



# Supplier Code of Conduct





## 1.0 Purpose

This Supplier Code of Conduct (the "Code") describes the ethical principles and compliance commitments required of Suppliers when doing business with or on behalf of PRA Health Sciences, Inc. ("PRA"). These principles and commitments apply to all aspects of PRA's business.

For purposes of this policy, PRA means PRA Health Sciences, Inc., any entity which is at any time the parent or subsidiary of PRA Health Sciences, Inc., and any of its affiliates.

## 2.0 Applicability

This Code applies to all suppliers, vendors, independent contractors, consultants, and other third parties providing goods or services to PRA, or otherwise acting for or on its behalf (each a "Supplier" and collectively "Suppliers"). Suppliers must ensure their workers are informed of and understand the principles established in this Code. Suppliers must require any third party they engage with to provide goods or services to or on behalf of PRA to comply with this Code.

## 3.0 Reporting Non-Compliance

Suppliers are encouraged to make a report to their PRA contact in the event they become aware of an actual or suspected breach of the Code by PRA or Suppliers' personnel or others providing goods or services to or for PRA.

Anonymous reports, where allowed by law, may be made to the PRA Compliance Hotline via [www.praintl.ethicspoint.com](http://www.praintl.ethicspoint.com) or by calling 1.855.252.3979 in the U.S. Country-specific numbers may be found at [www.praintl.ethicspoint.com](http://www.praintl.ethicspoint.com). Calls may be made in local language.

## 4.0 Consequences of Non-Compliance

If a Supplier fails to meet the requirements in this Code and/or fails to implement an improvement plan that is satisfactory to PRA in its sole discretion, PRA reserves the right to terminate its relationship with the Supplier, including any ongoing work.



## 5.0 PRA's Ethical Principles and Compliance Requirements

### 5.1 Legal Compliance

PRA is committed to following both the letter and the spirit of all applicable laws. Likewise, all Suppliers providing goods and/or services to PRA must comply with the letter and spirit of applicable laws, rules, and regulations.

### 5.2 Business Integrity

#### 5.2.1 Business and Financial Records

Accurate and reliable records are crucial to PRA's business. Suppliers must maintain accurate business and financial records regarding all matters relating to PRA and in accordance with applicable laws, regulations, and accounting standards.

#### 5.2.2 Honest and Fair Dealings

PRA competes fairly and honestly on the merits of the goods and services we provide. We make procurement decisions free from corrupt or other illegitimate consideration. Suppliers are expected to equally compete both fairly and honestly.

##### 5.2.2.1 Anti-Bribery/Anti-Corruption

Suppliers must comply with applicable anti-bribery and anti-corruption laws and regulations including, but not limited to, the U.S. Foreign Corrupt Practices Act, the UK Bribery Act, and local laws and regulations prohibiting bribery of government and/or non-government officials. Even in locations where such activity may not be prohibited by law or local regulation, it is absolutely prohibited by PRA policy.

###### **Suppliers must never:**



Directly or indirectly give, offer, or promise a bribe or kickback, or authorize anyone else to do so;



Directly or indirectly receive, solicit, or agree to accept a bribe or kickback, or authorize anyone else to do so; or,



Directly or indirectly make facilitation payments, regardless of whether the payment is in a nominal amount.



### **5.2.2.2 Conflicts of Interest**

Suppliers must avoid conflicts of interest in their relationship with PRA and other entities and organizations doing business with and on behalf of PRA, including healthcare providers. Suppliers must promptly notify PRA in writing of any actual, apparent, or potential conflicts of interest as they become known.

### **5.2.2.3 Gifts and Entertainment**

Gifts should never be offered to or provided by a Supplier to establish or retain business and all gifts must be preapproved by PRA's Compliance Office. Gifts in the form of cash or cash equivalents, such as gift cards, are strictly prohibited. Gifts and entertainment given to and provided by or on behalf of PRA and its personnel must be in compliance with law and be nominal, modest, reasonable, and infrequent.

