



Science For A Better Life

Bayer

Supplier Code of Conduct

Sustainability is a key element of Bayer's values and forms an integral part of our business strategy.



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Preamble

“Sustainable Development” is a globally accepted approach to sustaining economic growth without harming our planet or exhausting its resources while improving the quality of life for its current and future inhabitants.¹ Sustainability is deemed to make a significant contribution to any company’s success and to safeguarding its future development.

Being a founding member of the **United Nations Global Compact**, Bayer is one of the companies seeking to modify its operations and strategies to meet the 10 universally accepted principles in the areas of human rights, labor, the environment and anti-corruption.

Since 1994 Bayer has also supported the voluntary **Responsible Care** initiative of the chemical industry, according to which companies work together to continuously improve their health, safety and environmental performance.

As a member of the **Pharmaceutical Supply Chain Initiative** (PSCI) and the **Together for Sustainability Initiative** (TfS) we fully support their principles in the areas of ethics, labor rights, health and safety, environment and related management systems.

The Bayer Supplier Code of Conduct takes into account the well-established principles of sustainability that also have been incorporated in some important internal regulations at the Bayer Group:

- **Sustainability** is a key element of Bayer’s values and forms an integral part of our business strategy.
- With its **Sustainable Development Policy**, Bayer has clearly defined its commitment to the principles of sustainable development.
- Bayer’s Group-wide **Human Rights Position** underscores its efforts to uphold internationally recognized principles in the areas of human rights and working conditions.
- The **Corporate Compliance Policy** outlines key legal areas where the ethically and legally compliant behavior of Bayer’s employees is of utmost importance to the company’s well-being.

All these activities demonstrate how Bayer assumes its responsibility concerning social, ecological and ethical standards and how Bayer Group companies put into practice the principles of sustainable development in their daily operations.

Bayer **expects** all its **suppliers and subcontractors** to share the principles which are expressed in this Supplier Code of Conduct and that comprise an **important component of supplier selection and evaluation**. Moreover, we expect our suppliers to replicate these standards further down the supply chain.

This Supplier Code of Conduct is therefore made available to our suppliers with the goal of strengthening our mutual understanding of how sustainability should be practiced in day-to-day business.

¹ Bayer Sustainable Development Policy



1. Ethics

To meet social responsibilities, suppliers **are expected** to conduct their business in an ethical manner and to act with integrity. Ethical requirements include the following aspects:

Business Integrity

Suppliers are expected not to practice or tolerate any form of corruption, extortion or embezzlement. Suppliers will not offer or accept bribes or other unlawful incentives to/from their business partners. Suppliers are expected not to offer to Bayer employees gifts or any other kind of personal benefit resulting from the relationships with the suppliers.

Fair Competition

Suppliers will conduct their business in line with fair competition and in accordance with all applicable anti-trust laws.

Privacy & Intellectual Property

Suppliers will safeguard and make only appropriate use of confidential information and ensure that all employees' and business partners' privacy and valid intellectual property rights are protected.

Identification of Concerns

Suppliers will provide means for their employees to report concerns or potentially unlawful activities in the workplace. Any report should be treated in a confidential manner. Suppliers will investigate such reports and take corrective action if needed.

Standards When Conducting Clinical Trials

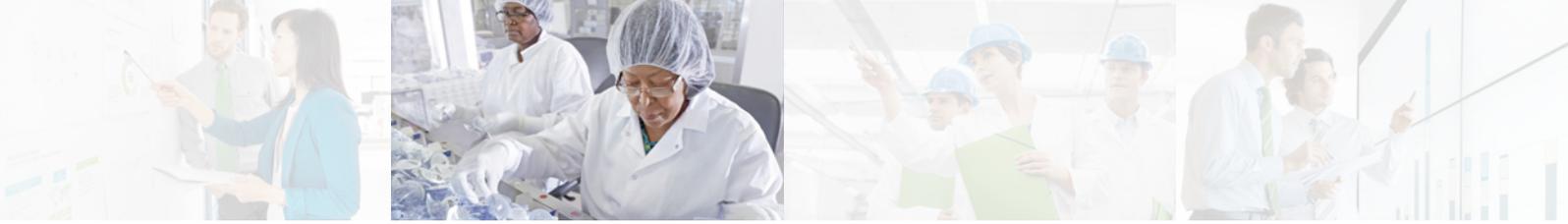
Suppliers are expected to conduct clinical trials in accordance with the international guidelines, the current national and local laws and regulations and the strictest medical, scientific and ethical principles, in particular the Declaration of Helsinki.

Animal Welfare

If applicable to the suppliers' industry, animal testing will be minimized and alternatives will be used whenever possible, scientifically valid and acceptable to regulators.

