

CODE OF CONDUCT

IDA FOUNDATION

FOR THIRD PARTIES

Owner: Statutory Directors and Management Team IDA Foundation
Author: Michiel de Goeje/Ethics & Compliance Officer
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PREFACE

Dear business partners,

At IDA we feel a strong sense of responsibility to act with integrity and to respect all those who have a stake in our success, including our customers, employees, suppliers and other business partners. To illustrate the importance of this for us as an organization, we have established this Third Party Code of Conduct (the Code).

A Code of Conduct is defined as “a set of rules outlining the responsibilities of, or proper practices for, an individual, party or organization”. This Third Party Code of Conduct is not only an essential source of guidance, it is also a reflection of the nature of our organization and what we stand for and includes regulations on professional conduct.

Transparency on compliance matters is vital. We trust that you will act responsibly and, when in doubt, will not hesitate to raise concerns or ask questions with respect to ethics and compliance. Business partners who raise concerns in good faith are respected for their honesty.

In our line of work we feel a great sense of responsibility, playing a role in advancing people’s health through the supply of affordable medicines and medical supplies to low and middle income countries. We want to create a world with accessible and quality healthcare products for all. Our motivation to achieve our mission has a profound effect on the way we do business, and ensures that our customers can trust us to be an honorable player in all aspects of business. This Code of Conduct sets general standards that we ask our business partners to uphold, but is also dynamic in the sense that we continuously strive to improve our practices for the good of all our stakeholders.

Let us collaborate and put our hands together to maintain the exemplary status of IDA as the respectable not-for-profit organization in healthcare.

Wendy Eggen

Managing Director
IDA Foundation

1. INTRODUCTION

The Code sets forth our standards for business practice and personal conduct. It describes IDA's minimum expectations and standards as to what we expect from you and to ensure that we act with integrity and respect for the law. The Code does not address every ethical or legal issue that might arise, and does not describe all laws, regulations and policies that apply to IDA and the performance of your duties, or give full details on any individual law. The Code also does not replace your responsibility to exercise good judgment and use common sense. The Code is aimed to provide general guidance. Please turn to your IDA contact person in case you need assistance in making the right decisions.

This Code applies to all the business partners that IDA does business with, including agents, distributors, suppliers, consultants, freight forwarders and other service providers. The Code applies everywhere IDA does business and also applies to your subcontractors when they are handling the IDA business. Using a third party or other means to bypass this Code is prohibited.

Our business partners are expected to comply with the Code and all applicable laws, rules and regulations. If any part of the Code conflicts with applicable law, the law will prevail.

Neglecting or violating the law or our Code can, however small the violation, have serious consequences for IDA and the business partners involved. A violation may lead to immediate termination of the contract and notification of the appropriate authorities.

From time to time, we may revise this Code. If and when this happens, you will be notified. You will then be responsible for becoming familiar with such revisions.

2. GENERAL PRINCIPLES

IDA is committed to and expects everyone to promote a culture of openness in which we all feel comfortable to raise questions, dilemmas and concerns regarding the interpretation of, or adherence to, this Code. Remaining silent in the event of a possible violation can only worsen the situation and decrease trust.

You are expected to:

- Familiarize yourself with the Code
- Follow applicable law and this Code
- Act ethically and with integrity in all business dealings
- Use good judgment and avoid even the appearance of improper behavior
- Ask questions and seek guidance if ever unsure or faced with a possible dilemma
- Speak up if you think the law or this Code has been breached in any way
- Cooperate with investigations, if any

If you are in doubt use common sense and ask yourself:

- Is it ethical? Is it legal? Is it right?
- Is it consistent with the Code?
- Will it reflect well on me, my organization and IDA?
- Would I want to read about it in the newspaper?
- Will I feel good about my decision tomorrow?

If the answer is “No” to any of these questions, don’t do it!

3. PEOPLE

We request you to build a welcoming and safe work environment in which there is trust and all people are treated with dignity and respect, as we also strive to uphold open and honest communication and to prevent discrimination, harassment, and unsafe practices.

