

abbvie

ABBVIE SUPPLIER CODE OF CONDUCT

Effective November 28, 2014





November 2014

At AbbVie, the patient is at the center of everything we do. We draw on our expertise in some of the most difficult-to-treat diseases and on our understanding of the patient journey to identify opportunities to create better outcomes. We always remain focused on our goal of improving lives.

Our commitment to patients extends to every aspect of our work. We view our suppliers as partners in delivering on our commitment to having a remarkable impact on patients' lives and expect that they will act accordingly.

And, just as we hold ourselves to the highest standards of ethics and compliance, we expect the same from each of our suppliers. In fact, we pride ourselves on the strong relationships we build with suppliers and our shared focus on ethics, compliance, fair practices, integrity, safety and quality.

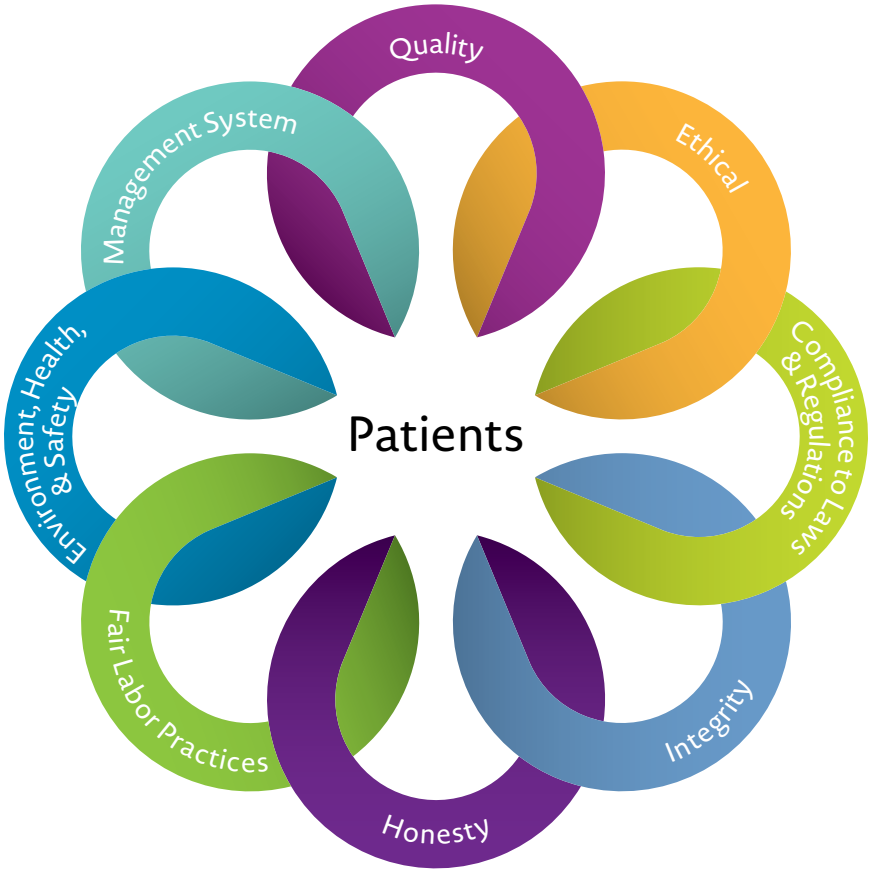
By signing the AbbVie Supplier Code of Conduct, you agree to follow each of its principles, guidelines and expectations.

Thank you for your commitment to this important work.

Regards,

Azita Saleki-Gerhardt, Ph.D.

Senior Vice President, Operations



PREFACE

AbbVie's suppliers are an integral part of the overall success of AbbVie. Each day, AbbVie and its suppliers make decisions that impact AbbVie's ability to provide quality health care products to its customers.

This standard documents the principles, guidelines and expectations for establishing and maintaining a business relationship with AbbVie. AbbVie works within pharmaceutical and medical device standards set by federal, state, and industry regulations and is committed to having business relationships with suppliers who share the company's dedication to providing quality products and conducting business in a legal and ethical manner. Because our suppliers are an extension of our business, we have the same expectations for them.