Conflict Minerals

Suppliers are expected to ensure that products supplied to Bayer do not contain metals derived from minerals or their derivatives originated from conflict regions that directly or indirectly finance or benefit armed groups.



2. Labor

Suppliers **are expected** to protect the human rights of their employees and to treat them with dignity and respect. This includes the following aspects:

Child Labor Avoidance

We do not tolerate child labor in our supply chain. Suppliers should avoid any sort of child labor in their business operations consistent with the ILO's² (International Labour Organization) core labor standards and the United Nations Global Compact principles.

Freely Chosen Employment

Forced, bonded or indentured labor or involuntary prison labor will not be utilized by the suppliers.

Diversity and Inclusion

Equal treatment of all employees will be a fundamental principle of the supplier's corporate policy. Typical discriminatory treatment takes into consideration – consciously or unconsciously – irrelevant characteristics of an employee such as race, national origin, gender, age, physical characteristics, social origin, disability, union membership, religion, family status, pregnancy, sexual orientation, gender identity, gender expression or any unlawful criterion under applicable law. Suppliers will ensure that their employees are not harassed in any way. Bayer encourages suppliers to provide an inclusive and supportive working environment and to exercise diversity when it comes to their employees as well as in their decisions to select subcontractors.

Fair Treatment

Suppliers will provide their employees with a workplace free of harsh and inhumane treatment, without any sexual harassment, sexual abuse, corporal punishment or torture, mental or physical coercion or verbal abuse of employees, or the threat of any such treatment. Furthermore, suppliers are expected not to unfairly terminate any employment contract or without clear

evidence specify that the termination of an employment contract, in relation to the working performance of an employee, is permitted by law.

Working Hours, Wages and Benefits

Working hours for suppliers' employees will not exceed the maximum set by the applicable national law. Compensation paid to employees will comply with applicable national wage laws and ensure an adequate standard of living. Unless otherwise provided by local laws, deductions from basic wages as a disciplinary measure will not be permitted (this does not exclude the entitlement of damages on a contractual or legal basis). Suppliers are expected to provide their employees with fair and competitive compensation and benefits. Compensation and benefits should aim at providing an adequate standard of living for employees and their families. Suppliers' employees will be paid in a timely manner. It is recommended that suppliers offer their employees ample training and educational opportunities.

Freedom of Association

Suppliers will be committed to an open and constructive dialogue with their employees and workers' representatives. In accordance with local laws, suppliers will respect the rights of their employees to associate freely, join labor unions, seek representation, join works councils and engage in collective bargaining. Suppliers will not disadvantage employees who act as workers' representatives.

² Minimum Age Convention 1973; (No. 138); Worst Forms of Child Labour Convention, 1999, (No. 182)



3. Health, Safety, Environment and Quality

Suppliers **are expected** to provide a safe and healthy working environment and, if applicable, safe and healthy company living quarters, and to operate in an environmentally responsible and efficient manner. Suppliers will integrate quality into their business processes. This comprises the following aspects:

Quality Requirements

Suppliers will meet generally recognized or contractually agreed quality requirements in order to provide goods and services that consistently meet Bayer's needs, perform as warranted and are safe for their intended use.

Health, Safety, Environmental and Quality Regulations

Suppliers will comply with all applicable quality, health, safety and environmental regulations. All required permits, licenses and registrations will be obtained, maintained and kept up-to-date. Suppliers will fulfill their operational and reporting requirements.

Product Safety

Material safety data sheets containing all necessary safety-relevant information will be made available by suppliers for all hazardous substances and will be provided to Bayer and other parties in case of a legitimate need.

Occupational Health and Safety

Suppliers will protect their employees from any chemical, biological and physical hazards and physically demanding tasks in the workplace as well as from risks associated with any infrastructures used by their employees. Suppliers will provide appropriate controls, safe work procedures, preventative maintenance and necessary technical protective measures to mitigate health and safety risks in the workplace. When hazards cannot be adequately controlled by these means, suppliers will provide employees with appropriate personal protective equipment. Safety information relating to hazardous materials³ – including compounds in intermediate materials – shall be available to educate, train and protect workers from hazards. A safe and healthy working environment also includes as a minimum potable drinking water, adequate lighting, temperature, ventilation and sanitation and, if applicable, safe and healthy company living quarters.

Process Safety

Suppliers will have safety programs in place for managing and maintaining all their production processes in accordance with the applicable safety standards. Suppliers will address product-related issues and their potential impact during all stages of the production process. For hazardous installations the supplier will conduct specific risk analyses and implement measures that prevent the occurrence of incidents such as chemical releases and/or explosions.

