



Vendor Code of Conduct

As a pharmaceutical company, Alexion Pharmaceuticals, Inc., and its subsidiaries and divisions (collectively “Alexion”) conduct a wide array of activities in the global health care marketplace, including manufacturing, research, medical and other education, marketing and sales. Also, Alexion is a US public company that interacts with governments and other third parties. These activities are subject to numerous legal and ethical standards, many of which are unique to the health care industry.

Alexion aims to operate in a manner that reflects high ethical standards and is committed to complying with all applicable laws, regulations and other legal requirements in every country in which Alexion operates. Accordingly, Alexion seeks to conduct business with third- party vendors who share our commitment to high ethical standards and operate in a responsible and ethical manner.

General Responsibilities

Alexion relies on an innovative and competitive vendor base to provide it with products and services which will meet its business requirements. Alexion employees are required to comply with Procurement and Competitive Bid policies, which are designed to ensure the following:

- Best total value vendors are selected; total Value includes quality, service and cost
- Alexion intellectual capital is protected
- Vendors are treated fairly and equitably

All employees are expected to act at all times in accordance with good business judgment for the benefit of the Company and to avoid activities that could create a conflict of interest or appearance of such a conflict.

Vendors in turn are required to comply with the guidance provided in this Code of Conduct in order to be considered a vendor in good standing and as a condition of continuing a business relationship with Alexion. Vendors’ integrity and honesty impact the character of Alexion.

Vendors are encouraged and expected to seek guidance or raise concerns to Alexion related to potential violations of this code of conduct or applicable Alexion policies. Alexion offers confidential web-based and telephone reporting lines to employees and third-party vendors. Anonymity is provided to users of these reporting systems who wish to remain anonymous. If you have knowledge of or suspect any misconduct, call one of

the numbers footnoted below or visit www.Alexion.EthicsPoint.com. By accepting our business terms and agreeing to do business with Alexion, all vendors are agreeing to comply with this Code of Conduct.

Good Manufacturing Practices (GMP) Quality.

Where applicable, a vendor supplying Alexion with GMP Materials must comply with the minimum quality requirements as mutually agreed upon with Alexion. Vendors must ensure appropriate communication mechanisms between the quality organizations of Alexion and the vendor, to ensure materials supplied to Alexion comply with Alexion requirements and to the current GMP as set forth in the current version of applicable standards and pharmacopeia. A vendor is expected to furnish all labor, supervision, machinery, equipment, materials, supplies, licenses, permits, and all other requirements necessary to perform the services in compliance with this code of conduct. That vendor will conduct all activities concerning the products in accordance with the agreed-upon quality criteria, and applicable supply agreements executed between the vendor and Alexion.

The vendor shall have in place a quality system to manage and control supplier's operations in adherence to the current Good Manufacturing Practices (cGMP) where applicable, as set forth in the United States Code of Federal Regulations and other applicable local laws and regulations guiding materials for use in the manufacturer of pharmaceutical products including European regulations, where applicable.

Business Conduct and Ethics

Vendors shall conduct their business in an ethical manner and act with integrity. The ethics elements include:

Intellectual Property: Comply with the intellectual property ownership rights of Alexion including but not limited to copyrights, patents, trademarks and trade secrets; and manage the transfer of technology and know-how in a manner that protects intellectual property rights.

Trade: Comply with all applicable trade controls, as well as all applicable export, re-export, and import laws and regulations.

Antitrust: Conduct business in full compliance with antitrust and fair competition laws that govern the jurisdictions in which they conduct business.

Business Records: Honestly and accurately record and report all business information and comply with all applicable laws regarding their completion and accuracy. Create, retain and dispose of business records in full compliance with all applicable legal and

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regulatory requirements. Demonstrate honesty and integrity in discussions with regulatory agency representatives, government officials, etc.

Business Integrity, Reputation and Fair Competition: Corruption, extortion and embezzlement are prohibited. Vendors shall not pay or accept bribes or participate in other illegal inducements in business or government relationships.

Confidentiality: Never communicate externally, including in marketing presentations, about Alexion's prospects, performance or policies nor disclose Inside Information without prior written approval from Alexion. Insider Information can be defined as a non-public fact regarding the plans or condition of a publicly traded company that could provide a financial advantage when used to buy or sell shares of the company's stock. Vendors must safeguard Alexion's confidential or proprietary information.