AbbVie is aware of cultural differences and challenges associated with interpreting and applying these principles globally. While AbbVie believes these principles are universal, we understand that the methods for meeting these expectations may be different but must be consistent with the laws, values and cultural expectations of the different societies of the world.

It is the responsibility of all AbbVie suppliers to maintain a Quality Management System that assures consistent conformance of their products and services to specified requirements. AbbVie suppliers are fully responsible for the quality of their products/services and supply chain.

All AbbVie suppliers are expected to understand and comply with the AbbVie Supplier Code of Conduct. Suppliers are strongly encouraged to contact an AbbVie purchasing representative with any questions. Suppliers are also strongly encouraged to contact AbbVie Purchasing and Supplier Management whenever there are questions relating to the appropriateness of any activity. Purchasing employees can provide an overview and further guidance on applicable AbbVie policies.

AbbVie reserves the right to verify a supplier's compliance with the AbbVie Supplier Code of Conduct. If AbbVie becomes aware of any actions or conditions not in compliance with the AbbVie Supplier Code of Conduct, AbbVie reserves the right to seek corrective action.

AbbVie has established a program to monitor Supplier Social Responsibility which includes surveying and auditing supplier adherence to the AbbVie Supplier Code of Conduct. If you require additional information regarding this program, please contact AbbVieSustainabilityProgram@abbvie.com.



Suppliers shall conduct their business in an ethical manner and act with integrity. AbbVie expects suppliers to comply with all legal and regulatory requirements regarding ethics including:

1. Conflict of Interest

A conflict of interest exists whenever there is a competing interest that may interfere with our ability to make an objective decision and act in the best interest of AbbVie. AbbVie, along with suppliers, are expected to use good judgment and to avoid situations that can lead even to the appearance of a conflict that may undermine the trust others place in us.

Suppliers that do business with AbbVie shall not have any competing interest that may interfere with their ability to make objective decisions to act in the best interest of AbbVie. Good judgment is expected as well as avoiding the appearance of a conflict of interest.

All suppliers shall notify AbbVie immediately in the event of a potential or actual conflict of interest.

2. Business Integrity and Fair Competition

Suppliers shall conduct business competitively and in full compliance with all applicable laws, codes and regulations. Suppliers shall not pay or accept bribes or participate in other illegal inducements in business or government relationships. Suppliers shall employ fair business practices including accurate and truthful advertising.

Suppliers shall be informed of the applicable provisions of the AbbVie Code of Business Conduct, including the following concepts related to interactions with AbbVie employees:

- Employees shall deal with all suppliers, customers, and all other persons doing business with AbbVie in a completely fair and objective manner without favor or preference based on personal financial considerations or personal relationships.
- Employees shall not accept or provide (directly or indirectly) gifts, prejudicial discounts, payments, fees, loans, entertainment, favors or services from any person or firm, which may influence or give the appearance of influencing purchasing decisions.
- No employee shall do business on behalf of AbbVie with a close relative or own any financial interest in a supplier's business where the AbbVie employee has the appearance or ability to impact the supplier's relationship with AbbVie. Such relationships must be disclosed per AbbVie policies.
- No employee shall grant permission for use of AbbVie's name and/or logo without permission from AbbVie Public Affairs.

AbbVie contract workers and agents (for example, consultants, contract sales forces, speakers, distributors, clinical investigators, etc.) must also comply with the applicable provisions of the AbbVie Code of Business Conduct.

AbbVie employees and suppliers are expected to report violations or possible violations of the AbbVie Supplier Code of Conduct to AbbVie Purchasing and Supplier Management or to the AbbVie Office of Ethics and Compliance, either directly or via the Ethics and Compliance Hotline (1-800-254-0462).

AbbVie will promptly investigate reported violations of the AbbVie Supplier Code of Conduct and expect employees and suppliers to cooperate in the investigation. If corrective action is required, AbbVie will outline steps to address the issue.

