To speak with the Human Resources Director on HR and employment, **dial 2**
3. To make any type of report on an anonymous basis, **dial 3**

### **Compliance Email**

compliance@usworldmeds.com

### **Compliance Officer**

Amy Yuda

502.815.8197 (direct)

[ayuda@usworldmeds.com](mailto:ayuda@usworldmeds.com)

### **Human Resources Director**

Melanie Comella

502.815.8145 (direct)

[mcomella@usworldmeds.com](mailto:mcomella@usworldmeds.com)