Anti-Corruption: Never participate in bribes or kickbacks of any kind, whether in dealings with public officials or individuals in the private sector. Alexion is committed to observing the standards of conduct set forth in the U.S. Foreign Corrupt Practices Act ("FCPA") and the anti-corruption and anti-money laundering laws of the countries in which Alexion operates. Vendors must comply with all applicable anti-corruption and anti-money laundering laws, including the FCPA, as well as laws governing lobbying, gifts, and payments to public officials, political campaign contribution laws and other related regulations.

Marketing and Promotional Practices: All marketing and promotional materials and activities must conform to high ethical, medical, and scientific standards, and comply with all applicable laws and regulations. All vendors engaged in marketing and promotional practices are expected to know, understand and comply with all applicable legal and regulatory requirements. Promotional materials and activities that mention the products or services of third parties (e.g. Alexion competitors) must fairly and accurately represent these products and services.

Privacy: Vendors shall protect the confidentiality and security of Personally Identifiable Information (PII) by ensuring implementation of appropriate safeguards. Use and disclosure of Personally Identifiable Information must be limited to those purposes for which it was received to ensure that individuals' privacy rights are protected. PII, as used in U.S. privacy law and [information security](#), is information that can be used on its own or with other information to identify, contact or locate a single person, or to identify an individual in context.

Payments to Third Parties:

Many countries have adopted transparency legislation or codes that require the retention and reporting of payments made to doctors and other health care providers, patient organizations, hospitals, teaching institutions and other medical organizations. Vendors who make such payments (for example, Clinical Research organizations) are expected to retain such records and provide them to Alexion in a manner that enables Alexion to meet its reporting requirements under these laws.

Concerns or questions may be reported anonymously to 1-866-294-8685; please visit www.Alexion.EthicsPoint.com for a list of international numbers or to use our web-based reporting.

Labor

Alexion expects its vendors to share its commitment to human rights and equal opportunity in the workplace and conduct their employment practices in full compliance with all applicable laws and regulations, and to treat them with dignity and respect.

- **Pre-Engagement Screening: Vendors** should be aware that they will be subject to Alexion's due diligence process and must be in compliance prior to commencement of an engagement. **Alexion requires all contracted vendors providing contingent workers to be in compliance with** Alexion's Global Background Screening Components and Thresholds Policy.

Environment, Health & Safety

Vendors shall operate in an environmentally responsible and efficient manner to minimize adverse impacts on the environment. Vendors are encouraged to conserve natural resources, avoid the use of hazardous materials where possible and engage in activities that reuse and recycle. The environmental elements include:

Environmental Authorizations: Vendors shall comply with all applicable environmental regulations. All required environmental permits, licenses, information registrations and restrictions shall be obtained and their operational and reporting requirements followed.

Waste and Emissions: Vendors shall have systems in place to ensure the safe handling, movement, storage, recycling, reuse, or management of waste, air emissions and wastewater discharges. Any waste, wastewater or emissions with the potential to adversely impact human or environmental health shall be appropriately managed, controlled and treated prior to release into the environment.

Spills and Releases: Vendors shall have systems in place to prevent and mitigate accidental spills and releases to the environment. Vendors shall provide a safe and healthy working environment, including for any company-provided living quarters. The Health and Safety elements include:

- **Worker Protection: Vendors** shall protect workers from over exposure to chemical, biological, physical hazards and physically demanding tasks in the work place and in any company provided living quarters.
- **Process Safety: Vendors** shall have programs in place to prevent or mitigate catastrophic releases of chemicals.
- **Emergency Preparedness and Response: Vendors** shall identify and assess emergency situations in the workplace and any company-provided living quarters, and minimize their impact by implementing emergency plans and response procedures.

Hazard Information: Safety information relating to hazardous materials including pharmaceutical compounds and pharmaceutical intermediate materials shall be available to educate, train and protect workers from hazards.

Animal Welfare

Animals should be treated respectfully, with pain and stress minimized. Animal testing should be performed after consideration to replace animals, reduce the numbers of animals used or refine procedures to minimize distress. Alternatives should be used wherever scientifically valid and acceptable to regulators.