3. Identification of Concerns

Suppliers shall be encouraged to report concerns or illegal activities in their relationship with AbbVie without threat of reprisal, intimidation or harassment. AbbVie will review the concerns and respond to them in a timely manner.

4. Animal Welfare

Using animals in any testing or process should only occur after alternate methods have been fully explored and rejected. Animals shall be treated humanely, minimizing pain and stress. Animal testing should be performed only after consideration has been given to non-animal based test methods, reducing the numbers of animals used, or refining procedures to minimize distress in animals being tested. Alternatives should be used when scientifically valid and acceptable to regulators.

Contract laboratories and collaborating laboratories must be accredited by the Association for Assessment and Accreditation of Laboratory Animal Care International (AAALAC), and/or their laboratory animal care and use program must be assessed by AbbVie veterinary staff and approved by AbbVie's Animal Welfare Officer prior to placement of work and thereafter on a periodic basis.

5. Privacy

Suppliers shall not use or disclose AbbVie confidential information other than with the express prior written consent of, and for the benefit of, AbbVie. In particular, suppliers shall not exchange or otherwise disclose AbbVie confidential information with any competitor or other supplier. Any information or data regarding AbbVie operations shall be treated as strictly confidential at all times unless that information is in the public domain. Confidential information includes, but is not limited to:

- Purchase material specifications and conditions
- Requests for quotation
- Cost sheets
- Profit information



ETHICS

- Asset information
- Names of suppliers
- Pricing
- Purchase strategies
- Contact details
- R&D data
- Financial/sales/marketing information
- Operating processes/formulas and other know-how which are AbbVie property and have not yet been disclosed to the general public
- AbbVie Intellectual Property (IP)
- Computer software programs
- Personal information about employees, offices and directors
- Wage and salary scales
- The AbbVie name or logo

AbbVie shall require that suppliers confirm these obligations by entering into confidentiality agreements with regard to any of the previously listed confidential information and to ensure that company, worker and patient privacy rights are protected.

6. Sales Techniques

Suppliers are expected to interact with AbbVie in an open and honest manner. The following sales techniques are strictly prohibited:

- Backdoor selling – circumventing the proper AbbVie channels to convince an individual to purchase a specific product or service.
- Inaccurate lead time commitments – knowingly providing unattainable lead time commitments to AbbVie in an effort to secure business.
- Over-committing capacity – making commitments to provide a product or service without having the capacity to meet the commitment.
- Request for competitor information – asking for information regarding a competitor’s product, pricing, terms, distribution or other segment of their business.
- Offering gifts in excess of nominal value.
- Providing pricing structures that are less favorable to AbbVie if the supplier is the single or sole source for the goods or services provided.
- Requesting AbbVie to accept a proposal after the closing date.

7. Customs – Trade Partnership Against Terrorism

The Customs-Trade Partnership Against Terrorism (C-TPAT) is a voluntary program led by U.S. Customs and Border Protection, with the purpose of providing the highest level of cargo security through close cooperation with the principle stakeholders of the international supply chain such as importers, carriers, consolidators, licensed customs brokers, and manufacturers. This government-business joint initiative builds cooperative relationships that strengthen the overall supply chain and border security.

AbbVie is a Tier 3 C-TPAT member and requires its suppliers to maintain the highest possible security standards. All of AbbVie's new suppliers who ship products to AbbVie U.S. locations are expected to complete a questionnaire detailing their security measures. In addition, certain high-volume AbbVie suppliers must complete the questionnaire every three years upon request.

8. Supplier Visitation Process

Suppliers have limited access to AbbVie facilities. The following procedures are to be followed by all AbbVie suppliers:

- Suppliers should be properly registered.
 - For global sites outside of Lake County, all suppliers are required to register with the receptionist or site security for access to the facility
 - For Lake County, register via the visitor registration site
 - North Chicago, ABV1, J-Buildings (<http://eadvanceabv.oneabbott.com/Disclaimer.aspx>)
 - Abbott Park (<http://visitorbadge.oneabbott.com/Disclaimer.aspx>)
 - Access badge
 - Grants access to general admin building, restricted areas, and gates
- Suppliers are to be accompanied by an AbbVie employee at all times.
- Suppliers are never to occupy an AbbVie employee's office or cubicle without displaying proper AbbVie-issued identification.
- Suppliers, upon departure of AbbVie property, are to leave their visitor badges with the receptionist.
- AbbVie host/sponsor is responsible for suppliers while on site.