### **5.2.2.4 Fair Competition and Antitrust**

Suppliers must comply with fair competition laws, and shall employ fair business practices, including accurate and truthful advertising. Suppliers must comply with applicable, fair competition and antitrust laws and regulations.

### **5.2.3 Insider Trading**

Suppliers must prohibit and prevent their employees from buying, selling, or transferring stock or other securities of any company based on material, nonpublic information. Information should be regarded as material if there is a reasonable likelihood that it would be considered important to an investor in making an investment decision. Nonpublic information is information that has not been previously disclosed to the general public and is otherwise not available to the general public.

### **5.2.4 Trade Controls**

Suppliers are to comply with all applicable laws and regulations regarding import, export, licensing requirements, sanctions, embargoes, boycotts, and other trade restrictions. Suppliers must provide accurate and truthful information to customs and other authorities when required. Suppliers must not provide PRA with any controlled items, technology, or technical data (other than such items categorized as "EAR99" under the U.S. Export Administration Regulations) without first notifying PRA of the appropriate classification or category in advance and with PRA's prior permission.

### **5.2.5 Good Practice Standards**

PRA's reputation as a leader in clinical development is the result of its focus on high quality standards. When providing goods and services on behalf of PRA in connection with a clinical trial, Suppliers must follow the global standards established by the International Council for Harmonization of Technical Requirements for Pharmaceuticals for Human Use (ICH), applicable local regulatory requirements, including standards related to security, availability, and/or processing integrity, and follow the ethical principles established in the Declaration of Helsinki. Suppliers must not use the services of any workers that have been debarred or otherwise prohibited from conducting clinical trials. Suppliers must immediately notify PRA upon identification of any worker who has been prohibited from participating in clinical trials.



## 5.3 Protecting Information Assets

### 5.3.1 Confidentiality

Suppliers must sign a confidentiality agreement before any exchange of confidential data occurs. Suppliers must ensure usage of PRA confidential data is authorized by PRA, and disclosure is made only to individuals when it is necessary to fulfill their roles and responsibilities (i.e., "need to know"). Confidential data includes data that is not public and, if the data is released publicly, may cause damage to the company. Confidential data also includes any other information designated by PRA as confidential in a supplier agreement.

### 5.3.2 Data Privacy & Data Protection

Suppliers shall operate in a manner consistent with applicable data protection laws, including privacy and security protections appropriate to the sensitivity of any personal data collected or otherwise processed by the Supplier on behalf of PRA. Personal data is data relating to an identified or identifiable person. An identifiable, natural person is one who can be identified, directly or indirectly, by reference to an identifier, such as name, identification number, location data, online identifier, or to one or more factors specific to the physical, physiological, genetic, mental, economic, cultural, or social identity of that natural person.

**Data protection requirements are established in Data Processing Agreements with PRA which include, but are not limited to, the following requirements:**



Suppliers shall obtain all required consents from data subjects to collect and use personal data.  
Suppliers shall only collect and use personal data on behalf of PRA as authorized by PRA for legitimate business purposes and not use it for their own purposes.



Suppliers shall have appropriate organizational and security measures in place (technical and physical) to ensure the protection of personal data against accidental, unauthorized, or unlawful loss, destruction, alteration, disclosure, use, or access.



Suppliers must notify PRA immediately, and no more than 24 hours after becoming aware of any unauthorized or unlawful processing, loss of, damage to or destruction of, such data.

## 5.4 Labor & Human Rights

### 5.4.1 Fair Treatment

Suppliers must provide a workplace free of harsh and inhumane treatment, including any sexual harassment, sexual abuse, corporal punishment, mental or physical coercion, or verbal abuse of workers.



#### **5.4.2 Anti-Discrimination**

Suppliers must provide equal employment opportunity for all staff without regard to an individual's race, religion, color, sex, sexual orientation, pregnancy, gender identity, gender expression, age, national origin, ancestry, physical or mental disability, medical condition, genetic information, military or veteran status, marital status, or any other legally protected status.