IDA is committed to the promotion of diversity, inclusion and equality. We ask you to sustain an environment free from discrimination, where employees are regarded with dignity and treated equitably on the basis of their capability and contribution. Discriminatory behaviors and practices undermine people's skills and potential and are unacceptable to us. We want you to recruit, select, train, promote and pay people solely on the basis of their merit, experience, qualifications, achievements, performance and other job-related criteria, without discrimination or concern for race, religious belief or affiliation, nationality, social or ethnic origin, color, sex, sexual orientation, union membership, gender identity or expression, age, health condition, marital status, political orientation, physical or mental disability or any other legally protected status.

All forms of physical, verbal, non-verbal or psychological harassment or other unacceptable behavior that may be regarded or perceived as threatening, abusive, degrading or humiliating will not be tolerated.

We specifically ban sexual harassment, which includes any sexual advances or requests for sexual favors which are unwelcome or where submission to or rejection of such conduct is used as the basis for employment decisions. Sexual harassment also includes verbal, visual or physical conduct of a sexual nature which create an intimidating, hostile or offensive working environment.

IDA wants you to provide a safe and secure working environment. The health and safety of your employees, and the people that you welcome to your workplaces, is a priority. You are responsible for complying with safety rules and regulations, and for taking the necessary precautions to protect your employees.

You are expected to maintain a work environment that is free from drug and alcohol abuse. Misusing controlled substances or being under the influence of alcohol or other intoxicating substances during work is prohibited.

4. HUMAN RIGHTS

IDA supports fundamental human rights for all people as set out in the United Nations Universal Declaration of Human Rights and the core labor standards set out by the International Labour Organization.

IDA respects the right of employees to freedom of association and collective bargaining as permitted by and in accordance with applicable laws and regulations, without harassment, interference or retaliation.

IDA does not tolerate any form of child labor, as defined by the International Labour Organization (ILO), by any of her business partners and supports the effective abolition thereof. IDA follows the definition of the minimum age for admission to employment or work as set by the International Labour Organization. Additionally, all young workers (until the age of 18), if hired, must be protected from performing any hazardous work; specifically related to their health, welfare, safety or education, work that interferes with the child's education or work that harms the child's health or development.

IDA is committed to freely chosen labor and supports efforts to eradicate human trafficking. IDA does not tolerate any form of forced, compulsory or debt bonded labor practices, or human trafficking by any of our business partners. Procuring commercial sex acts during the period of performance of our contract is prohibited.

Your employees should have an employment contract, recruitment agreement or other required document in writing. You are not allowed to destroy, conceal, confiscate or otherwise deny access to identity or immigration documents, nor to charge recruitment fees to employees. If you provide or arrange housing, than this housing should meet the host country housing and safety standards. And if you employ somebody who is brought into the country for the purpose of working on IDA business, than you should provide return transportation upon the end of employment.

5. BUSINESS AND FINANCIAL RECORDS

You should maintain accurate books and records that fully and accurately reflect your business transactions in accordance with applicable laws, accounting standards and your internal controls. Your invoices to us need to have an accurate and concise description of the products or services that you provided and reflect the true nature of any transaction.

6. CONFLICTS OF INTEREST

IDA expects that its business partners act in the best interest of IDA. A conflict of interest, or even the appearance of a conflict of interest, should be avoided. If you think that you may have a conflict of interest, please contact your contact person at IDA to discuss the matter.

7. ANTI-BRIBERY AND CORRUPTION

IDA acts with integrity and complies with applicable anti-bribery and corruption laws including, but not limited to, the US Foreign Corrupt Practices Act and the UK Bribery Act.

IDA understands that giving and receiving gifts or entertainment is part of the business and social world. You should evaluate whether a gift, meal, hospitality or entertainment is reasonable and proportionate. You are not allowed to pay money to one of our employees in their personal capacity. IDA employees are only allowed to accept unsolicited, modest gifts.

IDA will not tolerate any form of bribery or corruption, including facilitation or facilitating payments, irrespective of whether or not local law permits them. We expect the same from our business partners. We may conduct risk-based due diligence on our business partners and will only do business with partners that comply with this Code.