Suppliers shall be committed to fair treatment of their employees and to treat them with dignity and respect. AbbVie expects suppliers to comply with all legal and regulatory requirements pertaining to the fair and equitable treatment of employees including:

1. Freely Chosen Employment

Suppliers shall not use forced, bonded or indentured labor, involuntary prison labor or human trafficking.

2. Child Labor and Young Workers

Suppliers shall not use child labor. The employment of young workers below the age of 18 shall only occur in non-hazardous work and when young workers are above a country's legal age for employment or the age established for completing compulsory education. Employee files should be maintained with adequate data to verify ages of employees.

3. Non-Discrimination

Suppliers shall provide a workplace free of harassment and discrimination. Harassment or discrimination for reasons such as race, color, age, gender, sexual orientation, ethnicity, disability, religion, political affiliation, union membership or marital status is not condoned or tolerated. AbbVie expects suppliers to share its commitment to equal opportunity in employment and its commitment to employee diversity.

4. Fair Treatment

Suppliers shall provide a workplace free of harsh and inhumane treatment. This includes, but is not limited to, any sexual harassment, sexual abuse, corporal punishment, mental or physical coercion or intimidation of workers.

5. Wages, Benefits and Working Hours

Suppliers shall pay workers according to applicable wage laws, including minimum wages, overtime hours and mandated benefits as per custom of the country of employment.

Suppliers shall communicate with the worker the basis on which they are being compensated in a timely manner. Suppliers are also expected to communicate with the worker whether overtime is required and the wages to be paid for such overtime. Suppliers shall keep accurate records regarding employee working hours and vacation hours.

Open communication and direct engagement with workers to resolve workplace and compensation issues is encouraged.

6. Freedom of Association

Suppliers shall respect the rights of workers, as set forth in local laws, to associate freely with one another. Workers shall be able to communicate openly with management regarding working conditions without threat of reprisal, intimidation or harassment.





HEALTH AND SAFETY

Suppliers shall protect workers in the workplace, and in any company-provided living quarters, by providing a safe and healthy environment. AbbVie expects suppliers to comply with all standard, legal and regulatory requirements regarding employee health and safety including:

1. Worker Protection

Suppliers shall protect workers from exposure to chemical, biological, physical hazards and physically demanding tasks in the workplace and other company-provided facilities, including living quarters and transportation vehicles. For example, supplier's management is responsible for providing appropriate hearing protection, gloves, masks or other forms of worker protection based on the type of work performed.

2. Process Safety

Suppliers shall have programs in place to prevent and respond to catastrophic chemical or biological releases.

3. Emergency Preparedness and Response

Suppliers shall identify and assess emergency situations affecting the workplace and any company-provided living quarters, and shall minimize potentially adverse consequences by implementing and maintaining effective emergency plans and response procedures. For example, supplier's management is responsible for providing safety awareness training, safety drills or other types of safety training as required by the industry type and based on fire and safety regulations.

4. Hazard Information

Suppliers shall make available safety information relating to hazardous materials in the workplace, including pharmaceutical compounds and pharmaceutical intermediate materials, to educate, train and protect workers from hazards.

5. Anti-Counterfeiting

In an ongoing effort to work together to secure the supply chain from the dangers of counterfeiting, illegal diversion and theft of AbbVie products, AbbVie expects that suppliers notify us immediately if they are offered the opportunity to purchase counterfeit, illegally diverted or stolen product or otherwise become aware of any such products.