Management Systems

Vendors shall use management systems to facilitate continual improvement and compliance with the expectations of these principles. The management system elements include:

Commitment, Accountability and Risk Management: Vendors shall demonstrate commitment to the concepts described in this document by allocating appropriate resources. Vendors shall have mechanisms to determine and manage risks in all areas addressed by this document.

Legal and Customer Requirements: Vendors shall identify and comply with applicable laws, regulations, standards and relevant customer requirements.

Identification of Concerns: All workers should be encouraged to report concerns or illegal activities in the workplace without threat of reprisal, intimidation or harassment. Vendors shall investigate and take corrective action if needed.

Fraud Prevention and Reporting: Vendors shall implement robust fraud prevention and reporting programs. Vendors are required to report all frauds involving Alexion business, regardless of materiality.

Documentation: Vendors shall maintain documentation necessary to demonstrate conformity with these expectations and compliance with applicable regulations.

Training and Competency: Vendors shall have a training program that achieves an appropriate level of knowledge, skills and abilities in management and workers to address these expectations.

Continual Improvement: Vendors are expected to continually improve by setting performance objectives, executing implementation plans and taking necessary corrective actions for deficiencies identified by internal or external assessments, inspections, and management reviews.

Business Continuity: Vendors are responsible for the development and implementation of appropriate business continuity plans for operations supporting Alexion business. These plans should be designed and kept current to promptly recover and restore partially or completely interrupted critical functions to minimize disruption to Alexion's business and protect Alexion's reputation.

Alexion Framework of Guidelines and Policies

In addition to the principles herein, Alexion has defined an Employee Code of Conduct stating Alexion's policy on the fundamental standards to be followed by Alexion employees in their everyday actions on behalf of Alexion and to promote honest, legal and ethical conduct. Accordingly, Alexion's vendors interacting with Alexion employees should understand and comply with Alexion's principles regarding conflicts of interest and acceptance of entertainment and gifts as noted below:

Conflicts of Interest

Alexion expects all of its employees to be free from actual or potential conflicts of interest. A conflict of interest occurs whenever the prospect of direct or indirect personal gain may influence or appear to influence your judgment or actions while conducting Alexion business.

Acceptance of Entertainment & Gifts

Conducting business may involve occasional business-related entertainment or exchanges of gifts of nominal value. Alexion employees may accept entertainment when it is: lawful and ethical, customary and reasonable in value, occasional, and in support of Alexion's business and not just for their own well-being or use. At least one vendor representative must be present during any of these occasions (meals, entertainment, etc.).

Alexion employees may generally accept unsolicited gifts of nominal value (e.g., pens, mugs, calendars, etc.) when such gifts are infrequent and customary in a business relationship.

During the normal course of business and to avoid a conflict of interest, the appearance of a conflict of interest, or the need for our employees to examine the ethics of acceptance, Alexion employees must not accept gifts from vendors, attend any events or receive any other transfer of value that is greater than \$100. Exceptions related to gifts will need to be approved by both Global Procurement and Compliance departments. Vendors seeking exceptions should contact Alexion's Procurement Department. Other third parties or Alexion employees should contact Alexion's Compliance Department.

Alexion employees and their immediate family members are subject to additional restrictions while actively engaged with vendor prior to, during or after sourcing events, contract negotiations or periods of award reviews, and should not accept any gifts from vendors or potential vendors. For example, during this pre-award period, Alexion

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employees should decline invitations to entertainment or sporting events, and are advised to return or dispose of even the most nominal holiday gifts.

Alexion employees should NOT accept travel and overnight accommodations as these are not considered reasonable in value. Exceptions to this rule may only apply if an Alexion employee is asked to speak at a relevant event or conduct an on-site visit business review/inspection etc. at an aggregate cost of no more than \$1,000 – with approval by an Alexion Vice President or above.

Employees are required to professionally inform vendors, potential vendors and others of this policy, and the reasons the company has adopted the policy. Employees will request that vendors respect our company policy and not purchase and deliver any gift beyond established thresholds for our employees, a department, an office or the company, at any time, for any reason.

This Code of Conduct may be amended by Alexion from time to time, and all updates are effective immediately upon posting. The Code of Conduct is posted on Alexion's website.