8. INFORMATION CONFIDENTIALITY AND SECURITY

Safeguarding the confidential and proprietary information of IDA, as well as any personal data, is fundamental to our success and the preservation of our reputation. We manage our information assets in compliance with applicable privacy laws. All business partners of IDA have the responsibility to respect and maintain the confidentiality and security of this information. While you may use confidential or proprietary information as needed to perform your job, you are responsible for protecting that information from improper/unauthorized disclosure, misuse, theft or accidental disclosure.

This means you should:

- use the confidential information only for its intended and permitted purpose(s)
- access or use personal data only to the extent it is related to and needed for legitimate business purposes
- not provide confidential or proprietary information or personal data to a third party without appropriate authorization from IDA and an adequate confidentiality agreement; if in doubt, check with your IDA contact person
- Any loss of confidential information or personal data needs to be reported immediately to your IDA contact person

We protect the Intellectual Property (IP) that is owned by IDA or licensed from others. IDA's IP includes copyrights, patents, trademarks, product and package designs, brand names and logos, research and development. You are expected to support the protection, maintenance and defense of IDA's IP rights.

9. ANTI-TRUST AND COMPETITION LAW

Most countries have antitrust or competition laws that are intended to protect consumers and to promote fair and healthy competition. IDA will compete in a fair and ethically justifiable manner within the framework of such anti-trust and competition laws and we expect you to do the same.

10. PRODUCT AND SERVICE QUALITY

While IDA is subject to many rules and regulations; our number one commitment will always be to the people who use our products. We are ethically and legally obligated to ensure that the quality of our products meets the highest safety standards. Because IDA is a global company, the laws and regulatory requirements of one country may apply to activities in another country. In the event local laws and regulatory requirements differ, the stricter requirements generally apply. IDA expects that its business partners also adhere to its high-quality standards.

11. ENVIRONMENT

IDA cares for the environment and we operate in an environmentally responsible and efficient manner to minimize adverse impacts on the environment. Waste and emissions are being kept as limited as possible, when having the potential to adversely impact human or environmental health. IDA complies with all applicable environmental laws, regulations, guidelines and industry codes and we want you do to the same.

12. MONEY LAUNDERING

'Money laundering' is the process by which persons or groups try to conceal or disguise the proceeds of illegal activities or try to make the sources of their illegal funds look legitimate. IDA will not tolerate, facilitate or support money laundering and therefore we request you to:

- Follow appropriate due diligence procedures to understand the business and background of your prospective business partners and to determine the origin and destination of money transactions.
- Report suspicious transactions or incidents to your IDA contact person.
- Only do business with us through bank transfers. IDA does not accept or make cash payments.

13. CUSTOMS AND TRADE CONTROLS

IDA's transactions are subject to various national and international customs, trade, import and export control regulations, boycotts and trade restrictions.

IDA is committed to complying with all applicable customs, trade, import and export control regulations, which are complex and may change quickly as governments adjust to new political and security developments. Sanctions for non-compliance can be severe, including fines and imprisonment for responsible individuals.

We expect all our business partners to adhere to the following standards:

- ✓ Respect applicable trade laws and restrictions, including all import and export regulations, and follow all expert guidance to ensure adherence to such laws and regulations;
- ✓ Give accurate and truthful information to all customs authorities; never make any false statements in any trade documentation in order to get around trade restrictions, import and export regulations;
- ✓ Make sure that all necessary import and export licenses are obtained;
- ✓ Take extra care with exports of goods that could be used for military or nuclear purposes or to military or governmental customers. This also applies to products that can be used to manufacture biological or bacteriological weapons, to torture people or to manufacture narcotics.
- ✓ Due to the international character of our business, multiple trade sanctions and export controls regimes may apply. When in doubt, please check with your contact person.
- ✓ When handling the IDA business, make sure that you are not dealing with any entities that are on the prohibited party lists of the United Nations, the European Union, the United States of America or debarred persons lists of the World Bank or one of the international development banks.

14. REPORTING CONCERNS

Any suspected or actual violation of this Code, our contract or any applicable law must be reported immediately to your IDA contact person. We encourage you to come forward with any work-related questions or concerns about any specific activity. We will not retaliate against anybody who raises a concern or asks a question in good faith.