#### **5.4.3 Freedom of Association**

Suppliers shall respect the rights of workers to associate freely, join or not join labor unions, seek representation, and join workers' councils or other labor organizations consistent with applicable law. Workers shall be able to communicate openly with management regarding working conditions without threat of reprisal, intimidation, or harassment.

#### **5.4.4 Wages, Benefits, and Working Hours**

Suppliers shall pay employees according to applicable laws, including minimum wages, overtime hours, and mandated benefits. Suppliers shall compensate employees in a timely manner and clearly communicate the basis on which employees are compensated. Work hours for employees must not exceed the maximum set by applicable law or regulation.

#### **5.4.5 Prevention of Forced Labor, Slavery, and Human Trafficking**

**Suppliers must comply with all applicable anti-slavery and human trafficking laws. Suppliers must not:**

-  Engage in any form of forced or compulsory labor, whether in the form of involuntary prison labor, indentured labor, bonded labor, or otherwise;
-  Destroy, conceal, confiscate, or otherwise deny employees access to their identity or immigration documents;
-  Use misleading or fraudulent recruiting practices;
-  Use recruiters that do not comply with applicable labor laws;
-  Charge applicants or candidates recruitment fees;
-  Provide or arrange for mandatory housing that fails to meet applicable safety standards;



Fail to provide a written employment contract, recruitment agreement, or other required work document in writing and in the employee's native language if required by law or contract; or,



Fail to provide or pay the cost for return transportation at the end of employment for an employee brought into a country for work where the employee is not a national of the country where the work is taking place (unless the employee is legally permitted to remain in the country of employment and chooses to do so).

#### **5.4.6 Prevention of Child Labor**

Suppliers shall not use child labor in their business operations consistent with the International Labour Organization's core labor standards and the United Nations Global Compact Principles. Employment of workers below the age of 18 shall only occur (1) in nonhazardous conditions, and (2) where a country's legal age for employment or age for completing compulsory education is under 18.

#### **5.4.7 Internal Reporting Mechanisms**

Suppliers must provide mechanisms to enable workers to report workplace concerns and potentially illegal or unethical behavior and protect individuals who make good faith reports from retaliation. Suppliers shall investigate such reports and take appropriate corrective action, if needed and as appropriate.

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### **5.5 Safety, Health, & Environment**

#### **5.5.1 Health and Safety Protection**

Suppliers shall identify, mitigate, and monitor existing and emerging health and safety risks, and establish policies and practices to minimize the risk of unhealthy exposure to physical, psychological, chemical, and biological hazards. Suppliers should ensure that all employees receive appropriate training to protect workers from potential hazards. Safety information relating to hazardous materials, including pharmaceutical compounds and pharmaceutical intermediate materials, shall be available in languages commonly used by Suppliers' workforce to educate, train, and protect workers from hazards.

#### **5.5.2 Emergency Preparedness and Business Continuity**

Suppliers shall identify and assess potential situations that may impact the availability of Suppliers' goods and services and minimize their impact by implementing emergency plans and response procedures.

#### **5.5.3 Conservation and Environmental Protection**

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



#### **5.5.4 Environmental Regulations, Permits, and Reporting**

Suppliers shall comply with all applicable environmental laws and regulations. Suppliers must obtain, maintain, and keep current all required environmental permits, licenses, and registrations, and follow all related reporting and operational requirements.

#### **5.5.5 Waste and Emissions**

Suppliers shall have systems in place to ensure the safe handling, movement, storage, recycling, reuse, or management of waste, air emissions, and wastewater discharge.

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### **5.6 Management Systems**

**Suppliers must establish and maintain an appropriate management system to:**

-  Comply with applicable laws and regulations;
-  Comply with the expectations established in this Code;
-  Maintain adequate documentation to demonstrate compliance with applicable laws and regulations and the expectations set by this Code;
-  Detect and correct any non-compliance with applicable laws and regulations and the principles set forth in this Code;
-  Train employees working on PRA matters to understand applicable laws and regulations and the expectations set by this Code; and,
-  Communicate the expectations set by this Code to their supply chains.

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**PRA Health Sciences reserves the right to add, modify, or terminate current policies without prior notice.**