³ According to the UN GHS (United Nations Globally Harmonized System)



3. Health, Safety, Environment and Quality

Emergency Preparedness, Risk Information and Training

Suppliers will make available safety information on identified workplace risks and suppliers' employees will be correspondingly trained to ensure they are adequately protected. Suppliers will identify and assess likely and potential emergency situations in the workplace and minimize their impact by implementing emergency plans and response procedures.

Waste and Emissions

Suppliers will have systems in place to ensure the safe handling, movement, storage, recycling, reuse and management of waste, air emissions and wastewater discharges. Any of these activities that have the potential to adversely impact human or environmental health will be appropriately managed, measured, controlled and handled prior to release of any substance into the environment. Suppliers will have systems in place to prevent or mitigate accidental spills and releases into the environment.

Resource Conservation and Climate Protection

Suppliers are expected to use natural resources (e.g. water, sources of energy, raw materials) in an economical way. Negative impacts on the environment and climate will be minimized or eliminated at their source or by practices such as the modification of production, maintenance and facility processes, material substitution, conservation, recycling and material reutilization. Suppliers will engage in the development and use of climate-friendly products and processes to reduce power consumption and greenhouse gas emissions.

Security

Suppliers will have good security practices across their supply chains. Suppliers will maintain processes and standards that are designed to assure the integrity of each shipment to Bayer from its origin through to its destination and all points in between.

Suppliers are expected to implement the necessary and appropriate measures in their area of responsibility to ensure that Bayer products, their workable components or raw materials as well as the corresponding know-how do not end up in the hands of counterfeiters or third parties and do not leave the legal supply chain.



4. Management Systems

Suppliers **are expected** to implement management systems to facilitate compliance with all applicable laws and to promote continuous improvement with respect to the **expectations** set forth in this Supplier Code of Conduct. This includes the following aspects:

Legal and Other Requirements

Suppliers will comply with all applicable laws, regulations, contractual agreements and generally recognized standards.

Communication of Sustainability Criteria in Supply Chain

Suppliers will communicate the principles set forth in this Supplier Code of Conduct to their supply chain.

Commitment and Accountability

Suppliers are encouraged to fulfill the expectations set forth in this Supplier Code of Conduct by allocating appropriate resources.

Risk Management

Suppliers are expected to implement mechanisms to identify, determine and manage risks in all areas addressed by this Supplier Code of Conduct and with respect to all applicable legal requirements.

Documentation

Suppliers are expected to develop adequate documentation to demonstrate that they share the principles and values expressed in this Supplier Code of Conduct. This documentation may be reviewed by Bayer upon mutual agreement.

Training and Competency

Suppliers will establish appropriate training measures to allow their managers and employees to gain an appropriate level of knowledge and understanding of the contents of this Supplier Code of Conduct, the applicable laws and regulations and generally recognized standards.

Continuous Improvement

Suppliers are expected to continuously improve their sustainability performance by implementing appropriate measures.

References

1) External Sources:

- **Declaration of Helsinki** <http://www.wma.net/en/20activities/10ethics/10helsinki/>
- **International Labour Standards (ILO)**
<http://www.ilo.org/public/english/standards/norm/whatare/fundam/index.htm.ilo.org>
- **OECD Guidelines for Multinational Enterprises** <http://www.oecd.org>
- **OECD Guiding Principles for Chemical Accident, Prevention, Preparedness and Response**
<http://www.oecd.org/env/ehs/chemical-accidents/Guiding-principles-chemical-accident.pdf>
- **Pharmaceutical Supply Chain Initiative** <http://www.pharmaceuticalsupplychain.org>
- **Responsible Care Global Charter** <http://www.responsiblecare.org>
- **Together for Sustainability** <http://www.tfs-initiative.com>
- **United Nations Global Compact** <http://www.unglobalcompact.org>
- **Universal Declaration on Human Rights** <http://www.un.org/Overview/rights.html>

2) Bayer-specific Sources:

- **Biodiversity** <http://www.bayer.com/en/position-biodiversity.aspx>
- **Bayer Principles for Animal Welfare and Animal Studies**
<http://www.animalstudies.bayer.com/en/bayer-principles.aspx>
- **Bayer Position on Human Rights** <http://www.bayer.com/en/bayer-human-rights-position.aspx>
- **Bayer Responsible Care Position** <http://www.bayer.com/en/Responsible-Care.aspx>
- **Bayer Sustainable Development Policy**
<http://www.bayer.com/en/Sustainable-Development-Policy.aspx>
- **Corporate Compliance Policy** <http://www.bayer.com/en/Corporate-Compliance-Program.aspx>
- **Sustainability at Bayer** <http://www.bayer.com/en/Sustainability-and-Commitment.aspx>
- **Water Position** <http://www.bayer.com/en/bayer-water-position.aspx>



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Version 3.0, April 2016