ENVIRONMENT

Suppliers shall operate in an environmentally responsible and efficient manner and shall strive to minimize adverse impacts on the environment. Suppliers are encouraged to conserve natural resources, to avoid the use of hazardous materials where possible, and to promote activities that reuse and recycle. AbbVie expects suppliers to comply with all laws, regulations, standards, ordinances, rules, permits, license approvals and orders regarding the environment and the use of restricted substances.

1. Environmental Authorizations

Suppliers shall obtain all required environmental permits, licenses and approvals and comply with all applicable operational and reporting requirements.

2. 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 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.

3. Spills and Releases

Suppliers shall have systems in place to prevent and quickly respond to all accidental spills and releases into the environment.

4. Restricted Substances

Suppliers are to adhere to all applicable restricted substance laws, regulations and customer requirements including responding to requests for substance composition in materials/parts, prohibition or restriction of specific substances, including labeling for recycling and disposal.

5. Conflict Minerals

Supplier shall ensure that all parts and products supplied to AbbVie do not contain "Conflict Minerals," i.e., columbite-tantalite, cassiterite, wolframite (or their derivatives tantalum, tin and tungsten) or gold sourced from the Democratic Republic of the Congo (DRC) or an adjoining country that have directly or indirectly financed or benefitted armed groups in the DRC or an adjoining country. Suppliers shall have systems in place that are designed to meet these objectives.





MANAGEMENT SYSTEMS

Suppliers shall have a quality management system in place to facilitate continual improvement and ensure compliance with the principles outlined in the AbbVie Supplier Code of Conduct. Suppliers are encouraged to maintain conformance to international standard ISO 9001 and local regulations. Quality Management System elements include:

1. **Commitment and Accountability**

Suppliers shall allocate adequate financial, human and technical resources.

2. **Legal and Customer Requirements**

Suppliers shall identify all applicable laws, regulations, rules, ordinances, permits, licenses, approvals, orders, standards and relevant customer requirements and ensure compliance with them.

3. **Risk Management**

Suppliers shall have mechanisms in place to determine and control risks in all areas addressed by this document. Suppliers shall have adequate financial resources to assure business continuity and maintain financial solvency.

4. **Documentation**

Suppliers shall maintain documentation necessary to demonstrate conformance with these principles and compliance with applicable laws, regulations, rules, ordinances, permits, licenses, approvals, orders, standards and relevant customer requirements.

5. **Training and Competency**

Suppliers shall have an effective training program that achieves an appropriate level of knowledge, skills and abilities in management and workers to perform the service that AbbVie has requested and is covered by a contract. Documented training must be available for all employees as evidence that training was performed.

6. **Continual Improvement**

Suppliers are expected to continually improve by setting performance objectives, executing implementation plans and taking necessary actions to correct deficiencies identified by internal or external assessments, inspections and management reviews.

7. **Communication**

Suppliers shall maintain open and direct communication with appropriate AbbVie business functions, including Purchasing.

Suppliers shall notify AbbVie prior to making any change that may affect conformance to defined requirements, product quality, or a regulatory filing outlined within a supply agreement and/or quality agreement.





DATA REQUIREMENTS

Suppliers shall meet all data requirements prior to conducting business with AbbVie.

1. **Supplier Set-Up**

Suppliers shall provide all key data (i.e., tax documents, banking information, etc.) to ensure proper set-up in AbbVie's systems.

2. **Transactions**

Suppliers shall not perform any services without a fully-executed contract and/or Purchase Order in place.

Suppliers shall provide all accurate information on submitted invoices, as instructed by AbbVie.





ABBVIE SUPPLIER CODE OF CONDUCT

I certify that our company has received, read, understood and will abide by the AbbVie Supplier Code of Conduct.

COMPANY NAMES

REPRESENTATIVE

JOB TITLE

SIGNATURE

DATE

COMPANY STAMP/CHOP (ASIA ONLY)



HAVE A SMART PHONE?

Scan this code using a barcoding app to learn more about AbbVie, or visit www.abbvie.com.

QUESTIONS? Send an email to AbbVieSustainabilityProgram@abbvie.com.